

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: Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Notice of Meeting of the Equity Shareholders of Responsive Industries Limited ('Company') convened as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench-I to consider and approve the Scheme of Amalgamation of Axiom Cordages Limited (Transferor Company) with Responsive Industries Limited (Transferee Company) and their respective shareholders ('Scheme')

Dear Sir/ Madam,

This is in continuation to our letter dated April 28, 2023, informing that the Hon'ble National Company Law Tribunal, Mumbai Bench-I vide its order dated April 28, 2023, has inter-alia, directed the Company to convene a meeting of the equity shareholders of the Company ("**Meeting**") on **Tuesday, June 06, 2023 at 3.00 p.m. (IST)** at Betegaon, Mahagaon Road, Boisar East Taluka Palghar, dist. Thane Betegaon MH 401501 to consider and approve the subject Scheme.

We hereby enclose notice convening the Meeting along with the explanatory statement and other annexures which are being sent to the equity shareholders of the Company ("**Notice**").

The Equity Shareholders has been given the facility and option of voting on the resolution for approval of the Scheme by casting votes (a) in person or through authorised representatives or by proxy at the venue of the meeting on June 06, 2023; or (b) through remote electronic voting ("remote e-voting") during the respective periods as stated below:-

REMOTE E-VOTING PERIOD	
Commencement of remote e-voting	Saturday, June 03, 2023 at 09:00 A.M. (IST)
End of remote e-voting	Monday, June 05, 2023 at 05:00 P.M. (IST)

During this period, Members holding shares either in physical form or in dematerialized form as on **Monday, May 29, 2023 (Cut-off Date)** may cast their vote by remote e-Voting before the Meeting as per the Notice enclosed.

The Notice, along with the explanatory statement and other annexures, is being sent through electronic mode to the equity shareholders whose e-mail ids are duly registered with the Company or the depositories while a physical copy of the Notice is being sent to all the other equity shareholders.

The Hon'ble Tribunal has appointed Mr. M Raghunatha Bhat, former Regional Director, Ministry of Corporate Affairs, Government of India to be the Chairman of the Meeting. The Hon'ble Tribunal has appointed CA Avinash J Purohit, WKD and Associates Practicing Chartered Accountant Membership Number: 165596 to be the Scrutinizer for the Meeting.

The Scheme, if approved by the Equity Shareholders, will be subject to the subsequent approval of the Hon'ble NCLT, Mumbai Bench-I.

The Notice of the NCLT Convened Meeting is hosted on the website of the Company at the following link <https://www.responsiveindustries.com/news-announcements/> and on the website of Link Intime India Private Limited at <https://linkintime.co.in/>.

Kindly take the same on your record and acknowledge receipt.

Thanking you,

For **Responsive Industries Limited**

Mohini
Purshottam
Sharma

Digitally signed by
Mohini Purshottam
Sharma
Date: 2023.05.05 22:05:03
+05'30'



Mohini Sharma

Company Secretary & Compliance Officer

Encl: as above

RESPONSIVE INDUSTRIES LIMITED

CIN: L65100MH1982PLC027797

Registered Office: Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

Telephone No.: 022-66562821; Fax: 022-66562798

Website: www.responsiveindustries.com E-mail Id: investor@responsiveindustries.com;

**NOTICE CONVENING MEETING OF THE EQUITY SHAREHOLDERS OF
RESPONSIVE INDUSTRIES LIMITED**

[Convened pursuant to Order dated April 28, 2023 of the Hon'ble National Company Law Tribunal,
Mumbai Bench]

Day	Tuesday
Date	June 06, 2023
Time	3:00 p.m. (IST)
Venue	At Betegaon, Mahagaon Road, Boisar East Taluka Palghar, dist. Thane Betegaon MH 401501
Remote e-voting start date and time	Saturday, June 03, 2023 at 9.00 a.m. (IST)
Remote e-voting end date and time	Monday, June 05,, 2023 at 5.00 p.m. (IST)

INDEX		
Sr. No.	Contents	Page Nos.
1.	Notice Convening Meeting of the Equity Shareholders (which includes Public Shareholders) of Responsive Industries Limited as per the directions of the National Company Law Tribunal, Mumbai Bench.	1-10
2.	Explanatory Statement under Sections 102 and 230 read with Section 232 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and the Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021, each as amended from time to time (to the extent applicable).	11-27
3.	Annexure A Scheme of Amalgamation of Axiom Cordages Limited ('ACL' or 'Transferor Company') with Responsive Industries Limited ('RIL' or 'Transferee Company' or 'the Company') and their respective Shareholders ('Scheme') under Sections 230-232 and other applicable provisions of the Companies Act, 2013.	28-60
4.	Annexure B Valuation Reports dated November 25, 2021 specifying share exchange ratio issued by FCA Ms. Rashmi Shah, Registered Valuer.	61-76
5.	Annexure C Fairness Opinion Report dated November 25, 2021 issued by Navigant Corporate Advisors Limited, SEBI Registered Category-I Merchant Banker on the fairness of the share exchange ratio.	77-86
6.	Annexure D Complaint Report dated September 08, 2021 submitted by Responsive Industries Limited to BSE Limited and National Stock Exchange of India Limited.	87

7.	Annexure E Observation Letters on the Scheme dated February 14, 2022 issued by BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').	88-91
8.	Annexure F Copy of the Reports dated November 26, 2021 adopted by the Board of Directors of the Company pursuant to the provisions of Section 232(2)(c) of the Act.	92-93
9.	Annexure G Abridged Prospectus as provided in Part D of Schedule VIII of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 including applicable information pertaining to Parsec Enterprises Private Limited.	94-104
10.	Attendance Slip.	105
11.	Proxy Form.	106-107
12.	Polling Paper.	108-109
13.	Route Map.	110

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL MUMBAI BENCH
C.A.(CAA) 55 OF 2022**

**In the matter of the Companies Act, 2013;
And**

**In the matter of Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of
the Companies Act, 2013;**

And

**In the matter of Scheme of Amalgamation of Axiom Cordages Limited (Transferor Company) and
Responsive Industries Limited (Transferee Company) and their respective shareholders**

RESPONSIVE INDUSTRIES LIMITED

.....APPLICANT COMPANY

Form CAA2

[Pursuant to Section 230(3) and Rule 6 of the Companies
(Compromises, Arrangements and Amalgamations) Rules, 2016]

**NOTICE OF THE MEETING OF EQUITY SHAREHOLDERS OF
RESPONSIVE INDUSTRIES LIMITED**

**To,
The Equity Shareholders of Responsive Industries Limited**

NOTICE is hereby given that by an Order dated **April 28, 2023**, the Mumbai Bench-I of the Hon'ble National Company Law Tribunal ("NCLT" or "Tribunal") has directed a Meeting to be held of the Equity Shareholders of the Company, for the purpose of considering, and if thought fit, approving, with or without modification(s), the Scheme of Amalgamation of **Axiom Cordages Limited ("ACL" or "Transferor Company")** with **Responsive Industries Limited ("RIL" or "Transferee Company" or "the Company")** and their respective Shareholders ("Scheme").

In pursuance of the said Order and as directed therein, further notice is hereby given that a Meeting of the Equity Shareholders of the Company is scheduled to be held on **Tuesday, June 06, 2023 at 3.00 p.m. (IST)** (hereinafter referred to as the 'Meeting') at **Betegaon, Mahagaon Road, Boisar East Taluka Palghar, dist. Thane Betegaon MH 401501**.

TAKE FURTHER NOTICE that a copy of the Scheme, Notice and the Explanatory Statement, Form of Proxy, Attendance Slip, Postal Ballot paper and other annexures as stated in the Index are enclosed herewith. Persons entitled to attend and vote at the meeting, may vote in person or by proxy, provided that all proxies in the prescribed form are deposited at the registered office of the Company not later than 48 hours before the meeting.

TAKE FURTHER NOTICE that in compliance with the provisions of (i) Section 230(4) read with Sections 108 and 110 of the Companies Act, 2013; (ii) Rule 6(3)(xi) of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016; (iii) Rule 20 and other applicable provisions of the Companies (Management and Administration) Rules, 2014; (iv) Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and (v) Securities and Exchange Board of India ('SEBI') Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021; each as amended from time to time (to the extent applicable), the Company has provided the facility of remote e-voting (prior to as well as during the Meeting) using the facility offered by the M/s. Link Intime India Private Limited ("LIPL") so as to enable the Equity Shareholders, to consider and if thought fit, approve the Scheme by way of the aforesaid Resolution. The Equity Shareholders shall

have the facility and option of voting on the resolution for approval of the Scheme by casting their votes (a) through e-voting system available at the Meeting to be held virtually (“InstaVote”) or (b) by remote electronic voting (“Remote E-Voting”) during the period as stated below:

REMOTE E-VOTING PERIOD	
Commencement of remote e-voting	Saturday, June 03, 2023 at 09:00 A.M. (IST)
End of remote e-voting	Monday, June 05, 2023 at 05:00 P.M. (IST)

The Voting Rights of the Equity Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on **Monday, May 29, 2023**, being the **Record date/ Cut-off date**. The shareholders may refer to the “Notes” to this Notice for further details on remote e-voting.

The Hon’ble Tribunal has appointed Mr. M Raghunatha Bhat, former Regional Director, Ministry of Corporate Affairs, Government of India as the Chairman of the meeting. The Scheme, if approved by the equity shareholders, will be subject to the subsequent approval of the Hon’ble Tribunal.

Further, the Tribunal has appointed CA Avinash J Purohit, WKD and Associates Practicing Chartered Accountant (Membership Number: 165596) as a Scrutinizer for the purpose of scrutinizing the process for e-voting and remote e-voting for the Meeting.

This Notice convening the Meeting along with the requisite documents are also placed on the website of the Company viz. www.responsiveindustries.com; the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and the website of M/s. Link Intime India Private Limited <https://linkintime.co.in/>, being the agency appointed by the Company to provide the e-voting and other facilities for convening of the Meeting.

Members are requested to consider, and if thought fit, to pass with requisite majority, the following resolution:

“RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications issued thereunder, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the circulars and notifications issued thereunder, [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force] and Clause 3 of the Memorandum of Association of the Company and subject to the approval of National Company Law Tribunal, Mumbai Bench (“NCLT” or “Tribunal”) and approvals of such other Statutory/Government authority(ies), as may be necessary or as may be directed by the NCLT or such other competent authority(ies), as the case may be, approval of the Members of the Company be accorded to the Scheme of Amalgamation of Axiom Cordages Limited (“ACL” or “Transferor Company”), with Responsive Industries Limited (“RIL” or “Transferee Company” or “the Company”) and their respective Shareholders with appointed date as 1st April, 2021 (“the Appointed Date”), as per the Scheme of Amalgamation of ACL with the Company and their respective Shareholders (“Scheme”) circulated with the Notice of the Meeting of the Equity Shareholders of the Company.”

“RESOLVED FURTHER THAT that approval of the Members of the Company be accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”), which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any other person authorized by it to exercise its powers including the powers conferred by this Resolution) to do all such acts, deeds, matters and things, as may be considered requisite, desirable, appropriate or necessary to implement the Scheme and to accept such modification(s), amendment(s), limitation(s) and/or condition(s), if any, which may be required and/or imposed by

the NCLT and/or any other authority(ies) or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise for giving effect to the Scheme including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary, as the Board may deem fit and proper.”

Sd/-

M Raghunatha Bhat
Chairman appointed for the Meeting

Registered Office:

At Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

CIN: L65100MH1982PLC027797

Website: www.responsiveindustries.com

E-mail: investor@responsiveindustries.com

Date: May 05, 2023

Place: Mumbai

NOTES:

1. Pursuant to the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench-I ("Tribunal") vide its Order dated April 28, 2023 ("Tribunal Order"); the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), and circulars issued by the Securities and Exchange Board of India from time to time and pursuant to such other applicable laws and regulations, the Meeting of the equity shareholders of the Company is being convened to transact the business set out in the Notice convening this Meeting.
2. The Explanatory Statement pursuant to Section 230 read with Section 102 and other applicable provisions of the Companies Act, 2013 ("Act") and Rule 6 of the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 and other enclosures as indicated in the index in respect of the business set out in the Notice of the Meeting is annexed hereto.
3. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent electronically by email to those equity shareholders who have registered their email ID's with the Company and/or the Depository Participants, whose names appear in the register of members/ list of beneficial owners as on **Friday, April 28, 2023** as received from M/s. Link Intime India Private Limited being the Registrar and Share Transfer Agent of the Company.
4. Pursuant to the directions of the Tribunal given under the Tribunal Order dated 28.04.2023; pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014; Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CFD/D1L3/CIR/2017/21 dated March 10, 2017 as amended from time to time, the Company is providing to the shareholders the facility to exercise their right to vote at the Meeting by electronic means, i.e. remote e-voting and e-voting at the Meeting (hereinafter referred to as "e-voting") through e-voting facility provided by M/s. Link Intime India Private Limited (hereinafter referred to as "Link Intime" or "Service Provider") to cast their vote by electronic means in respect of the business to be transacted as set out in the Notice of the Meeting.
5. Only those members whose names is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the **Cut-Off date** i.e., **Monday, May 29, 2023** shall be entitled to avail the facility of remote e-voting or e-voting at the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
7. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL AND THAT A PROXY NEED NOT BE A MEMBER. PROXY IN ORDER TO BE EFFECTIVE, THE PROXY FORM MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE MEETING.**
8. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the scheduled time of the meeting. Proxies submitted on behalf of limited companies etc., must be supported by an appropriate resolution/ authority, as applicable. A Proxy Form is annexed to this notice.
9. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

10. An equity shareholder/ its proxy or authorized representative, attending the meeting, is requested to bring and handover the attendance slip duly completed and signed along with a copy of the deposited form of proxy (in case of a proxy) and the supporting documents duly authenticated. Equity shareholders holding shares in dematerialized form are requested to bring their client master list/depository participant statement/delivery instruction slip reflecting their DP ID and Client ID number for easier identification of attendance at the meeting
11. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the Meeting on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to investor@responsiveindustries.com.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered by the Members with the Depository Participant ("DP") and with the Registrar and Transfer Agent ("RTA") of the Company i.e. M/s. Link Intime India Private Limited ("LI IPL").
13. The quorum for the meeting of the Equity Shareholders shall be as prescribed under Section 103 of the Companies Act, 2013 and SEBI LODR Regulations and would include the Members in person or by an authorized representative and thereafter the persons present shall be deemed to constitute the quorum.
14. For the purposes of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly completed, signed and stamped or authenticated by the person entitled to attend and vote at the Meeting, is filed with the registered office of the Company at least 48 hours before the Meeting.
15. The remote e-voting period begins on **Saturday, June 03, 2023 (09:00 A.M. IST)** and ends on **Monday, June 05, 2023 (05:00 P.M. IST)**. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
16. The e-voting module will be disabled for voting after **05:00 P.M. on Monday, June 05, 2023**. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently. Members who have voted through remote e-voting will be eligible to attend the Meeting; however, they will not be eligible to e-vote at the Meeting.
17. Members seeking any information with regard to any matter to be placed at the Meeting are requested to write to the Company through an email on investor@responsiveindustries.com.
18. The Tribunal has appointed CA Avinash J Purohit, WKD and Associates Practicing Chartered Accountant (Membership Number: 165596) having office at Flat No: 11, 3rd Floor, Raigad Co-Operative Housing Society, Lane No: 8A, Near Utsav Sabhagruh, Shishak Nagar, Kothrud, Pune 411038 as a Scrutinizer for the purpose of scrutinizing the process for e-voting and remote e-voting for the Meeting in a fair and transparent manner.
19. The Scrutinizer after scrutinizing the votes cast during the Meeting and through remote e-voting will prepare a consolidated scrutinizer's report, not later than two working days of the conclusion of Meeting and submit the same to the Chairman of the Company.
20. The results declared along with the Scrutinizer's Report, will be intimated to the Stock Exchanges where the Company's shares are listed, placed on the website of the Company at www.responsiveindustries.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.

25. **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:
 1. Existing IDEAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
 2. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDEAS Portal" or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL's for users to login to Easi/ Easiest are <https://web.cdslindia.com/myeasinew/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasinew/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

- Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.

Cast your vote electronically:

- After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
- E-voting page will appear.
- Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour /Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
- After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘**No**’ and accordingly modify your vote.

GUIDELINES FOR INSTITUTIONAL SHAREHOLDERS:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN INSTITUTIONAL SHAREHOLDERS:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

HELPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33 or call at 022- 23058738 or 022- 23058542-43.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL WHO HAS FORGOTTEN THE PASSWORD:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Sd/-

M Raghunatha Bhat
Chairman appointed for the Meeting

Registered Office:

At Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

CIN: L65100MH1982PLC027797

Website: www.responsiveindustries.com

E-mail: investor@responsiveindustries.com

Date: May 05, 2023

Place: Mumbai

RESPONSIVE INDUSTRIES LIMITED

CIN: L65100MH1982PLC027797

Registered Office: Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

Telephone No.: 022-66562821; **Fax:** 022-66562798

Website: www.responsiveindustries.com **E-mail Id:** investor@responsiveindustries.com;

EXPLANATORY STATEMENT UNDER SECTION 230(3) OF THE COMPANIES ACT, 2013 READ WITH SECTION 102 OF THE COMPANIES ACT 2013 FOR THE MEETING OF THE EQUITY SHAREHOLDERS OF RESPONSIVE INDUSTRIES LIMITED CONVENED AS PER THE DIRECTIONS OF THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH-I

In this statement, **Axiom Cordages Limited** (hereinafter referred to as '**Axiom or 'the Transferor Company'**') and **Responsive Industries Limited** (hereinafter referred to as '**RIL or 'the Transferee Company' or 'the Company'**'). The other definitions contained in the Scheme will apply to this Explanatory Statement also. The following statement as required under Section 230(3) of the Companies Act, 2013 read with Section 102 of the Companies Act, 2013 sets forth the details of the proposed Scheme, its effects and, in particular any material interests of the Directors in their capacity as members.

1. Pursuant to an Order dated April 28, 2023 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench-I ('**NCLT**') in the Company Application No. C.A.(CAA) 55 of 2022 referred to hereinabove, a Meeting of the Equity Shareholders of Responsive Industries Limited is being convened on **Tuesday, June 06, 2023 at 3.00 p.m. (IST)** (hereinafter referred to as the 'Meeting') at **Betegaon, Mahagaon Road, Boisar East Taluka Palghar, dist. Thane Betegaon MH 401501**. for the purpose of considering and if thought fit, approving with or without modification(s), the proposed Scheme of Amalgamation of Axiom Cordages Limited ('**Axiom or 'the Transferor Company'** ') with Responsive Industries Limited ('**RIL' or 'the Transferee Company'**') and their respective Shareholders ('**the Scheme' or 'this Scheme'**').
2. As directed by the Hon'ble NCLT, the Applicant Company is convening a Meeting of its Equity Shareholders, who are required to pass the resolution approving the Scheme by, inter-alia, e-voting. Since Equity Shareholders include Public Shareholders, this will be in sufficient compliance of the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated 10th March 2017 ('**SEBI Circular'**').

The scrutinizer will however submit his separate report to the Chairman of the Applicant Company after completion of the scrutiny of the votes cast by the Public Shareholders so as to announce the results of the votes exercised by the Public Shareholders of the Applicant Company.
3. The draft Scheme was placed before the Audit Committee and Board of Directors of the Applicant Company and Board of Directors of the Transferor Company at their respective Meetings held on November 26, 2021. In accordance with the provisions of SEBI Circular, the Audit Committee of the Company vide a resolution passed on November 26, 2021 recommended the Scheme to the Board of Directors of the Company *inter-alia* taking into account:

- a) The Valuation report dated November 25, 2021 issued by Ms. Rashmi Shah, Chartered Accountants Registered Valuer, setting out the exchange ratio for issue of shares pursuant to the Scheme; **(enclosed as Annexure B).**
 - b) The Fairness Opinion issued by M/s. Navigant Corporate Advisors Limited, an independent Merchant Banker dated November 25, 2021 on the fairness of the Valuation Report; **(enclosed as Annexure C).**
 - c) Statutory Auditors certificate dated issued by the Statutory Auditors of the Company confirming the accounting treatment prescribed in the Scheme.
4. Based upon the recommendations of the Audit Committee and on the basis of the evaluations, the Board of Directors of the Applicant Companies has come to the conclusion that the Scheme is in the best interest of the Applicant Companies and its Shareholders.
 5. In accordance with the provisions of Sections 230-232 of the Act, the Scheme shall be acted upon only if a majority in persons representing three fourths in value of the equity shareholders, of the Applicant Company, voting in person through or remote e-voting or e-voting at the Meeting, agree to the Scheme.
 6. In terms of the SEBI Circular, the Scheme shall be acted upon only if the votes casted by the Public Shareholders of the Applicant Company are in favor of the resolution for the approval of the Scheme are more than the number of votes casted by the Public Shareholders against it.
 7. A Copy of the Scheme as approved by the Board of Directors of the respective companies is enclosed herewith as **Annexure A.**
 8. **BACKGROUND OF THE COMPANIES INVOLVED IN THE SCHEME IS AS UNDER:**
- 8.1 **Details of the Responsive Industries Limited ('the Transferee Company' or 'RIL' or 'the Company') are as under:**
 - a) The Transferee Company was incorporated on 13th July 1982 as a public limited Company under the Companies Act, 1956 as Sinhal Holdings Limited and the name was changed to "Responsive Polymers Limited" with effect from 27th January 2006. Thereafter the name was changed into Responsive Industries Limited with effect from 4th January 2007. The Transferee Company is inter alia engaged in the business of manufacturing, production, processing, trading, dealing in all varieties, characteristics, descriptions, strength, applications, colours and uses of plastic goods / PVC products and materials including lumps, powders, pipes, films, tubes, fibers, twines, laminates, granules sheets, blocks, chips, flakes, bars, flooring, sheets rigid their compounds, by products, co-products, formulation, intermediaries, ingredients, residues, mixtures and blends made of PVC, polymers, nylons, HDPE, PP, LDPE, Polystyrene, monomers, elastomers, resins and polyesters. The Transferee Company is also engaged in processing, producing and manufacturing synthetic cables, ropes and products. The Corporate Identification Number of the Applicant Company is L65100MH1982PLC027797. Permanent Account Number of the Applicant Company is AABCS5068A.
 - b) The Registered Office of the Applicant Company is situated at Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane, Betegaon – 401501, Maharashtra, India.

- c) The email address of the Company is investor@responsiveindustries.com and website is www.responsiveindustries.com.
- d) The equity shares of the Company are listed on the BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE").
- e) The objects for which the Applicant Company has been established are set out in its Memorandum of Association. They are briefly as under:
- 1) *To carry on in India or elsewhere the business to process, produce, manufacture synthetic cables, and ropes and products, formulate, mix, disinfect, clean, wash, dilute, dye, concentrate, compound segregate, pack, repack, add, remove, heat, grade, design, develop, distribute, display, melt, improve, mould, blow, extrude, draw, derive, discover fabricate, treat, work, manipulate, prepare, promote, supervise, supply, import, export, store, forward, buy, sell, turn to account, market and to act as agent, collaborate, job, worker, or otherwise to manufacture, produce, process, trade, deal in all varieties, characteristics, descriptions, strength, applications, colours, and uses of plastic goods / PVC products and materials including lumps, powders, pipes, films, tubes, fibers, twines, laminates, granules sheets, blocks, chips, flakes, bars, flooring, sheets rigid their compounds, by products, co-products, formulation, intermediaries, ingredients, residues, mixtures and blends made of PVC, polymers, nylons, HDPE, PP, LDPE, Polystyrene, monomers, elastomers, resins, polyesters.*
 - 2) *To carry on in India or elsewhere the business to manufacture, trade, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as goldsmiths, silversmiths, jewelers, gem merchants, agent, broker, indenter, liaisoner, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockists, distributor, wholesaler, retailer in bullion, precious stones, jewelry, watches, clocks, gold or silver plates, cups, shields, electroplate, cutlery, dression bags, bronzes, articles of virtue, objects of art and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its business and to manufacture and establish factories for manufacturing goods for the above business or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw, cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexendrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, jews stone, load stoner, sardonex, touch stone, amber and their ornaments, jewelries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewelers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects. Raw gold, (Dora), Dorabars, Gold Bricks, Coins & other such precious metal articles also including agro commodities, derivatives, future, options and other tradable contracts on exchange and also as Commission agent and broker for all the above activities.*

- 3) *To do the business of commodity, equity, currency, forex (including Commodity derivatives), broking, trading, hedging, warehousing, refinery, processing and consumption. To carry on business as brokers and traders in all commodities, equity, currency, forex and commodity derivatives, to act as market makers, finance brokers, sub brokers, underwriters, sub-underwriters, providers of service of commodity related activities. To buy, sell, take hold, deal in, convert, modify, add value, transfer or otherwise dispose of commodities, equity, currency, forex and commodity derivatives, and to carry on the above business in India and abroad for and on behalf of the company as well as for others and to apply for and obtain registration as Commodities Broker or Member of Any Commodities Exchange anywhere in India and abroad.*
- 4) *To carry on the business of software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related projects and assignments, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services and to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices, and all kinds of electric & electronic components capable of being used in computers telecommunications to carry out software research and development, to design and develop system software, application software and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data Centre management and in providing consultancy services in all above mentioned areas.*
- 5) *To carry on the business of manufacturing, producing and processing, fabrication and assembling, repairing, alternation, buying, selling, importing, exporting, marketing, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, battery, electrical or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors. And all kind of spare parts, components, accessories, fittings, furnishings, engines, chassis, bodies, tools and implements, in connection with the above mentioned things such as petrol,*

oil, lubricants and petroleum products, new and used motor vehicles, caravans, trailers, tyres and tubes, batteries, spare parts, accessories, rubber and electrical goods and to carry on the business of body builders of all kind of vehicles.

6) *To carry on all or any of the businesses and ancillary activities of storage, accumulation, transmission, distribution, supply, purchase, sale, exchange, export, import, trading (purchase electricity and resale thereof) and otherwise dealing of power, electricity and other sources of energy whether conventional or non-conventional and to construct, laydown establish, fix and carry-out all necessary infrastructures including power stations, cables, wires, transmission lines, accumulators, lamps and works and other equipments relating to power, electricity, chilled water and other sources of energy. And to generate, accumulate, distribute and supply electricity, and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private.*

7) *To carry on business of providing Engineering-Procurement-Construction (EPC) electrical contract solutions consisting of supply, erection, testing and commissioning, urban and rural electrification, electrical substations and transmission, building electrification, metro electrification, internal & external electrical works, design and detailed engineering, electrical services, instrumentation and control, pre-planning and execution planning, procurement, construction management and supervision, test/Process Instrument calibration, field engineering contract solutions to a spectrum of industrial sectors such Aeronautical, Automobile, Beverages, Breweries, Ceramic Tiles, Chemicals, Commercial & Residential projects, Distilleries, FMCG, Food, General manufacturing, Hospitality, Infrastructure projects, Oil & Gas, Paints, Petrochemical & Refineries, Pharmaceuticals & API, Power, Steel, Textiles, Tyre industry and other industries.*

f) There has been change in the Object clause in Memorandum of Association (MOA) of the Company in last five years which were approved by the shareholders at their annual meeting held on 24th December 2020 and through postal ballot on 5th December 2018.

g) The details of the Authorised, Issued, Subscribed and Paid-up share capital of the Applicant Company as on 31st March, 2021 are as under:

Particulars	Rupees
Authorized Capital	
42,00,00,000 Equity Shares of Face value Re. 1/- each	42,00,00,000.00
Total	42,00,00,000.00
Issued	
26,69,12,700 Equity Shares of Face value Re. 1/- each	26,69,12,700.00
Subscribed and fully paid up	
26,69,12,700 Equity Shares of Face value Re. 1/- each	26,69,12,700.00
Subscribed and partly paid up	-
Total paid up share capital	26,69,12,700.00

h) Names of Directors and Promoters of the Company (as on the date of the Notice) along with their addresses are mentioned herein below:

Sr. No.	Name of The Directors	Designation	DIN	Address
1.	Mr. Rishabh Rajkumar Agarwal	Non-Executive Non-Independent Director and Chairman	05011607	45, Agarwal House, D Road, Churchgate, Mumbai- 400020
2.	Mr. Mehul Laljibhai Vala	Whole-Time Director & CEO	08361696	Flat No 203, Neminath 1Building, Ostawal Umpire, Saravali, Thane-401 501
3.	Ms. Mita Namonath Jha	Non-Executive Independent Director	07258314	Flat Number-1401, Kritika Annexe, 11 Sion Trombay Road, Near R.K. Studio, Chembur Mumbai - 400071
4.	Mr. Sanjiv Swarup	Non-Executive Independent Director	00132716	103, Srushti Apartment, Old Prabhadevi Road, Opp Century Bazar, Prabhadevi-400025
5.	Mr. Sadanand Raghavendra Morab	Executive Director	09790817	A2/201 Mahavir Sanchay, Navapur Road Mahavir Nagar, Boisar, Saravali Thane Maharashtra India 401501
6.	Mr. Arun Vikram Goel	Non-Executive Independent Director	07652383	VILLA 17, Goodearth Palmgrove, Doddalamara Road Kengeri, Bangalore

Sr. No.	Name of the Promoters	Address
1.	Swati Atit Agarwal, Promoter	6C, Agarwal House, D Road, Churchgate, Mumbai- 400020
2.	Atit O. Agarwal, Promoter	6C Agarwal House, D Road, Churchgate, Mumbai- 400020
3.	Rishabh Rajkumar Agarwal, Promoter	45, Agarwal House, D Road, Churchgate, Mumbai- 400020
4.	Fairpoint Tradecom LLP, Promoter Group	7th Floor, Esperanca Building, Shahid Bhagat Singh Road, Colaba, NA Mumbai City Maharashtra 400039
5.	Wellknown Business Ventures LLP, Promoter Group	7th Floor, Esperanca Building, Shahid Bhagat Singh Road, Colaba, NA Mumbai City Maharashtra 400039

6.	Axiom Cordages Limited, Promoter Group	Gut No 114 B & 120C, Betegoan Village, Boisar East, Thane – 401501, Maharashtra, India
7.	Efficient Builders LLP, Promoter Group	16A Agarwal House D Road, Churchgate Mumbai City Maharashtra 400020
8.	Mavi Business Ventures LLP, Promoter Group	Esperanca, 7th Floor, Shahid Bhagat Singh Marg, Colaba Na Mumbai City Maharashtra 400001

8.2 Details of Axiom Cordages Limited (hereinafter referred to as ‘Axiom’ or ‘ACL’ or ‘the Transferor Company’) are as under:

- a) The Transferor Company was incorporated under the Companies Act, 1956, in the State of Maharashtra as a private limited company in the name of Arpeeta Plastics Private Limited on 15th April 1999 and the said name was subsequently changed into Rapid Plastics Private Limited with effect from 8th June 2000 and again the same was changed to Arpeeta Plastics Private Limited with effect from 7th July 2000. Thereafter, the Company has made an application for conversion of a Company into a Public Limited Company on 19th July, 2000 and the Registrar of Companies, Maharashtra, Mumbai vide its Certificate dated 25th August, 2000 approved the said application for conversion of Company from Arpeeta Plastics Private Limited into Arpeeta Plastics Limited. Thereafter, the name of the Company was again changed to Axiom Impex International Limited with effect from 10th June 2002 and further changed to its present name, being Axiom Cordages Limited with effect from 20th January 2010.
- b) The Corporate Identification Number of the Transferor Company is U25209MH1999PLC119427. Its Permanent Account Number with the Income Tax Department is AACCA0548G].
- c) The Registered Office of the Transferor Company is situated at Gut No 114 B & 120C, Betegoan Village, Boisar East, Thane – 401501, Maharashtra, India.
- d) The email address of the Company is cs@foraxiom.com.
- e) The equity shares of ACL are not listed on any stock exchanges.
- f) The objects of the Company as set out in the Memorandum of Association of the Company is *“To carry on in India or elsewhere the business to process, produce formulate, mix, disinfect, clean, wash, dilute, dye, concentrate, compound segregate, pack, repack, add, remove, heat, grade, design, develop, distribute, display, melt, improve, mound, blow, extrude, draw, derive, discover, fabricate, treat, work, manipulate, prepare, promote, supervise, supply, import, export, store, forward, buy, sell, turn to account, market and to act as agent, collaborator, jobworker or otherwise to deal in all varieties, characteristics, descriptions, strength, applications, colours and uses of plastic goods and materials including lumps, powders, pipes, films, tubes, fibres, laminates, granules, sheets, blocks, chips, flakes, bars, their compounds, by-products, co-products, formulation, intermediates, ingredients, residues, mixtures and blends made of PVC, nylon, HDPE, LDPE, polystyrene, monomers, elastomers, resins, polyesters.”*
- g) During the last five years, there has been change in the Name and Registered Office of the Company as mentioned aforesaid point no. 8.2.c other than that there has been no change.
- h) The details of the issued, subscribed and paid-up share capital of the Transferor Company as on 31st March, 2021 are as under:

Particulars	Rupees
Authorized Capital	
80,00,00,00 Equity Shares of Face value Rs. 10/- each	80,00,00,000.00
Total	
	80,00,00,000.00
Issued, Subscribed and Paid-up	
32,88,32,02 Equity Shares of Face value Rs. 10/- each	32,88,32,020.00
Total paid up share capital	32,88,32,020.00

- i) Names of Directors and Promoters of the Company (as on the date of the Notice) along with their addresses are mentioned herein below:

Sr. No.	Name of The Directors	Designation	DIN	Address
1.	Mr. Rishabh Rajkumar Agarwal	Non-Executive Non-Independent Director, Chairman	05011607	45, Agarwal House, D Road, Churchgate, Mumbai- 400020
2.	Mr. Mehul Laljibhai Vala	Whole-Time Director & CEO	08361696	Flat No 203, Neminath 1Building, Ostawal Umpire, Saravali, Thane-401 501
3.	Ms. Mita Namonath Jha	Non-Executive Independent Director	07258314	Flat Number-1401, Kritika Annexe, 11 Sion Trombay Road, Near R.K. Studio, Chembur Mumbai - 400071
4.	Mr. Sadanand Raghavendra Morab	Executive Director	09790817	A2/201 Mahavir Sanchay, Navapur Road Mahavir Nagar, Boisar, Saravali Thane Maharashtra India 401501
5.	Mr. Sanjiv Swarup	Non-Executive Independent Director	00132716	103, Srushti Apartment, Old Prabhadevi Road, Opp Century Bazar, Prabhadevi-400025

Sr. No.	Name of the Promoters	Address
1.	Atit O. Agarwal, Promoter	6C, Agarwal House, D Road, Churchgate, Mumbai- 400020
2.	Rishabh Rajkumar Agarwal, Promoter	45, Agarwal House, D Road, Churchgate, Mumbai- 400020
3.	Swati Atit Agarwal, Promoter	6C, Agarwal House, D Road, Churchgate, Mumbai- 400020

4.	Rohini Rishab Agarwal, Promoter	45, Agarwal House, D Road, Churchgate, Mumbai- 400020
5.	Mavi Business Ventures LLP, Promoter Group	Esperanca, 7th Floor, Shahid Bhagat Singh Marg, Colaba Na Mumbai City Maharashtra 400001
6.	Wellknown Business Ventures LLP, Promoter Group	7th Floor, Esperanca Building, Shahid Bhagat Singh Road, Colaba, NA Mumbai City Maharashtra 400039
7.	Responsive Industries Limited, Promoter Group	Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane, Betegaon – 401501, Maharashtra, India

9. Relationship between the Companies, Description, Rationale, Salient Features and Benefits of the Scheme:

9.1 Relationship between the Companies:

The Transferor Company is a wholly owned subsidiary of the Transferee Company, where the Transferee Company holds 89.87 % shares in the Transferor Company.

9.2 Description of the Scheme:

The Scheme of Amalgamation of Responsive Industries Limited and Axiom Cordages Limited with and their respective Shareholders is presented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or reenactment(s) thereof, for the time being in force) for the Amalgamation of Axiom Cordages Limited with Responsive Industries Limited and their respective Shareholders.

9.3 Background and Rationale of the Scheme:

9.3.1 The Transferor Company is a subsidiary of the Transferee Company with common management, practices and is engaged in similar business activities. The Board of Directors of the Transferor Company and the Transferee Company are of the opinion that it shall be advantageous to consolidate the Indian operations and simplify the group structure in order to efficiently and economically manage the Transferee Company and Transferor Company as a single entity. With the aforesaid objective, it is proposed that the Transferor Company be amalgamated with the Transferee Company pursuant to this Scheme (defined hereunder) which would, inter alia result in the following benefits:

9.3.2 A consolidation of the Transferor Company and the Transferee Company by way of amalgamation would lead to a more efficient utilization of capital and cashflow, enhanced goodwill, integration of business functions and manpower which would lead to synergies in operation arising from consolidation of various projects and products leading to efficient utilization of resources including benefits arising out of economies of large scale, enhanced bargaining power, enhanced research and development capabilities and lower operating costs.

- 9.3.3 Consolidation of business in one single entity will provide several benefits including streamlining the structure by reducing the duplicity of administrative functions, multiplicity of legal and regulatory compliances and rationalization of costs.
- 9.3.4 Upon amalgamation of the Transferor Company with the Transferee Company, the rights and interests of the shareholders or other stakeholders of the Transferee Company shall not be affected and the Scheme shall not be prejudicial to the interest of the shareholders or the stakeholders of the Transferor Company. The shareholders would consolidate their holdings and leverage the share value consequent in higher profitability.
- 9.3.5 The proposed arrangement as specified under the Scheme will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of assets, base, revenue, product and service range.
- 9.3.6 The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together). Further even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.
- 9.3.7 The amalgamation shall result in transfer of capital assets from the Transferor Company to the Transferee Company and such transfer shall be tax neutral under the provisions of Income-tax Act, 1961.
- 9.3.8 Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have formulated this Scheme for the transfer and vesting of all the assets of the Transferor Company with and into the Transferee Company pursuant to the provisions of Sections 230-232 and other relevant provisions of the Companies Act, 2013 (including any statutory modification or reenactment or amendment thereof); and
- 9.3.9 The Proposed Scheme is beneficial, advantageous and not prejudicial to the interest of Shareholders, Creditors and other Stakeholders of both the Companies involved.

10. Salient Features of the Scheme

- a) The Scheme is presented under Sections 230-232 and other applicable provisions of the Companies Act, 2013, as may be applicable, for the amalgamation of the Transferor Company with the Applicant Company;
- b) The Scheme duly approved by the NCLT, with or without modifications, shall be effective from the Appointed Date but shall be operative from the Effective Date (as defined in the Scheme);
- c) The Transferor Company and the Transferee Company shall make application(s) and/or petition(s) under Sections 230-232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 to the jurisdictional NCLT, as the case may be for sanction of this Scheme and all matters ancillary or incidental thereto;

- d) 'Appointed Date' means 1st day of April 2021;
- e) All inter-company balances between the Company and ACL will stand cancelled as a result of Amalgamation;
- f) The Scheme provides for combining the Authorized Share Capital of ACL with the Company;
- g) There is no capital/debt restructuring envisaged in the Scheme;
- h) The Scheme provides for issue of Equity Shares of the Company to the Equity Shareholders of ACL as on the Record Date in the following proportion viz.:

"100 (One Hundred) equity shares of the Transferee Company of Re. 1 each, fully paid up to be issued for every 81 (Eighty One) equity shares of Rs. 10 each held by Transferor Company Shareholders" (the "Share Exchange Ratio").
- i) In the event, any of the sanctions and approvals referred to in the Scheme is not being obtained, the Scheme shall stand cancelled and be of no effect;
- j) Dissolution of the Transferor Company without winding up;
- k) The Scheme is in compliance with the conditions relating to "Amalgamation" as specified under Section 2(1B) of the Income-tax Act, 1961;
- l) The costs, charges, expenses, taxes including duties, levies in connection with the Scheme would be borne by the Company;
- m) Equity shares issued by the Company to the shareholders of Axiom pursuant to the Scheme would be listed on BSE Limited and National Stock Exchange of India Limited.

THE FEATURES SET OUT ABOVE BEING ONLY THE SALIENT FEATURES OF THE SCHEME, THE EQUITY SHAREHOLDERS OF THE COMPANY ARE REQUESTED TO READ THE ENTIRE TEXT OF THE SCHEME TO GET THEMSELVES FULLY ACQUAINTED WITH THE PROVISIONS THEREOF.

11. Benefits of the Amalgamation to the Company as perceived by the Board of Directors to the Company, Members, Creditors and others (as applicable):

A report adopted by the Directors of the Transferee Company at its meeting held on November 26, 2021, explaining effect of the Scheme on each class of Shareholders, Key Managerial Personnel, Promoters and Non-Promoter shareholders, laying out in particular the share allotment, is attached herewith as **Annexure F**. A consolidation of the Transferor Company and the Transferee Company by way of amalgamation would lead to a more efficient utilization of capital and cashflow, enhanced goodwill, integration of business functions and manpower which would lead to synergies in operation arising from consolidation of various projects and products leading to efficient utilization of resources including benefits arising out of economies of large scale, enhanced bargaining power, enhanced research and development capabilities and lower operating costs. The amalgamation of the applicant companies would lead to business in one single entity will provide several benefits including streamlining the structure by reducing the duplicity of administrative functions, multiplicity of legal and regulatory compliances and rationalization of costs

12. Board Approvals:

- 12.1 The Scheme was approved by the Board of Directors of the Transferee Company at its meeting held on November 26, 2021, based on the recommendations of the Committee of Independent Directors and Audit Committee of the Company. Details of Directors of the Company who voted in favour / against / did not vote or participate on resolution passed at the aforesaid meeting are given below:

Sr. No.	Names of Directors	Voted in favour/ against/ did not vote or participate
1.	Mr. Mehul Vala	In favour
2.	Mr. Mrunal Shetty	In favour
3.	Mr. Manish Agarwal	In favour
4.	Ms. Bhumika Jain	In favour
5.	Ms. Mita Jha	In favour
6.	Mr. Rishabh Agarwal	Did not participate

- 12.2 The Scheme was approved by the Board of Directors of the Transferor Company at its meeting held on November 26, 2021, based on the recommendations of the Committee of the Audit Committee of the Company. Details of Directors of the Company who voted in favour / against / did not vote or participate on resolution passed at the aforesaid meeting are given below:

Sr. No.	Names of Directors	Voted in favour/ against/ did not vote or participate
1.	Mr. Mehul Vala	In favour
2.	Mr. Mrunal Shetty	In favour
3.	Mr. Manish Agarwal	In favour
4.	Ms. Bhumika Jain	In favour
5.	Mr. Rishabh Agarwal	Did not participate

13 Approvals and intimations taken in relation to the Scheme:

- 13.1 Pursuant to the SEBI Master Circular No. SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated 23rd November, 2021 ('SEBI Master Circular') read with Regulation 37 of the Listing Regulations, the Company had filed the necessary applications before BSE and NSE seeking their no-objections to the Scheme. BSE was appointed as the Designated Stock Exchange by the Company for the purpose of coordinating with SEBI, pursuant to the SEBI Master Circular.
- 13.2 The Company has received the Observation Letters from BSE and NSE dated February 14, 2022, conveying their no-objection to the Scheme ("Observation Letters"). Copies of the aforesaid Observation Letters are enclosed herewith as **Annexure E**.
- 13.3 Further, in terms of the said SEBI Master Circular the Company has not received any complaint relating to the Scheme and "NIL" Complaints Reports dated September 08, 2021, were filed by the Company with BSE and NSE, respectively and also uploaded on the Company's website viz. www.responsiveindustries.com copies of which are enclosed herewith as **Annexure D**.

- 13.4 The Scheme shall require approval of the NCLT for which an application has been filed by the Companies with the NCLT on February 02, 2022.
- 13.5 In addition to approval of NCLT, the Company and ACL would obtain such necessary approvals/ sanctions/ no objection(s) from the regulatory or other governmental authorities in respect of the Scheme in accordance with law, as may be required.
- 13.6 Information pertaining to Axiom, being an unlisted entity involved in the Scheme in the format prescribed for Abridged Prospectus as specified in Part E of Schedule VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('ICDR Regulations') along with a copy of certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document in terms of the SEBI Master Circular, are enclosed herewith as **Annexure G**.
- 13.7 No investigation proceedings have been instituted and/or are pending against the Company and Axiom under the Act.

14 Capital Structure Pre and Post Merger:

The Pre-Merger capital structure of the Company and Axiom is mentioned in paragraph 8.1 and 8.2 above, respectively. The Post-Merger capital structure of the Company shall be as follows:

Particulars	Rupees
Authorized Capital	
Equity Shares of Face value Re. 1/- each	122,00,00,000
Total	122,00,00,000
Issued, Subscribed and Paid-up	
Equity Shares of Face value Re. 1/- each	
Total paid up share capital	122,00,00,000

15. Pre and Post Arrangement of Shareholding Pattern:

- 15.1 The Pre and Post arrangement of Equity Shareholding pattern of ACL/ Transferor Company is as follows:

Sr. No.	Name of Shareholders	Shareholding as on 31 st March, 2023 (Pre Scheme)		Shareholding as on 31 st March, 2023 (Post Scheme)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Promoter	32,197,685	97.92	0	0
2.	Public	6,85,517	2.08	0	0
	Total	32,883,202	100	0	0.00

15.2 The Pre and Post arrangement of Equity Shareholding pattern of RIL/ Transferee Company is as follows:

Sr. No.	Name of Shareholders	Shareholding as on 31 st March, 2023 (Pre Scheme)		Shareholding as on 31 st March, 2023 (Post Scheme)	
		No. of Shares	% of total Shares of the Company	No. of Shares	% of total Shares of the Company
1.	Swati Atit Agarwal	13,00,010	0.49	13,04,060	0.49
2.	Atit O. Agarwal	7,73,330	0.29	7,77,380	0.29
3.	Rishabh Rajkumar Agarwal	37,830	0.01	41,880	0.02
4.	Fairpoint Tradecom LLP	2,50,00,000	9.37	2,50,00,000	9.37
5.	Wellknown Business Ventures LLP	12,34,25,340	46.24	12,66,64,847	47.51
6.	Axiom Cordages Limited	44,18,330	1.66	0	0
7.	Efficient Builders LLP	15,92,000	0.60	15,92,000	0.60
8.	Mavi Business Ventures LLP	7,78,687	0.29	7,82,737	0.29
	Total (A)	15,73,25,527	58.94	15,61,62,904	58.57
	Public (B)	10,95,87,173	41.06	11,04,45,640	41.43
	Total	26,69,12,700	100.00	26,66,08,544	100.00

16. Disclosure about the effect of the Scheme on the material interests of Directors and Key Managerial Personnel ('KMPs'):

None of the Directors, the "Key Managerial Personnel" (as defined under the Act and rules formed thereunder) of the Company and their respective "Relatives" (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme, except to the extent of their shareholding in the Companies forming part of the Scheme, and / or to the extent the said Directors are common Directors in the said Companies, and / or to the extent said Director(s) and / or KMPs are the Partners, Directors, Members of the Companies, Firms, Association of Persons, Bodies Corporate and/or Beneficiary of Trust, that hold shares in any of the said Companies.

The details of the present Directors and KMP of the RIL and their respective shareholdings in RIL as on the date of this notice are as follows:

Names of Director/KMP	Designation	Equity Shares in the Company
Mr. Rishabh Agarwal	Non-Executive Director & Chairman	37,830
Mr. Mehul Vala	Whole-Time Director & CEO	0
Mr. Sadanand Morab	Executive Director	0
Ms. Mita Jha	Independent Director	0
Mr. Sanjiv Swarup	Independent Director	0
Mr. Arun Vikram Goel	Independent Director	0
Ms. Mohini Sharma	Company Secretary & Compliance Officer	0

None of the Directors, the "Key Managerial Personnel" (as defined under the Act and rules formed thereunder) of RIL and their respective "Relatives" (as defined under the Act and rules formed thereunder) have any material interests, financial or otherwise in the Scheme, except to

the extent of their shareholding in the companies forming part of the Scheme, and / or to the extent the said Directors are Common Directors in the said Companies, and / or to the extent said Director(s) and / or KMPs are the Partners, Directors, Members of the Companies, Firms, Association of Persons, Bodies Corporate and/or Beneficiary of Trust, that hold shares in any of the said Companies.

The details of the present Directors and KMP of the ACL and their respective shareholdings in ACL as on the date of this notice are as follows:

Names of Director/KMP	Designation	Equity Shares in the Transferor Company
Mr. Rishabh Agarwal	Non-Executive Director & Chairman	3280
Mr. Mehul Vala	Whole-Time Director & CEO	0
Mr. Sadanand Morab	Executive Director	0
Ms. Mita Jha	Independent Director	0
Mr. Sanjiv Swarup	Independent Director	0
Ms. Mohini Sharma	Company Secretary & Compliance Officer	0

17. Effect of the Scheme on Stakeholders:

In compliance with the provisions of Section 232(2)(c) of the Act, the Board of Directors of the Company and ACL, in their respective Board Meetings held on November 26, 2021, have adopted a report, inter alia, explaining effect of the Scheme on each class of Shareholders, KMP, Promoters and Non-Promoter Shareholders. The same is enclosed .

The Scheme should not have any adverse impact on the Directors, Creditors, Employees, of the Company or ACL.

The Company and ACL do not have any Depositors, Debenture Holders, Deposit Trustee and Debenture Trustee hence the question of any adverse impact of Scheme on the same does not arise.

18. Documents available for inspection:

The following documents will be available electronically for inspection by the Equity Shareholders of the Company upto and including the date of the Meeting.

1. Copy of the Order passed by NCLT in Company Scheme Application No. C.A.(CAA) 55 OF 2022 dated April 28, 2023 directing the Company to, inter alia, convene the Meeting of its Equity Shareholders;
2. Copy of the Scheme;
3. Copy of the Report from the Committee of Independent Directors dated July 02, 2021 recommending the Scheme;
4. Copy of the Report from the Audit Committee dated July 02, 2021 recommending the Scheme;

5. Copy of the Reports dated July 02, 2021 adopted by the Board of Directors of the Company and ACL pursuant to the provisions of Section 232(2)(c) of the Act;
6. Copy of the Valuation Report dated November 25, 2021 specifying the share exchange ratio issued by FCA Ms. Rashmi Shah, Registered Valuer;
7. Copy of the Fairness Reports dated November 25, 2021 by Navigant Corporate Advisors Limited, a Category-I Merchant Banker on the fairness of the share exchange ratio;
8. Copy of Statutory Auditors' Certificate dated July 02, 2021 and July 04, 2022 issued M/s. Statutory Auditors of the Company certifying the accounting treatment proposed in the Scheme is in conformity with Section 133 of the Act and applicable Accounting Standards;
9. Copy of Abridged Prospectus providing information pertaining to the unlisted entity i.e. ACL, involved in the scheme as per the format specified in Part E of Schedule VI of the ICDR Regulations along with a copy of certificate from the Merchant Banker confirming the adequacy and accuracy of the information contained in above document in terms of the SEBI Master Circular;
10. Copy of Observation Letters dated February 14, 2022 issued by BSE and NSE;
11. Copy of Complaints Report dated September 08, 2021 filed by the Company with BSE and NSE;
12. Copy of the Memorandum and Articles of Association of the Company and ACL;
13. Copy of the Annual Reports of the Company and ACL for the financial years ended 31st March, 2022, 31st March, 2021 and 31st March, 2020;
14. Copy of Consolidated and Standalone Unaudited Financial Results (Limited Review) of the Company for the quarter and half-year ended 30th September, 2022 and 31st December 2022.

Members seeking to inspect the above documents can send an e-mail to investor@responsiveindustries.com from their registered e-mail address.

Based on the above and considering the rationale and benefits, in the opinion of the Board, the Scheme will be of advantage to, beneficial and in the interest of the Company, its shareholders, creditors and other stakeholders and the terms thereof are fair and reasonable. The Board of Directors of the Company recommend the Scheme for approval of the shareholders. The Directors and KMPs, as applicable, of the Company and of ACL, and their relatives do not have any concern or interest, financially or otherwise, in the Scheme except as shareholders in general.

This statement may be treated as an Explanatory Statement under Sections 230(3) and 102 and any other applicable provisions of the Act read with Rule 6 of the Companies (Compromise, Arrangements and Amalgamations) Rules, 2016.

Sd/-

M Raghunatha Bhat
Chairman appointed for the Meeting

Registered Office:

At Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

CIN: L65100MH1982PLC027797

Website: www.responsiveindustries.com

E-mail: investor@responsiveindustries.com

Date: May 05, 2023

Place: Mumbai

SCHEME OF AMALGAMATION

**UNDER SECTIONS 230 to 232 OF THE COMPANIES ACT, 2013 AND OTHER
APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013, AND THE RULES
FRAMED THEREUNDER**

BETWEEN

AXIOM CORDAGES LIMITED
(the Transferor Company)

AND

RESPONSIVE INDUSTRIES LIMITED
(the Transferee Company)

AND

THEIR RESPECTIVE SHAREHOLDERS

A. PREAMBLE:

This Scheme of Amalgamation is presented pursuant to the provisions of Section 230-232 of the Companies Act, 2013, the other applicable provisions of the Companies Act, 2013 and rules framed thereunder, for amalgamation of Axiom Cordages Limited (“**Transferor Company**”) with Responsive Industries Limited (“**Transferee Company**”) and various other matters consequential or otherwise integrally connected therewith (the “**Scheme**”).

B. DESCRIPTION OF THE PARTIES:

1. Axiom Cordages Limited (“Transferor Company”)

1.1 The Transferor Company, an unlisted public company, limited by shares, incorporated on 15th April 1999 under the Companies Act, 1956 and registered with the Registrar of Companies, Maharashtra, Mumbai with Corporate Identity Number U25209MH1999PLC119427. The registered office of the Transferor Company is situated at Gut No 114 B & 120C, Betegoan Village, Boisar East, Thane – 401501, Maharashtra, India. The Transferor Company is *inter alia* engaged in the business of articles made out of plastic / polymers including production and supply of synthetic ropes, which are used in the shipping industry, construction industry etc.

1.2 The Transferor Company was initially incorporated as Arpeeta Plastics Private Limited and the said name was subsequently changed into Rapid Plastics Private Limited with effect from 8th June 2000. and again the same was changed to Arpeeta Plastics Private Limited with effect from 7th July 2000. Thereafter the Company has made an application for conversion of a Company into a Public Limited Company on 19th July, 2000 and the Registrar of Companies, Maharashtra, Mumbai vide its Certificate dated 25th August, 2000 approved the said application for conversion of Company from Arpeeta Plastics Private Limited into Arpeeta Plastics Limited. Thereafter, the name of the Company was again changed to Axiom Impex International Limited with effect from 10th June 2002 and further changed to its present name, being Axiom Cordages Limited with effect from 20th January 2010.

1.3 The Transferor Company is subsidiary of the Transferee Company, where the Transferee Company holds 89.87 % shares in the Transferor Company.

1.4 The main objects of the Transferor Company is set out in clause III (A)(1) of its Memorandum of Association, which is set out hereunder:

III A MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:

1. *To carry on in India or elsewhere the business to process, produce formulate, mix, disinfect, clean, wash, dilute, dye, concentrate, compound segregate, pack, repack, add, remove, heat, grade, design, develop, distribute, display, melt, improve, mound, blow, extrude, draw, derive, discover, fabricate, treat, work, manipulate, prepare, promote, supervise, supply, import, export, store, forward, buy, sell, turn to account, market and to act as agent, collaborator, jobworker or otherwise to deal in all varieties, characteristics, descriptions, strength, applications, colours and uses of*

plastic goods and materials including lumps, powders, pipes, films, tubes, fibres, laminates, granules, sheets, blocks, chips, flakes, bars, their compounds, by-products, co-products, formulation, intermediates, ingredients, residues, mixtures and blends made of PVC, nylon, HDPE, LDPE, polystyrene, monomers, elastomers, resins, polyesters.

2. Responsive Industries Limited (“Transferee Company”)

- 2.1 The Transferee Company, a listed public company, limited by shares, incorporated on 13th July 1982 under the Companies Act, 1956 and is registered with Registrar of Companies, Maharashtra, Mumbai with Corporate Identity Number L65100MH1982PLC027797. The registered office of the Transferee Company is situated at Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane, Betegaon – 401501, Maharashtra, India. The Transferee Company is *inter alia* engaged in the business of manufacturing, production, processing, trading, dealing in all varieties, characteristics, descriptions, strength, applications, colours and uses of plastic goods / PVC products and materials including lumps, powders, pipes, films, tubes, fibers, twines, laminates, granules sheets, blocks, chips, flakes, bars, flooring, sheets rigid their compounds, by products, co-products, formulation, intermediaries, ingredients, residues, mixtures and blends made of PVC, polymers, nylons, HDPE, PP, LDPE, Polystyrene, monomers, elastomers, resins and polyesters. The Transferee Company is also engaged in processing, producing and manufacturing synthetic cables, ropes and products.
- 2.2 The Transferee Company was initially incorporated as “Sinhala Holdings Limited” and the name was changed to “Responsive Polymers Limited” with effect from 27th January 2006. Thereafter the name was changed into Responsive Industries Limited with effect from 4th January 2007.
- 2.3 The equity shares of the Transferee Company are listed on the BSE Limited and the National Stock Exchange of India Limited (“**Stock Exchanges**”).
- 2.4 The main objects of the Transferee Company are set out at clause III(A) of the Memorandum of Association of the Company, which are set out hereunder:

III. *The objects for which the Company is established are:*

(A) THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-

- 1.1 *To carry on in India or elsewhere the business to process, produce, manufacture synthetic cables, and ropes and products, formulate, mix, disinfect, clean, wash, dilute, dye, concentrate, compound segregate, pack, repack, add, remove, heat, grade, design, develop, distribute, display, melt, improve, mould, blow, extrude, draw, derive, discover fabricate, treat, work, manipulate, prepare, promote, supervise, supply, import, export, store, forward, buy, sell, turn to account, market and to act as agent, collaborate, job, worker, or otherwise to manufacture, produce, process, trade, deal in all varieties, characteristics, descriptions, strength, applications, colours, and uses of plastic goods / PVC products and materials including lumps, powders, pipes, films, tubes, fibers, twines, laminates, granules sheets, blocks, chips, flakes, bars, flooring, sheets rigid their compounds, by*

products, co-products, formulation, intermediaries, ingredients, residues, mixtures and blends made of PVC, polymers, nylons, HDPE, PP, LDPE, Polystyrene, monomers, elastomers, resins, polyesters.

- 1.2 *To carry on in India or elsewhere the business to manufacture, trade, produce, process, prepare, commercialize, cut, polish, set, design, display, exchange, examine, finish, grind, grade, assort, import, export, buy, sell, resale, demonstrate, market and to act as goldsmiths, silversmiths, jewelers, gem merchants, agent, broker, indentor, liasioner, representative, C & F agents, export house, valuer, sales promoter, supplier, provider, merchants, stockists, distributor, wholesaler, retailer in bullion, precious stones, jewelry, watches, clocks, gold or silver plates, cups, shields, electroplate, cutlery, dression bags, bronzes, articles of virtue, objects of art and such other articles and goods as the Company may consider capable of being conveniently dealt in relation to its business and to manufacture and establish factories for manufacturing goods for the above business or otherwise to deal in all shapes, sizes, varieties, description, specifications, applications & designs of rough, raw, cut, uncut, polished or processed, natural & man made precious semiprecious & natural stones such as diamonds, ruby, pearls, gemstones, blue sapphires, cat's eye stone, coral, topaz, opal, zircon, tourmaline, jade, spinel ruby, aquamarine, turquoise, peidot, agate, garnet, corundum, amethyst, malachite, citrine, alexendrite, smoky quartz, lapis lazuli, rock crystal, onyx, moon stone, jasper, blood stone, gold stone, bismuth, jet, diopside, tiger eye, sunstone, spinal, jews stone, load stoner, sardonex, touch stone, amber and their ornaments, jewelries, articles, goods, or things, made in the combination of gold, silver, platinum, or other metals, and alloys thereof and for the purpose to act as goldsmith, silversmith, jewelers, gem merchants, electroplaters, polishers, purifiers, and to do all incidental acts and things necessary for the attainment of above objects. Raw gold, (Dora), Dorabars, Gold Bricks, Coins & other such precious metal articles also including agro commodities, derivatives, future, options and other tradable contracts on exchange and also as Commission agent and broker for all the above activities.*

To do the business of commodity, equity, currency, forex (including Commodity derivatives), broking, trading, hedging, warehousing, refinery, processing and consumption. To carry on business as brokers and traders in all commodities, equity, currency, forex and commodity derivatives, to act as market makers, finance brokers, sub brokers, underwriters, sub-underwriters, providers of service of commodity related activities. To buy, sell, take hold, deal in, convert, modify, add value, transfer or otherwise dispose of commodities, equity, currency, forex and commodity derivatives, and to carry on the above business in India and abroad for and on behalf of the company as well as for others and to apply for and obtain registration as Commodities Broker or Member of Any Commodities Exchange anywhere in India and abroad.

- 1.3 *To carry on the business of software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related projects and assignments, offering services on-site/ offsite or*

through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services and to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices, and all kinds of electric & electronic components capable of being used in computers telecommunications to carry out software research and development, to design and develop system software, application software and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data Centre management and in providing consultancy services in all above mentioned areas.

- 1.4 *To carry on the business of manufacturing, producing and processing, fabrication and assembling, repairing, alternation, buying, selling, importing, exporting, marketing, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, battery, electrical or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors. And all kind of spare parts, components, accessories, fittings, furnishings, engines, chassis, bodies, tools and implements, in connection with the above mentioned things such as petrol, oil, lubricants and petroleum products, new and used motor vehicles, caravans, trailers, tyres and tubes, batteries, spare parts, accessories, rubber and electrical goods and to carry on the business of body builders of all kind of vehicles.*
- 1.5 *To carry on all or any of the businesses and ancillary activities of storage, accumulation, transmission, distribution, supply, purchase, sale, exchange, export, import, trading (purchase electricity and resale thereof) and otherwise dealing of power, electricity and other sources of energy whether conventional or non-conventional and to construct, laydown establish, fix and carry-out all necessary infrastructures including power stations, cables, wires, transmission lines, accumulators, lamps and works and other equipments relating to power, electricity, chilled water and other sources of energy. And to generate, accumulate, distribute and supply electricity, and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private.*
- 1.6 *To carry on business of providing Engineering-Procurement-Construction (EPC) electrical contract solutions consisting of supply, erection, testing and commissioning, urban and rural electrification, electrical substations and transmission, building electrification, metro electrification, internal & external electrical works, design and detailed engineering, electrical services, instrumentation and control, pre-planning and execution planning, procurement,*

construction management and supervision, test/Process Instrument calibration, field engineering contract solutions to a spectrum of industrial sectors such Aeronautical, Automobile, Beverages, Breweries, Ceramic Tiles, Chemicals, Commercial & Residential projects, Distilleries, FMCG, Food, General manufacturing, Hospitality, Infrastructure projects, Oil & Gas, Paints, Petrochemical & Refineries, Pharmaceuticals & API, Power, Steel, Textiles, Tyre industry and other industries.

C. BACKGROUND AND RATIONALE OF THE SCHEME:

1. The Transferor Company is a subsidiary of the Transferee Company with common management, practices and is engaged in similar business activities. The Board of Directors of the Transferor Company and the Transferee Company are of the opinion that it shall be advantageous to consolidate the Indian operations and simplify the group structure in order to efficiently and economically manage the Transferee Company and Transferor Company as a single entity. With the aforesaid objective, it is proposed that the Transferor Company be amalgamated with the Transferee Company pursuant to this Scheme (*defined hereunder*) which would, *inter alia* result in the following benefits:
 - 1.1. A consolidation of the Transferor Company and the Transferee Company by way of amalgamation would lead to a more efficient utilization of capital and cashflow, enhanced goodwill, integration of business functions and manpower which would lead to synergies in operation arising from consolidation of various projects and products leading to efficient utilization of resources including benefits arising out of economies of large scale, enhanced bargaining power, enhanced research and development capabilities and lower operating costs.
 - 1.2. Consolidation of business in one single entity will provide several benefits including streamlining the structure by reducing the duplicity of administrative functions, multiplicity of legal and regulatory compliances and rationalization of costs.
 - 1.3. Upon amalgamation of the Transferor Company with the Transferee Company, the rights and interests of the shareholders or other stakeholders of the Transferee Company shall not be affected and the Scheme shall not be prejudicial to the interest of the shareholders or the stakeholders of the Transferor Company. The shareholders would consolidate their holdings and leverage the share value consequent in higher profitability.
 - 1.4. The proposed arrangement as specified under the Scheme will provide greater integration and flexibility to the Transferee company and strengthen its position in the industry, in terms of assets, base, revenue, product and service range.
 - 1.5. The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together). Further even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.

- 1.6. The amalgamation shall result in transfer of capital assets from the Transferor Company to the Transferee Company and such transfer shall be tax neutral under the provisions of Income-tax Act, 1961.

The Proposed Scheme is beneficial, advantageous and not prejudicial to the interest of Shareholders, Creditors and other Stakeholders of both the Companies involved.

D. SCOPE OF THE SCHEME:

This Scheme of amalgamation is presented pursuant to the provisions of Section 230 to 232 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (to the extent applicable) for the Amalgamation of the Transferor Company with the Transferee Company. The Scheme (as defined hereinafter) also provides for various other matters consequential to, or otherwise integrally connected with the above, as more specifically stated hereinafter. The scope of the scheme is as under:

1. Amalgamation of the Transferor Company with the Transferee Company.
2. Dissolution of the Transferor Company without Winding up.
3. The transfer of the Transferor Company will be on a going concern basis.

This Scheme of Amalgamation has been drawn up to comply with the conditions as specified under section 2(1B) of Income-tax Act, 1961, such that:

- (i) All the properties of Transferor Company, immediately before the amalgamation, become the properties of Transferee Company by virtue of amalgamation.
- (ii) All the liabilities of Transferor Company, immediately before the amalgamation, become the liabilities of Transferee Company by virtue of amalgamation.
- (iii) Shareholders holding not less than three-fourths in value of the shares in the Transferor Company (other than shares already held therein immediately before the amalgamation by, or by a nominee for, the Transferee Company) become shareholders of the Transferee Company by virtue of the amalgamation.

E. PARTS OF THE SCHEME:

The Scheme is divided into 3 parts, the details of which are as follows:

- Part A:** deals with the Definitions and the Share Capital;
- Part B:** deals with the Amalgamation and transfer and vesting of all assets and liabilities of the Transferor Company with/into the Transferee Company; and
- Part C:** deals with the General Terms and conditions applicable to this Scheme.

PART-A

1. DEFINITIONS AND SHARE CAPITAL:

In this Scheme unless repugnant to the meaning or context thereof, the following expressions shall have the meanings given below:

- 1.1 “**Act**” means the Companies Act, 2013 and ordinances, rules and regulations made thereunder and shall include any statutory modifications, re-enactment or amendment thereof;
- 1.2 “**Amalgamation Consideration Shares**” has the meaning ascribed to it Clause 15.1 of the Scheme;
- 1.3 “**Applicable Law**” means any applicable statute, law, regulation, ordinance, rule, judgment, order, decree, clearance, approval, directive, guideline, requirement or any similar form of determination by or decision of any Governmental Authority, that is binding or applicable to a Person, whether in effect as of the date on which this Scheme has been approved by the Boards of Directors of the Companies or at any time thereafter;
- 1.4 “**Appointed Date**” means 1st April 2021 or such other date as may be mutually agreed upon by the respective Board of Directors of Transferee Company and Transferor Company with the approval of the National Company Law Tribunal, Mumbai Bench at Mumbai, or such other date as the NCLT may direct for the purposes of this Scheme;
- 1.5 “**Board of Directors**” shall mean the board of directors or any committee thereof, of the Transferor Company and the Transferee Company, as the context may require;
- 1.6 “**Companies**” shall collectively mean the Transferor Company and the Transferee Company;
- 1.7 “**Contracts**” with respect to a Person, means any agreement, contract, undertaking, or legally binding commitment entered into by such Person;
- 1.8 “**Corporate Action**” shall mean sub-division, consolidation, or re-organization or any other type of capital restructuring activities including but not limited to issue of bonus/right shares excluding grant of employee’s stock options and consequent allotment, by the Transferee Company until the effectiveness of the Scheme which would impact the shareholding interest of the Transferor Company in the Transferee Company in any way whatsoever;
- 1.9 “**Effective Date**” or “**coming into effect of this Scheme**” or “**upon the Scheme becoming effective**” or “**effectiveness of the Scheme**” means the date on which the conditions specified in Clause 24 of this Scheme are complied with. Any reference in this Scheme to the date of “coming into effect of the/this Scheme” or “upon the Scheme becoming effective” or “effectiveness of the Scheme” shall be construed accordingly;

- 1.10 **“Encumbrance”** means any options, pledge, mortgage, lien, security interest, claim, charge, pre-emptive right, easement, limitation, attachment, restraint, or any other encumbrance of any kind or nature whatsoever, including any right granted by a transaction which, in legal terms, is not the granting of security but which has an economic or financial effect similar to the granting of security under Applicable Law;
- 1.11 **“Goodwill”** means and includes the goodwill of Transferor Company, together with the exclusive right for the Transferee Company and its assignees to represent themselves as carrying on the business in succession to the Transferor Company and includes the business-related claims, information, records, relationships with customers, product registrations/approvals, skilled employees, trademark, technical know-how and other Intangible Assets of the Transferor Company, as defined below;
- 1.12 **“Governmental Authority”** means any applicable central, state or local government, legislative body, regulatory or administrative authority, agency or commission or any court, tribunal, board, bureau, instrumentality, judicial, quasi-judicial or arbitral body in India or outside India and includes Securities and Exchange Board of India (SEBI) and the Stock Exchanges;
- 1.13 **“Intangible Assets”** means and includes all intellectual property and industrial property rights and rights in confidential information of every kind and description throughout the world, in each case whether registered or unregistered, and including but not limited to (i) rights in computer programs (whether in source code, object code, or other form), algorithms, databases, compilations and data, technology supporting the foregoing, and all documentation, including user manuals and training materials, related to any of the foregoing; (ii) copyrights and copyrightable subject matter; (iii) trademarks, service marks, names, corporate names, trade names, domain names, logos, slogans, trade dress, registered designs, design rights and other similar designations of source or origin; (iv) all know-how, patents, confidential information, trade secrets, ideas, proprietary processes, formulae, models and methodologies; (v) rights of publicity, privacy, and rights to personal information; (vi) moral rights and rights of attribution and integrity; or (vii) any rights or forms of protection of a similar nature or having equivalent or similar effect to any of the foregoing which subsist anywhere in the world;
- 1.14 **“NCLT”** means the National Company Law Tribunal at Mumbai, as constituted and authorized as per the provisions of the Companies Act, 2013 for approving any scheme of amalgamation, arrangement, compromise or reconstruction of companies under Section 230 to 232 of the Companies Act, 2013 and having jurisdiction over the Transferor Company and the Transferee Company;
- 1.15 **“Person”** means any individual, partnership, joint venture, firm, corporation, company, association, trust or other enterprise (whether incorporated or not) or government (central, state or otherwise), sovereign, or any agency, department, authority or political sub-division thereof, international organization, agency or authority (in each case, whether or not having separate legal personality) and shall include their respective successors and in case of an individual shall include his/her legal representatives, administrators, executors and heirs;

- 1.16 **“Record Date”** shall mean such date to be fixed by the Board of Directors of the Transferee Company for the purpose of issue of equity shares of the Transferee Company to the Transferor Company Shareholders, who would be eligible to be allotted the shares of the Transferee Company pursuant to this Scheme in terms of Clause 15;
- 1.17 **“ROC”** means the Registrar of Companies, Mumbai, Maharashtra, having jurisdiction over the Transferor Company and the Transferee Company.
- 1.18 **“Sanction Order”** means, the order of the NCLT sanctioning the Scheme;
- 1.19 **“Scheme”** means this scheme of amalgamation with such modification(s), if any made, in accordance with the terms hereof or the directions of the Stock Exchanges or any other Governmental Authority including SEBI or the NCLT, and approved/sanctioned by the NCLT;
- 1.20 **“SEBI Circular”** means the circular issued by the SEBI, being Circular CFD/DIL3/CIR/2017/21 dated March 10, 2017 and any amendments thereof or modifications issued (including the circular being SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated 22 December 2020) as amended from time to time.
- 1.21 **“Stock Exchanges”** means BSE Limited and National Stock Exchange of India Limited where the shares of the Transferee Company are listed and traded;
- 1.22 **“Taxes” or “Tax” or “Taxation”** means all forms of taxation with reference to profits, gains, net wealth, asset values, turnover, gross receipts, duties (including stamp duties), levies, imposts, including without limitation corporate income-tax, wage withholding tax, fringe benefit tax, provident fund, employee state insurance and gratuity contributions, value added tax, customs, service tax, excise duties, goods and services tax, fees or levies and other legal transaction taxes, dividend/withholding tax, real estate taxes, other municipal taxes and duties, environmental taxes and duties, any other similar assessments or other type of taxes or duties in any relevant jurisdiction, together with any interest, penalties, surcharges or fines relating thereto, assessments, or addition to Tax, due, payable, levied, imposed upon or claimed to be owed in any relevant jurisdiction or country;
- 1.23 **“Transferor Company”** means Axiom Cordages Limited, CIN: U25209MH1999PLC119427, a company incorporated under the Companies Act, 1956, and having its registered office at Gut No 114 B & 120, Cbetegoan Village, Boisar East, Thane – 401501, Maharashtra, India;
- 1.24 **“Transferee Company”** means Responsive Industries Limited, CIN: L65100MH1982PLC027797, a company incorporated under the Companies Act, 1956, and having its registered office at Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane Betegaon – 401501, Maharashtra, India;
- 1.25 **“Transferor Company Shareholders”** has the meaning ascribed to it Clause 15.1 of the Scheme.

- 1.26 **“Undertaking”** means the entire undertaking of the Transferor, *inter alia*, engaged in the business of manufacturing plastic products, and shall include the following:
- (a) all assets of the Transferor Company wherever situated, as are movable in nature, whether present, future or contingent, tangible or intangible, in possession or reversion, corporeal or incorporeal, including without limitation capital work in progress including any capital expenditure on projects pending commencement of operations and project expenditure incurred, furniture, fixtures, appliances, accessories, office equipment, communication facilities, installations, vehicles, utilities, current assets, actionable claims, earnest monies, security deposits and sundry debtors, inter corporate deposits, financial assets and accrued benefits thereto, insurance claims recoverable, prepaid expenses, outstanding loans and advances recoverable in cash or in kind or for value to be received (including capital advances), provisions, receivables, funds, cheques, bills of exchange and other negotiable instruments, cash and bank balances and deposits including accrued interests thereon with Governmental Authority, other authorities, bodies, customers and other persons, benefits of any bank guarantees, performance guarantees, corporate guarantees, letters of credit and tax related assets (including MAT credit, Goods and Service Tax (GST), service tax input credit, CENVAT credit, value added tax, sales tax, entry tax or any other tax credits or set-offs and all tax incentives, benefits, exemptions, deductions and refunds);
 - (b) all immovable properties (i.e. land together with the buildings and structures standing thereon or under construction), whether freehold, leasehold, on leave and license basis or otherwise, of the Transferor Company including any tenancies in relation to office space, godowns, warehouses, guest houses and residential premises including those provided to/ occupied by the Transferor Company’s employees’ and documents of title, rights and easements in relation thereto and all plant and machineries constructed on or embedded or attached to any such immovable and all rights, covenants, continuing rights, title, benefits and interest in connection with the said immovable properties;
 - (c) investments of the Transferor Company in the form of shares, scrips, stocks, bonds, debentures, debenture stock, units or pass through certificates and other securities and instruments, including all rights, interest and entitlement in relation thereto and rights and options exercised and application or subscription made for or in relation thereto;
 - (d) all licenses, registrations, permissions, clearances, authorisations, approvals, consents, no objections, municipal permissions, allotments, permits, quotas and exemptions of the Transferor Company, including all rights, benefits, privileges, powers, facilities, entitlements flowing therefrom including any pending application in relation thereto;
 - (e) all grants, subsidies, concessions, incentives, benefits and entitlements etc. under any statute, rules or regulations or any incentive or other Schemes or policies or order or notification, including under Goods and service tax (GST), customs, central excise, service tax, VAT, sales tax, entry tax or any other indirect tax laws and income tax laws and all other direct or indirect tax benefits, exemptions deductions, credits, payments, deferrals, to the extent statutorily or otherwise available to the Transferor Company along with associated obligations;

- (f) all contracts, agreements, memorandum of understanding, bids, expressions of interest, letters of intent, letters of commitments, letters of understanding, hire purchase, deferred payment and other arrangements, undertakings, deeds, bonds, investments and interest in the projects undertaken by the Transferor Company, including insurance covers and other instruments of whatsoever nature and description, whether written, oral or otherwise, to which the Transferor Company is a party, or to the benefit of which the Transferred Company may be eligible;
- (g) all intellectual property rights of the Transferor Company, including pending applications, computer programs, software (whether embedded in hardware or in any other form), source code parameterization and scripts, registrations, goodwill, logos, trade names, trademarks, service marks, copyrights, moral rights, patents, technical know-how, trade secrets, domain names, e-mail IDs, development rights, finished and ongoing research and development programs and all such rights of whatsoever description and nature, whether or not registered, owned or licensed, including any form of intellectual property which is under development/ in progress;
- (h) all employees of the Transferor Company, whether permanent or temporary, as on the Effective Date and whose services are transferred to the Transferee Company and contributions made towards any provident fund, pension funds, superannuation funds, gratuity fund, employees state insurance, staff welfare Scheme or any other special Schemes, funds or benefits, existing for the benefit of such transferred employees, together with such of the investments made by these funds and income/ interest accrued thereon;
- (i) all loans, debts, borrowings, obligations, duties, forward contract liability, cash credits, bills discounted, deferred payments and other dues and liabilities (including present, future and contingent liabilities) pertaining to or arising out of activities or operations of the Transferor Company, including obligations relating to guarantees in respect of borrowings and other liabilities and obligations;
- (j) all civil, criminal, revenue, taxation or other legal proceedings or show cause notice, enquiries or investigations of whatsoever nature (including those before any Governmental Authority) that pertain to the Transferor Company, initiated by or against the Transferor Company, or to which the Transferor Company is otherwise a party, whether pending as on the Appointed Date or instituted at any time thereafter;
- (k) all rates, taxes, duties, cess related liabilities and assets (including advance tax, self-assessment tax, tax deducted at source, MAT and other credits under income tax law, Goods and service tax (GST), service tax input credit, CENVAT credit, value added tax, sales tax, entry tax or any other tax credits under any indirect tax law and availability, carry forward, deferral, set off, and/ or adjustment of losses, incentives, entitlements, benefits, exemptions, depreciations and deductions under any direct or indirect tax laws etc.), including refunds along with interest due thereon, credits and claims relating thereto of the transferor Company; and

- (l) all books, records, files, papers, software, technical, engineering and process information, charts, programs, design, drawings, databases, catalogues, quotations, advertising materials, list of present and former customers/ credit/suppliers contractors and sub – contractors etc., and all other books and records, whether in physical or electronic form, of the Transferor Company;

All terms and words not defined in this Scheme shall, unless repugnant or contrary to the context or meaning thereof, have the same meaning ascribed to them under the Act and other applicable laws, rules, regulations, bye-laws, as the case may be or any statutory modification or re-enactment thereof from time to time.

2. INTERPRETATION:

In this Scheme, unless the context otherwise requires:

- 2.1 references in this Scheme to “upon this Scheme becoming effective” or “upon the Scheme taking effect” or “effectiveness of this Scheme” or “upon the order of the NCLT sanctioning the Scheme becoming effective” and such similar phrases shall mean the Effective Date of the Scheme;
- 2.2 reference to the singular includes a reference to plural and vice versa and reference to any gender includes a reference to all other genders;
- 2.3 headings are inserted for ease of reference only and shall not affect the construction or interpretation of this Scheme;
- 2.4 references to a paragraph or Schedule shall be deemed to be a reference to a paragraph or Schedule of this Scheme;
- 2.5 reference to the words “hereof”, “herein” and “hereby” or similar words refer to this entire Scheme;
- 2.6 reference to the words “including”, “*inter alia*” or any similar expressions, shall be construed as illustrative and shall not limit the sense of the words preceding those terms; and
- 2.7 any reference to any statute or statutory provision shall include:
 - (a) any statutory modification, consolidation or re-enactment made after the date of approval this Scheme by the Board of Directors of the Transferor Company and Transferee Company and for the time being in force;
 - (b) all subordinate legislation made from time to time under that provision (whether or not amended, modified, re-enacted or consolidated);
 - (c) all statutory instruments or orders made pursuant to a statutory provision; and
 - (d) any statutory provisions of which these statutory provisions are a consolidation, re-enactment or modification

3. DATE OF TAKING EFFECT AND APPOINTED DATE:

The Scheme shall come into operation from the Effective Date but with effect from the Appointed Date.

4. SHARE CAPITAL:

4.1 The authorized, issued, subscribed and paid-up share capital of the Transferee Company as on 31 March 2021 is below:

Particulars	Rupees
Authorized Capital	
42,00,00,000 Equity Shares of Face value Re. 1/- each	42,00,00,000.00
Total	42,00,00,000.00
Issued	
26,69,12,700 Equity Shares of Face value Re. 1/- each	26,69,12,700.00
Subscribed and fully paid up	
26,69,12,700 Equity Shares of Face value Re. 1/- each	26,69,12,700.00
Subscribed and partly paid up	-
Total paid up share capital	26,69,12,700.00

4.2 The authorized, issued, subscribed and paid-up share capital of the Transferor Company as on 31 March 2021 is as under:

Particulars	Rupees
Authorized Capital	
80,00,00,000 Equity Shares of Face value Rs. 10/- each	80,00,00,000.00
Total	80,00,00,000.00
Issued, Subscribed and Paid-up	
32,88,32,02 Equity Shares of Face value Rs. 10/- each	32,88,32,020.00
Total paid up share capital	32,88,32,020.00

4.3 Subsequent to the above dates as mentioned in clause 4.1. and 4.2 hereinabove, there is no change in the issued, subscribed and paid-up capital structure of both Transferor Company and Transferee Company.

PART B

5. AMALGAMATION OF THE TRANSFEROR COMPANY WITH THE TRANSFEREE COMPANY:

Upon the Scheme becoming effective and with effect from the Appointed Date, the Transferor Company shall, in accordance with Sections 230 to 232 of the Act and all other applicable provisions under the Act and the rules framed thereunder, without any further act or deed, stand amalgamated with the Transferee Company and consequently the Undertaking (of the Transferor Company) stands amalgamated into the Transferee Company viz. (i) all assets and liabilities of the Transferor Company shall, as on the Appointed Date, stand transferred to and vested in or be deemed to be transferred to and vested in the Transferee Company as a going concern, and (ii) the Transferor Company shall stand dissolved without being wound up.

5.1. TRANSFER OF ASSETS:

5.1.1. Upon the Scheme becoming effective, as on the Appointed Date, the whole of the assets of Transferor Company, wherever situated and of whatsoever nature whether capable of passing by manual delivery and/or endorsement or otherwise however shall, under the provisions of Sections 230 to 232, without any further act or deed be transferred to and vested in and/or deemed to be transferred to and vested in the Transferee Company as a going concern so as to vest in, become and form part of the Transferee Company along with all the rights, claims, title and interest of the Transferee Company therein, subject to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

5.1.2. Without prejudice to Clause 5.1.1, upon the Scheme becoming effective, as on the Appointed Date, all movable assets including cash, if any, of Transferor Company which are capable of passing by manual delivery or by endorsement and delivery, shall be so delivered or endorsed as the case may be to the Transferee Company and shall become the property of the Transferee Company, to the end and intent that the ownership and property therein passes to the Transferee Company in pursuance of the provisions of Section 232 of the Act, without requiring any deed or instrument of conveyance for transfer of the same, subject only to the provisions of this Scheme in relation to Encumbrances in favour of banks and/or financial institutions.

5.1.3. Without prejudice to Clause 5.1.1, upon the Scheme becoming effective, in respect of the movable assets of the Transferor Company, as on the Appointed Date, other than those specified in Clause 5.1.2 above and any intangible assets, including sundry debtors, loans, receivables, bills, credits, advances, if any, recoverable in cash or kind or for value to be received, bank accounts including bank balances, investments, cash equivalents, financial assets, insurance policies, provisions, funds, equipment, and any related capitalized items and other tangible property of every kind, nature and description, share of any joint assets, benefits of any bank guarantee, performance guarantee and any letter of credit, earnest money, advances and deposits, if any, with government, semi-government, local and other authorities and bodies, companies, firm, individuals, trusts, etc., the same shall, on and from the Appointed Date, stand transferred to the Transferee Company to the end and intent that the right of the

Transferor Company to receive the benefit of such investments, cash equivalents, financial assets, insurance policies, provisions, funds, equipment, capitalized items and tangible property, share of any joint assets, bank guarantee, performance guarantee and any letter of credit earnest money, advances or deposits or recover or realize all such debts (including the debts payable by such Persons or depositors to the Transferor Company) stands transferred to the Transferee Company and that appropriate entries should be passed in their respective books to record the aforesaid change, without any notice or other intimation to such debtors or other Persons (although the Transferee Company may itself without being obliged and if it so deems appropriate at its sole discretion, at any time after coming into effect of this Scheme in accordance with the provisions hereof, if so required under any law, give notices in such form as it may deem fit and proper, to each Person, debtors or depositors, as the case may be, that pursuant to the NCLTs having sanctioned the Scheme, the said asset stands transferred and vested in the Transferee Company and be paid or made good or held on account of the Transferee Company as the Person entitled thereto.

- 5.1.4. Without prejudice to Clause 5.1.1, upon the Scheme becoming effective, as on the Appointed Date, all immovable properties of the Transferor Company, including land together with the buildings and structures standing thereon and rights and interests in immovable properties of the Transferor Company, whether freehold or leasehold or licensed or otherwise, any tenancies in relation to warehouses, all rights, covenants, continuing rights, title and interest in connection with the said immovable properties and all documents of title, rights and easements in relation thereto shall stand transferred to and be vested in and transferred to and/or be deemed to have been and stand transferred to and vested in the Transferee Company, without any further act or deed done or being required to be done by the Transferor Company or the Transferee Company. The Transferee Company shall be entitled to exercise all rights and privileges attached to the aforesaid immovable properties and shall be liable to pay the ground rent and taxes and fulfill all obligations in relation to or applicable to such immovable properties. The mutation of the ownership or title, or interest in the immovable properties shall, upon this Scheme becoming effective, be made and duly recorded in the name of the Transferee Company by the appropriate Governmental Authority pursuant to the sanction of this Scheme by the NCLT in accordance with the terms hereof.
- 5.1.5. In respect of the assets belonging to the Transferor Company, other than those referred to in Clauses 5.1.2 and 5.1.4 above, whether or not recorded in the books of the Transferor Company, including but not limited to all earnest money, security deposits and advances paid by the Transferor Company and benefit of any deposits, the same shall, as more particularly provided in Clause 5.1.1 above, without any further act, instrument or deed, stand transferred to and vested in and/or be deemed to be amalgamated with the Transferee Company upon the coming into effect of the Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230 to 232 of the Act.
- 5.1.6. All the licenses, permissions, approvals, sanctions, consents, permits, entitlements, quotas, registrations, bids, tenders, letters of intent, expressions of intent, memoranda of understanding or similar instruments, incentives, exemptions and benefits, liberties, special status and other benefits or privileges enjoyed or conferred upon or held or

availed of by the Transferor Company and all rights and benefits that have accrued or which may accrue to the Transferor Company, whether on, before or after the Appointed Date, shall, without any further act, instrument or deed, cost or charge be and stand transferred to and vested in and/or be deemed to be transferred to and vested in and be available to the Transferee Company so as to become licenses, permissions, approvals, sanctions, consents, permits, entitlements, quotas, registrations, incentives, exemptions and benefits, grants, rights, claims, liberties, special status and other benefits or privileges of the Transferor Company and shall remain valid, effective and enforceable on the same terms and conditions. For the avoidance of doubt and without prejudice to the generality of the foregoing, all consents, no-objection certificates, certificates, clearances, authorities (including operation of bank accounts), powers of attorney given by, issued to or executed in favour of the Transferor Company shall stand transferred to the Transferee Company as if the same were originally given by, issued to or executed in favour of the Transferee Company.

- 5.1.7. All cheques and other negotiable instruments, payment orders, electronic fund transfers (like NEFT, RTGS, etc.) received or presented for encashment which are in the name of the Transferor Company after the Effective Date shall be deemed to be in the name of the Transferee Company and credited to the account of the Transferee Company, if presented by the Transferee Company or received through electronic transfers and the bankers of the Transferee Company shall accept the same. Similarly, the banker of the Transferee Company shall honour all cheques/electronic fund transfer instructions issued by the Transferor Company for payment after the Effective Date. If required post-merger, the bankers of the Transferor Company and/or the Transferee Company shall allow maintaining and operating of the bank accounts (including banking transactions carried out electronically) in the name of the Transferor Company for such time as may be determined to be necessary by the Transferee Company for presentation and deposition of cheques, pay order and electronic transfers that have been issued/made in the name of the Transferee Company, subject to such accounts being operated by the Transferee Company.
- 5.1.8. Without prejudice to the generality of the foregoing, upon the effectiveness of the Scheme, all Intangible Assets including but not limited to rights in intellectual property (whether owned, licensed or otherwise, whether registered or unregistered) used in relation to the Transferor Company, including with respect to the Business, including the logo and trademark of the Transferor Company, and all other trade names, service names, trademarks, brands, copyrights, designs, know-how and trade secrets, patents, along with all rights of commercial nature including attached Goodwill, title, interest, labels and brand registrations and all such other industrial or intellectual rights of whatsoever nature and advantages of whatever nature in connection with the above including any Goodwill relating to such intellectual property, whether or not provided in the books of accounts of the Transferor Company, shall under the provisions of Sections 230 to 232 of the Act, as applicable, and all other provisions of Applicable Law, if any, without any further act, instrument or deed, cost or charge and without any notice or other intimation to any third party for the transfer of the same, be and stand transferred and vested in the Transferee Company as a going concern, so as to become, as and from the Appointed Date, the Intangible Asset of the Transferee Company.

- 5.1.9. All books, records, files, papers, engineering and process information, software, licenses for software, algorithms, programs, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic form of the Transferor Company, including in connection with or relating to the Business, shall, under the provisions of Sections 230 to 232 of the Act, as applicable, and all other provisions of Applicable Law, if any, without any further act, instrument or deed, cost or charge and without any notice or other intimation to any third party for the transfer of the same, be and stand transferred and vested in the Transferee Company as a going concern, with effect from the Appointed Date.
- 5.1.10. All benefits of any and all corporate approvals as may have already been taken by the Transferor Company, whether being in the nature of compliances or otherwise, shall under the provisions of Sections 230 to 232 of the Act, without any further act, instrument or deed, cost or charge and without any notice or other intimation to any third party for the transfer of the same, be and stand transferred and vested in the Transferee Company as a going concern, and the said corporate approvals and compliances shall be deemed to have originally been taken/complied with by the Transferee Company.
- 5.1.11. Any assets, acquired by the Transferor Company after the Appointed Date but prior to the Effective Date shall upon the coming into effect of this Scheme also without any further act, instrument or deed stand transferred to and vested in or be deemed to have been transferred to or vested in the Transferee Company upon the coming into effect of this Scheme.
- 5.1.12. Without prejudice to the provisions of the foregoing Clauses, upon the Scheme becoming effective, the Transferor Company and the Transferee Company shall execute all necessary instruments or documents or do all the acts and deeds as may be required, including making the necessary filings with the relevant Governmental Authority or any other third party, to give formal effect to the above provisions, if required.

6. TRANSFER OF LIABILITIES:

- 6.1. Upon the Scheme becoming effective, all the liabilities of the Transferor Company, as on the Appointed Date, shall also, under the provisions of Sections 230 to 232 of the Act without any further act or deed be transferred or deemed to be transferred to the Transferee Company so as to become as and from the Appointed Date the debts, liabilities, duties, losses, obligations of the Transferee Company and further that all the liabilities incurred/contracted by the Transferor Company during the period commencing from the Appointed Date till the Effective Date shall be deemed to have been incurred/contracted by the Transferee Company and shall be deemed to be the liabilities and obligations of the Transferee Company and further that it shall not be necessary to obtain consent of any Person in order to give effect to the provisions of this Clause.

- 6.2. Where any of the loans, debts, liabilities, duties and obligations of the Transferor Company which are deemed to be transferred to the Transferee Company under this Scheme have been discharged by the Transferor Company on or after the Appointed Date and prior to the Effective Date, such discharge shall be deemed to have been for and on account of the Transferee Company.
- 6.3. Without prejudice to Clause 6.1, upon the coming into effect of the Scheme, all loans raised and used and all debts, liabilities, duties and obligations incurred by the Transferor Company for the operations of the Business with effect from the Appointed Date and prior to the Effective Date shall, subject to the terms of this Scheme, be deemed to have been raised, used or incurred for and on behalf of the Transferee Company, and shall also without any further act or deed be and stand transferred to and be deemed to be transferred to the Transferee Company and shall become the loans, debts, liabilities, duties and obligations of the Transferee Company.
- 6.4. The Scheme shall not operate to enlarge the security of any loan, deposit or facility created by or available to Transferor Company which shall vest in the Transferee Company by virtue of the Scheme, including for the avoidance of doubt and notwithstanding anything contained herein, that no Encumbrances shall be extended to any of the assets of the Transferee Company.
- 6.5. It is expressly provided that, no term or condition of the liabilities that are being transferred to the Transferee Company as part of the Scheme and terms on which the liabilities are transferred to the Transferee Company as part of the Scheme, shall be modified by virtue of this Scheme.
- 6.6. Upon the Scheme becoming effective, with effect from the Appointed Date, all inter-se liabilities, between Transferee Company and Transferor Company, if any, due or outstanding or which may at any time immediately prior to the Appointed Date become due or remain outstanding, shall stand cancelled and be deemed to have been discharged by such cancellation and consequently, there shall remain no inter-se liability between them as of the Appointed Date and corresponding effect shall be given in the books of account and records of Transferee Company.
- 6.7. Without prejudice to the provisions of the foregoing Clauses, upon the Scheme becoming effective, the Transferor Company and the Transferee Company shall execute all instruments or documents or do all the acts and deeds as may be required, including the filing of necessary particulars and/or modifications of charge with the ROC, to give formal effect to the above provisions, if required.
- 6.8. The provisions of this Clause 6 shall operate, notwithstanding anything to the contrary contained in any instrument, deed or writing to which the relevant liability relates or the terms of sanction or issue or any security document, all of which instruments, deeds or writings shall stand modified by the foregoing provisions.

7. TAXES AND TAXATION:

- 7.1. All Taxes payable by the Transferor Company, relating to the transferred Undertaking, from the Appointed Date onwards including all or any refunds and claims shall, for all purposes, be treated as the tax liabilities or refunds and claims of the Transferee Company. Accordingly, upon the Scheme becoming effective, the Transferee Company is expressly permitted to revise its financial statements and returns along with prescribed forms, filings and annexures under the Income-tax Act, 1961, goods and services tax, central sales tax, applicable state value added tax, service tax laws, excise duty laws and other Central and State Tax laws, and to claim refunds and/or credit for Taxes paid (including, tax deducted at source, wealth tax, etc.) and for matters incidental thereto, if required, to give effect to the provisions of the Scheme.
- 7.2. Without prejudice to the generality of the above, all Tax benefits, incentives, credits (including, without limitation in respect of income tax, service tax, excise duty, central sales tax, applicable state value added tax, goods and services tax, etc.) to which the Transferor Company is entitled to in terms of Applicable Laws, shall be available to and vest in the Transferee Company, upon this Scheme coming into effect.
- 7.3. All Taxes payable by the Transferor Company from the Appointed Date onwards for the operations of the Transferor Company, shall be to the account of the Transferee Company; similarly all Tax credits pertaining to the Transferor Company, shall be made or deemed to have been made and duly complied with by the Transferee Company if so made by Transferor Company. If, during the period between the Appointed Date and the Effective Date, any Tax returns or any other filings, representations or other submissions pertaining to the Transferor Company are required to be filed or made by the Transferor Company with or to the Tax authorities, the Transferor Company shall do the same in consultation with the Transferee Company and not without the prior written consent of the Transferee Company.
- 7.4. The provisions of this Scheme, as they relate to amalgamation of the Transferor Company into the Transferee Company, have been drawn up to comply with the conditions relating to “amalgamation” as defined under Section 2(1B) of the Income-tax Act, 1961. If any terms or provisions of the Scheme are found or interpreted to be inconsistent with the provisions of the said Section of the Income-tax Act, 1961, at a later date including resulting from an amendment of law or for any other reason whatsoever, the provisions of the said Section of the Income-tax Act, 1961, shall prevail and the Scheme shall stand modified / amended / altered to the extent determined necessary to comply with Section 2(1B) of the Income-tax Act, 1961. In such an event, the Clauses which are inconsistent shall be read down or if the need arises be deemed to be deleted and such modification/reading down or deemed deletion shall however not affect the other parts of the Scheme.

8. EMPLOYEES:

- 8.1. On the Scheme becoming effective, all employees of the Transferor Company who are employed with the Transferor Company on the Effective Date (“**Transferred**

Employees”), shall be deemed to have become employees of the Transferee Company with effect from the Appointed Date or their respective joining date, whichever is later, without any break in their service and on the basis of continuity of service, and the terms and conditions of their employment with the Transferee Company shall not be less favorable than those applicable to them as employees of the Transferor Company on the Effective Date.

- 8.2. The services of the Transferred Employees with the Transferor Company prior to the transfer, as aforesaid, shall be taken into account for the purposes of all benefits to which the Transferred Employees may be eligible, including in relation to the level of remuneration and contractual and statutory benefits, incentive plans, terminal benefits, gratuity plans, provident plans, superannuation plans and any other retirement benefits and accordingly, shall be reckoned therefore from the date of their respective appointment in the Transferor Company.
- 8.3. It is expressly provided that, on the Scheme becoming effective, the contributions made by the Transferor Company in respect of the Transferred Employees under Applicable Law to the provident fund, gratuity fund, contribution towards employees state insurance, superannuation fund, retirement fund or any other special fund or trusts created or existing for the benefit of the Transferred Employees (collectively referred to as the “**Funds**”) for the period after the Appointed Date shall be deemed to be contributions made by Transferee Company, and the Funds shall be transferred to similar Funds created by the Transferee Company and shall be held for their benefit pursuant to this Scheme or, at the Transferee Company’s sole discretion, maintained as separate Funds by the Transferee Company. It is clarified that the services of the employees of the Transferor Company will be treated as having been continuous and not interrupted for the purpose of the said Fund or Funds.
- 8.4. In relation to any other fund created or existing for the benefit of the Transferred Employees, the Transferee Company shall stand substituted for the Transferor Company, for all purposes whatsoever, including relating to the obligation to make contributions to the said funds in accordance with the provisions of such scheme, funds, bye laws, etc. in respect of such Transferred Employees.

9. LEGAL PROCEEDINGS:

All legal proceedings of whatsoever nature by or against the Transferor Company pending and/or arising before the Effective Date, shall not abate or be discontinued or be in any way prejudicially affected by reason of the Scheme or by anything contained in this Scheme but shall be continued and enforced by or against the Transferee Company, as the case may be, in a manner and to a similar extent as would or might have been continued and enforced by or against the Transferor Company.

10. CONTRACTS, DEEDS, ETC.:

- 10.1. Upon the coming into effect of the Scheme and with effect from the Appointed Date, all contracts, deeds, bonds, agreements and other instruments, if any, of whatsoever nature and subsisting or having effect on the Effective Date to which the Transferor Company is a party or to the benefit of which the Transferor Company may be

eligible, shall continue in full force and effect against or in favour of the Transferee Company, and may be enforced effectively by or against the Transferee Company as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party thereto from inception.

- 10.2. Without prejudice to Clause 10.1, upon the Scheme becoming effective, with effect from the Appointed Date, all contracts and arrangements in any form, pertaining to, customers, vendors, whether registered or not registered, to which the Transferor Company is a party or to the benefit of which the Transferor Company may be eligible, and which are subsisting or have effect immediately before the Effective Date, shall continue in full force and effect on or against or in favour, as the case may be, of the Transferee Company and may be enforced as fully and effectually as if, instead of the Transferor Company, the Transferee Company had been a party or beneficiary or obligee thereto or thereunder.
- 10.3. The Transferee Company may, at any time after the coming into effect of this Scheme in accordance with the provisions hereof, if it considers necessary, enter into, or issue or execute deeds, writings, tripartite arrangements, confirmations, novations, declarations, or other documents with, or in favour of any party to any contract or arrangement to which the Transferor Company is a party or any writings as may be necessary to be executed in order to give formal effect to the above provisions. The Transferee Company shall be deemed to be authorized to execute any such writings on behalf of the Transferor Company and to carry out or perform all such formalities or compliances required for the purposes referred to above on the part of the Transferor Company. The Transferor Company shall execute such writings as may be reasonably required by the Transferee Company in this regard.
- 10.4. For the avoidance of doubt, it is clarified that upon the coming into effect of this Scheme, all the rights, title, interest and claims of the Transferor Company in any leasehold/licensed properties or otherwise of the Transferor Company, including but not limited to security deposits and advance or prepaid lease or license fee, shall, on the same terms and conditions, pursuant to Section 232(4) of the Act, be transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company automatically without requirement of any further act or deed. The Transferee Company shall continue to pay rent or lease or license fee as provided for under such agreements, and the Transferee Company and the relevant landlords, owners and lessors shall continue to comply with the terms, conditions and covenants thereunder.

11. CONDUCT OF BUSINESSES TILL THIS SCHEME COMES INTO EFFECT:

- 11.1. With effect from the Appointed Date and up to and including the Effective Date, the Transferor Company:
 - 11.1.1. shall be deemed to have been carrying on and shall carry on all its business and activities and shall stand possessed of all the estates, assets, rights, title, interest, authorities, contracts, investments and strategic decisions of the Transferor Company for and on account of, and in trust for, the Transferee Company;

- 11.1.2. shall carry on its business and activities with reasonable diligence, business prudence and shall not (without the prior written consent of the Transferee Company) alienate, create any charge, mortgage, encumber or otherwise deal with or dispose of the assets or any part thereof (except in the ordinary course of business).
- 11.1.3. all profits or income arising or accruing in favour of the Transferor Company and all taxes paid thereon or losses, expenditures arising or incurred by the Transferor Company in relation thereto shall, for all purposes, be treated as and deemed to be the profits or income, taxes or losses, expenditures as the case may be, of the Transferee Company;
- 11.1.4. any of the rights, powers, authorities, privileges, attached, related or pertaining to the business and operation of the Transferor Company by the Transferor Company shall be deemed to have been exercised by the Transferor Company for and on behalf of, and in trust for and as an agent of the Transferee Company. Similarly, any of the obligations, duties and commitments attached, related or pertaining to the business and operation of the Transferor Company that have been undertaken or discharged by the Transferor Company shall be deemed to have been undertaken for and on behalf of and as an agent for the Transferee Company;
- 11.1.5. shall undertake the business and operation of the Transferor Company (including making applications to any Governmental Authority for the renewal of permits which have expired) to be conducted as a going concern in trust for the Transferee Company and in the ordinary course of business;
- 11.1.6. The Transferor Company shall not, without the written consent of the Transferee Company, undertake any new business or close or limit any existing business;
- 11.1.7. The Transferor Company shall pay all statutory dues relating to the Transferor Company for and on account of the Transferee Company;
- 11.1.8. shall not, except as may be expressly required or permitted under this Scheme, make any change in its capital structure in any manner either by any increase (including by way of issue of equity and/or preference shares on a rights basis or by way of a public issue, bonus shares and/or convertible debentures or otherwise), decrease, reduction, reclassification, sub-division, consolidation, re-organization, or in any other manner which may, in any way, affect the Share Exchange Ratio, except with the prior approval of the Transferee Company;
- 11.1.9. Except with the prior approval of the Transferee Company, with effect from the date on which the board of directors of the Companies approve this Scheme up to and including the Effective Date, the Transferor Company shall not take any actions prohibited in terms of any agreement, arrangement, undertaking, deed or other document executed in writing *inter-alia* between the Companies and/or any of its shareholders.

11.1.10. Without prejudice to the other provisions of this Scheme and notwithstanding the fact that the amalgamation and vesting of the Transferor Company into the Transferee Company occurs by virtue of this Part B, the Transferee Company may, at any time after the Effective Date, in accordance with the provisions hereof, if so required under applicable law or otherwise, give notice in such form, as may be required or as it may deem fit and proper or enter into or execute deeds, confirmations, novations, declarations or other writings or documents, as may be necessary, and carry out and perform all such formalities and compliances, for and on behalf of the Transferor Company, including, with or in favour of and required by: (i) any party to which the Transferor Company is a party; or (ii) any governmental authority or non-government authority, in order to give formal effect to the provisions of this Scheme. Provided that execution of any confirmation or novation or other writings or arrangement shall in no event postpone the giving effect to this Scheme;

12. SAVINGS OF CONCLUDED TRANSACTIONS:

The transfer and vesting of the assets and liabilities of the Transferor Company under clause 5 and 6 above, the continuance of Proceedings under clause 9 above and the effectiveness of contracts and deeds under clause 10 above, shall not affect any transaction or Proceedings already concluded on or after the Appointed Date or till the Effective Date in accordance with this Scheme, to the end and intent that the Transferee Company accepts and adopts all acts, deeds and things done and executed by the Transferor Company in respect thereto, as if done and executed on its behalf.

13. TRANSFER OF AUTHORISED CAPITAL:

Upon registration of the Scheme, the Transferee Company shall file an application indicating the revised authorized capital and pay the prescribed fees due on the revised authorized capital. PROVIDED THAT, the fee, if any, paid by the Transferor Company on its authorized capital prior to its amalgamation with the Transferee Company shall be set-off against the fees payable by the Transferee Company on its authorized capital.

14. CANCELLATION OF THE SHARE CAPITAL:

- 14.1 Since 89.87 % of the share capital of the Transferor Company is owned and/or held by the Transferee Company, upon the Scheme becoming effective, the Transferee Company would not be required to issue and allot any shares to itself being a shareholder of the Transferor Company. The shares so held by the Transferee Company in the Transferor Company, shall stand cancelled and extinguished pursuant to the implementation of the Scheme.
- 14.2 Upon the Scheme coming into effect, the share certificates, if any, and/or the shares representing the shares held by the Transferee Company in the Transferor Company shall be deemed to be cancelled without any further act or deed.
- 14.3 Any sum of money owed by the Transferee Company to Transferor Company or vice versa shall stand cancelled.

- 14.4 Upon the Scheme coming into effect and post consideration allotted by the Transferee Company in terms of clause 15 below, the shareholding of the Transferor Company (being 44,18,330 shares, constituting 1.66% of the equity share capital) in the Transferee Company, pre-amalgamation, shall be cancelled in accordance with section 230 to 232 of the Act and pursuant to the order of the NCLT sanctioning the Scheme and the same shall be deemed to be an order under section 66 of the Act (and other applicable provisions or rules, if any). No consideration shall be payable on account of such cancellation of the share capital, pursuant to this clause.
- 14.5 The reduction of share capital as aforesaid shall be effected as an integral part of the Scheme and shall constitute sufficient compliance in terms of section 66 of the Act. The said reduction does not involve diminution of liability in respect of unpaid share capital or payment to any shareholder of any paid-up share capital.

15. CONSIDERATION:

- 15.1. Upon coming into effect of the Scheme and in consideration for the Amalgamation, the Transferee Company shall, without any further application or deed, issue and allot its equity shares, credited as fully paid up, to all the eligible equity shareholders of the Transferor Company (other than the Transferee Company) whose names appear in the register of members of the Transferor Company as on the Record Date to be fixed in that behalf for the purpose of reckoning names of equity shareholders of the Transferor Company (“**Transferor Company Shareholders**”), in the following ratio:

“100 (One Hundred) equity shares of the Transferee Company of Re. 1 each, fully paid up to be issued for every 81 (Eighty One) equity shares of Rs. 10 each held by Transferor Company Shareholders” (the “**Share Exchange Ratio**”).

The equity shares of the Transferee Company issued and allotted to the Transferor Company Shareholders based on the Share Exchange Ratio provided above shall be referred to as “**Amalgamation Consideration Shares**”.

- 15.2. In case any equity shareholder of the Transferor Company owns shares in the Transferor Company, such that it becomes entitled to a fraction of an equity share of the Transferee Company, the Transferee Company shall not issue fractional share certificates to such member but shall instead, at its absolute discretion, decide to take any or a combination of the following actions:
- 15.2.1. consolidate such fractions and issue consolidated shares to a trustee nominated by the Transferee Company in that behalf, who shall sell such shares and distribute the net sale proceeds (after deduction of applicable taxes and other expenses incurred) to the shareholders respectively entitled to the same in proportion to their fractional entitlements;
- 15.2.2. round off all fractional entitlements to the next whole number above the fractional entitlement and issue such number of securities to the relevant shareholders; or

- 15.2.3. deal with such fractional entitlements in such other manner as they may deem to be in the best interests of the Transferor Company Shareholders and the Transferee Company.
- 15.3. Rashmi Shah, FCA have issued the valuation report on the Share Exchange Ratio adopted under the Scheme. Navigant Corporate Advisors Limited, a Category-I Merchant Banker, has provided its fairness opinion on the Share Exchange Ratio to the Board of Directors of the Transferee Company.
- 15.4. Equity shares to be issued by the Transferee Company to the respective Transferor Company Shareholders as above shall be subject to the Memorandum and Articles of Association of the Transferee Company and shall rank *pari passu* with the existing equity shares of the Transferee Company in all respects including dividends.
- 15.5. Equity shares in the Transferee Company shall be issued in dematerialized form to the Transferor Company Shareholders who hold shares of the Transferor Company in dematerialized form, into the account with the Depository Participant in which the Transferor Company shares are held or such other account as is intimated by the shareholders to the Transferee Company and / or its Registrar and Share Transfer Agent namely Link Intime India Pvt. Ltd.
- 15.6. The Board of Directors of the Transferee Company and the Transferor Company shall, if and to the extent required, apply for and / or intimate and / or obtain any approvals and permissions, as maybe necessary, from all appropriate Governmental Authorities, including under the provisions of the Foreign Exchange Management Act, 1999, for the issue and allotment of equity shares to the Transferor Company Shareholders pursuant to Clause 15.1 of the Scheme. Further necessary compliance, if any, as may be required under the Applicable Laws, required arising out of the above amalgamation will be made.
- 15.7. Equity shares to be issued by the Transferee Company to the Transferor Company Shareholders pursuant to Clause 15.1 of this Scheme shall, subject to the receipt of necessary approvals, be listed and/or admitted to trading on the Stock Exchanges, where the shares of the Transferee Company are listed and/or admitted to trading. The Transferee Company shall enter into such arrangements and give such confirmations and/or undertakings as may be necessary in accordance with Applicable Laws for complying with the formalities of the said Stock Exchanges. The shares allotted pursuant to the Scheme shall remain frozen in the depositories system till listing/trading permission is given by the designated Stock Exchange.
- 15.8. The equity shares to be issued by the Transferee Company pursuant to this Scheme in respect of any equity shares of the Transferor Company which are held in abeyance under the Act or otherwise shall, pending allotment or settlement of dispute by order of a court or otherwise, also be kept in abeyance by the Transferee Company. In the event of there being any pending share transfers, whether lodged or outstanding, of any of the Transferor Company Shareholders, the Board of Directors of the Transferee Company shall be empowered to take such actions as may be necessary in order to remove any difficulties arising to the transferor of the share in the Transferee Company and in relation to the shares issued by the Transferee Company pursuant to the Scheme.

15.9. On the approval of the Scheme by the shareholders of the Transferee Company pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Act, it shall be deemed that the said shareholders of the Transferee Company have also resolved and accorded all relevant consent for issue of Amalgamation Consideration Shares in terms of this Scheme under Section 42, Section 62 and such other provisions of the Act to the extent the same may be considered applicable, if any and it is clarified that there will be no need to pass separate shareholders' resolution as required under Section 42, Section 62 and / or any other provisions of the Act, if any, as may be applicable.

16. DIVIDENDS:

16.1 Subject to the provisions of the Scheme, the profits of the Transferor Company, for the period beginning from the Appointed Date, shall belong to and be the profits of the Transferee Company and will be available to the Transferee Company for being disposed of in any manner as it thinks fit, post the Effective Date.

16.2 With effect from the Appointed Date, the Transferor Company shall not without the prior written consent of the Transferee Company, utilize the profits, if any, for declaring or paying of any dividend to its shareholders and shall also utilize, adjust or claim adjustment of profits/reserves, as the case may be, earned/incurred or suffered after the Appointed Date.

16.3 It is clarified that the aforesaid provisions in respect of declaration of dividends are enabling provisions only and shall not be deemed to confer any right on any member of the Transferor Company and/or the Transferee Company to demand or claim any dividends which, subject to the provisions of the Act, shall be entirely at the discretion of the Board of Directors of the Transferor Company and the Transferee Company, subject to such approval of the shareholders, as may be required.

17. ACCOUNTING TREATMENT IN THE BOOKS OF THE TRANSFEEE COMPANY :

Upon the scheme becoming effective and with effect from the Appointed Date, since the transaction involves entities which are ultimately controlled by the same parties before and after the transaction, for the purpose of accounting and dealing with the value of assets and liabilities of the Transferor Company, the Transferee Company shall account for the amalgamation in accordance with 'Pooling of Interest Method' laid down in Appendix C 'Business Combinations of entities under common control' of Ind AS - 103 'Business Combinations' notified under the provisions of the Act, read along with relevant rules framed thereunder and other applicable accounting standards, as under:

17.1. All the assets and liabilities and reserves recorded in the books of the Transferor Company shall stand transferred to and vested in the books of Transferee Company pursuant to the Scheme and shall be recorded by Transferee Company at their carrying amounts as appearing in the books of the Transferor Company, on the Appointed Date;

- 17.2. The identity of the reserves of the Transferor Company shall be preserved and they shall appear in the financial statements of Transferee Company in the same form and manner, in which they appeared in the financial statements of the Transferor Company, prior to this Scheme becoming effective;
- 17.3. The Transferee Company shall account for shares issued to the Transferor Company Shareholders as per applicable Indian Accounting Standard;
- 17.4. The carrying amount of investments in the equity shares of the Transferor Company to the extent held by the Transferee Company, shall stand cancelled and there shall be no further obligation in that behalf;
- 17.5. Inter-Company transactions and balances including loans, advances, receivable or payable inter se between the Transferor Company and the Transferee Company as appearing in their books of accounts, if any, shall stand cancelled;
- 17.6. The difference, if any, between the carrying amounts of the net assets (assets less liabilities) and reserves of the Transferor Company as recorded under Clause 17.1 and 17.2 above, and the share capital account credited by the Transferee Company with the aggregate face value of the equity shares as recorded under Clause 17.3 above, shall be transferred to the Capital Reserve, as prescribed under Ind AS - 103.
- 17.7. In case of differences in accounting policy between the Transferor Company and Transferee Company, the accounting policies followed by Transferee Company will prevail and the impact of the same till the Appointed Date shall be quantified and adjusted in Capital Reserve of Transferee Company, to ensure that the financial statements of the Transferee Company reflect the financial position on the basis of consistent accounting policy.
- 17.8. All the assets and liabilities of Transferor Company are transferred to and vested in the Transferee Company pursuant to the Scheme and shall be recorded by the Transferee Company under the respective heads subject to such correction and adjustment, if any, as may be in the opinion of the Board of Directors of Transferee Company be necessary or required and to the extent permissible in law.

18. INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE TRANSFEE COMPANY:

As an integral part of the Scheme, and, upon the Scheme becoming effective, the authorized share capital of the Transferor Company, as on the Effective Date, shall be added to the authorized share capital of the Transferee Company, as on the Effective Date, without any further act or deed and without any further payment of stamp duty or registration fees. It is clarified that the stamp duty and/or registration fees already paid on the authorized share capital of the Transferor Company shall be set off as against the increased authorized share capital of the Transferee Company (in terms of the amalgamation as proposed under this Scheme) and no payment of additional stamp duty and/or registration fees shall be payable by the Transferee Company for increase in its authorized share capital to that extent. The Transferee Company shall file requisite forms with the relevant Registrar of Companies to give effect to the increase in its authorized equity share capital, as may be directed.

19. BOOKS AND RECORD OF THE TRANSFEROR COMPANY:

The Transferor Company acknowledges that all books, records, files, papers, engineering and process information, software, licenses for software, algorithms, programs, manuals, data, catalogues, quotations, sales and advertising materials, lists of present and former customers and suppliers, customer credit information, customer pricing information, and other records whether in physical or electronic of the Transferor Company shall be transferred to the Transferee Company on the Effective Date.

20. AMENDMENT TO MEMORANDUM OF ASSOCIATION OF THE TRANSFEEE COMPANY:

20.1 Increase of authorized share capital of the Transferee Company:

20.1.1 Upon coming into effect of the Scheme, the authorised Equity Capital of the Transferor Company of Rs. 80,00,00,000 divided into 8,00,00,000 Equity Shares of Rs.10/- each will stand subdivided into 80,00,00,000 divided into 80,00,00,000 Equity Shares of Re.1/- each and will get merged with that of Transferee Company without payment of additional fees and duties as the said fees have already been paid and the Authorised Capital of Transferee Company will be increased to that extent and no separate procedure shall be followed under the Act and it shall be deemed that the members of the Transferee Company have also resolved and accorded all relevant consents under the applicable provisions of the Act. It is clarified that there will be no need to pass a separate shareholders' resolution as required under the provisions of the Act for the amendment to Memorandum of Association of the Transferee Company.

20.1.2 By virtue of above the authorised share capital of the Transferee Company shall stand increased to an amount of Rs. 122,00,00,000/- (Rupees One Hundred Twenty Two Crore only) divided into 122,00,00,000 Equity Shares of Re. 1/- each and Clause V.a) of the Memorandum of Association of the Transferee Company shall be substituted / amended to read as follows:

(a) Clause no. V.a of the Memorandum of Association of the Transferee Company shall, without any further act, deed or instrument, be substituted by the following clause:

V a) The Authorised Share Capital of the Company shall be Rs. 122,00,00,000/- (Rupees One Hundred Twenty Two Crore only) divided into 122,00,00,000 (One Hundred Twenty Two Crore) Equity Shares of Re. 1/- (Rupee one only) each.

20.2 It shall be deemed that the members of the Transferee Company have also resolved and accorded all relevant consents under Sections 13, 61 and other applicable provisions (to the extent notified and in effect) of the Act for the purpose of amendment of the Memorandum of Association of the Transferee Company as above. It is clarified that there will be no need to pass a separate shareholders' resolution as required under Sections 13, 61 and other applicable provisions (to the extent notified and in effect) of the Act for amendment of the Memorandum of Association of the Transferee Company as above.

- 20.3 For the avoidance of doubt, it is clarified that, in case, the authorised share capital of Transferee Company and, or, Transferor Company, as the case may be, undergoes any change during the pendency of the Scheme, either as a consequence of any Corporate Actions or otherwise, then this Clause 20 shall automatically stand modified / adjusted accordingly to take into account the effect of such change.
- 20.4 The stamp duty and/or registration filing fees paid on the authorized share capital of the Transferor Company are permitted to be set off against and applied towards the increase in the authorized share capital of the Transferee Company.

21. DISSOLUTION OF THE TRANSFEROR COMPANY:

Upon the effectiveness of the Scheme, the Transferor Company shall be dissolved without winding up and the Board of Directors and any committees thereof, of the Transferor Company shall, without any further act, instrument or deed, be and stand dissolved.

Part C

GENERAL TERMS AND CONDITIONS

22. APPLICATION TO NCLT:

- 22.1. The Transferor Company and the Transferee Company shall make applications/petitions under Sections 230 to 232 of the Act and other applicable provisions of the Act and the rules framed thereunder, for sanction of this Scheme under the provisions of law.
- 22.2. The Transferee Company shall be entitled, pending the effectiveness of the Scheme, to apply to any Governmental Authority, if required, under any Applicable Law for such consents and approvals which the Transferee Company may require to effect the transactions contemplated under the Scheme.

23. MODIFICATION OR AMENDMENTS TO THE SCHEME:

- 23.1 The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective board of directors may authorize, including any committee or sub-committee thereof, may make and/or consent to any modifications/amendments to the Scheme or to any conditions or limitations that the ROC or the Central Government, the SEBI and the Stock Exchanges or any other authority under law may deem fit to direct or impose or which may otherwise be considered necessary, desirable or appropriate by them. The Transferor Company and the Transferee Company by their respective Board of Directors or such other person or persons, as the respective Board of Directors may authorize, including any committee or sub-committee thereof, shall be authorized to take all such steps as may be necessary, desirable or proper to resolve any doubts, difficulties or questions whether by reason of any directive or orders of any other authorities or otherwise howsoever arising out of or under or by virtue of the Scheme and /or any matter concerned or connected therewith.

23.2 For the purpose of giving effect to this Scheme or to any modifications or amendments thereof or additions thereto, the authorized person(s) of the Transferee Company may give and are hereby authorized to determine and give all such directions as are necessary including directions for settling or removing any question or doubt or difficulty that may arise and such determination or directions, as the case may be, shall be binding on all parties, in the same manner as if the same were specifically incorporated in this Scheme.

24. CONDITIONALITY OF THE SCHEME:

24.1. This Scheme is conditional upon and subject to:

24.1.1. The requisite sanction or approval from SEBI and Stock Exchanges (in terms of the SEBI Circular), ROC, Regional Director, Official Liquidator as may be applicable or as may be directed by the NCLT.

24.1.2. The Scheme being approved by the written consents or requisite majorities in number and value of such classes of Persons including the respective members and / or creditors of the Companies as may be directed by the NCLT or any other competent authority, as may be applicable.

24.1.3. The approval by the public shareholding of the Transferee Company through e-voting in terms of paragraphs A(10)(a) and paragraph A(10)(b) of Part I of the SEBI Circular and the Scheme shall be acted upon only if the votes cast by the public shareholder in favour of the Scheme are more than the number of votes cast by the public shareholders against it. The term 'public' shall carry the same meaning as defined under Rule 2 of Securities Contracts (Regulation) Rules, 1957;

24.1.4. The Scheme being sanctioned by the NCLT under Sections 230 to 232 of the Act, whether or not with any modifications or amendments as NCLT may deem fit or otherwise;

24.1.5. Certified copy of the Sanctioned Order of the NCLT sanctioning the Scheme being filed with the ROC having jurisdiction over the Companies.

24.1.6. The fulfillment, satisfaction or waiver (as the case may be) of such other conditions precedent as may be agreed in writing *inter-alia* between the Transferor Company and the Transferee Company.

24.1.7. The provisions contained in this Scheme are inextricably inter-linked with the other provisions and the Scheme constitutes an integral whole. The Scheme would be given effect to only if is approved in its entirety unless specifically agreed otherwise by the respective Board of Directors of the Companies.

24.2. The Scheme shall come into operation from the Effective Date but with effect from the Appointed Date.

25. EFFECT OF NON-RECEIPT OF APPROVALS/ SANCTIONS:

- 25.1. In the event that the Scheme is not sanctioned by the NCLT or in the event any of consents, approvals, permissions, resolutions, agreements, sanctions or conditions enumerated in the Scheme are not obtained or complied with or for any other reason, the Scheme cannot be implemented, the Scheme shall become null and void, the respective Transferor and Transferee Company shall bear the costs, charges and expenses in connection with the Scheme.
- 25.2. The non-receipt of any sanctions or approvals for a particular asset or liability forming part of the Transferor Company getting transferred pursuant to this Scheme, shall not affect the effectiveness of the respective section of the Scheme, if the Boards of Directors of the Transferor Company and Transferee Company so decide. The transfer of such asset or liability shall become effective from the Appointed Date as and when the said requisite approvals are received and the provisions of the Scheme shall apply appropriately to the said transfer.
- 25.3. If any part of this Scheme hereof is invalid, ruled illegal by any NCLT of competent jurisdiction, or unenforceable under present or future laws, then it is the intention of the Transferor Company and Transferee Company that such Part shall be severable from the remainder of the Scheme, and the Scheme shall not be affected thereby, unless the deletion of such Part shall cause this Scheme to become materially adverse to the Transferor Company and/or the Transferee Company, in which case the Transferor Company and the Transferee Company shall attempt to bring about a modification in the Scheme, as will best preserve for the Transferor Company and Transferee Company the benefits and obligations of the Scheme, including but not limited to such Part.

26. REVOCATION OF THE SCHEME:

In the event of any of the said sanctions and approvals referred to in clause 24 above not being obtained and/or complied with and/or satisfied and/or this Scheme not being sanctioned by the NCLT under section 230-232 of the Act and other applicable provisions of the Act and the rules framed thereunder, as the case may be, and/or order or orders not being passed as aforesaid, this Scheme shall stand revoked, cancelled and be of no effect and in that event, no rights and liabilities whatsoever shall accrue to or be incurred inter se the Transferor Company and the Transferee Company or their respective shareholders or creditors or employees or any other person save and except in respect of any act or deed done prior thereto as is contemplated hereunder or as to any right, liability or obligation which has arisen or accrued pursuant thereto and which shall be governed and be preserved or worked out in accordance with the applicable law and in such case, each company shall bear its own costs unless otherwise mutually agreed. Further, the board of directors, including any committee or sub-committee thereof, of the Transferor Company and the Transferee Company shall be entitled to revoke, cancel and declare the Scheme to be of no effect if such boards are of the view that the coming into effect of the Scheme in terms of the provisions of this Scheme could have adverse implication on the Companies.

27. VALIDITY OF EXISTING RESOLUTIONS:

Upon the coming into effect of this Scheme, the resolutions, if any, of Transferor Company, which are valid and subsisting on the Effective Date, shall continue to be valid and subsisting and be considered as resolutions of Transferee Company and if any such resolutions have any monetary limits approved under the provisions of the Act or any other applicable statutory provisions, then the said limits shall be added to the limits, if any, under like resolutions passed by Transferee Company and shall constitute aggregate of the said limits in Transferee Company.

28. EXPENSES CONNECTED WITH THE SCHEME:

- 28.1. Except as stated in Clause 28.2 below, each Company shall bear its own costs, charges and expenses in relation to the transactions contemplated herein.
- 28.2. All costs, charges and expenses in respect of the Amalgamation of the Transferor Company with the Transferee Company in terms of or pursuant to the Scheme and in relation to the registration and the stamping of the Sanction Orders including registration charges, stamp duty, transfer charges/duty/fees and all other expenses in respect of the Amalgamation, including transfer of all properties, if any, in terms of or pursuant to the Scheme shall be borne by the Transferee Company.

29. POWER TO REMOVE DIFFICULTIES:

The Board of Directors of the Companies, either by themselves or through a committee appointed by them in this behalf, may jointly and as mutually agreed in writing:

- 29.1. give such directions (acting jointly) as may be mutually agreed in writing by the Companies as they may consider necessary to settle any question or difficulty arising under this Scheme or in regard to and of the meaning or interpretation of this Scheme or implementation thereof or in any matter whatsoever connected therewith, or to review the position relating to the satisfaction of various conditions of this Scheme and if necessary, to waive any of those.
- 29.2. do all acts, deeds and things as may be necessary, desirable or expedient for carrying the Scheme into effect.

Rashmi Shah FCA
Registered Valuer with IBBI Registration No.: IBBI/RV/06/2018/10240
For R V Shah & Associates
Chartered Accountants
 108, Sujata, Station Road, Malad E, Mumbai – 400 097
 M: +91 98202 99754 | E: rashmi@rvs-ca.com

To,

The Board of Directors

Responsive Industries Limited

Betegaon Mahagaon Road, Boisar East, Taluka Palghar, Thane Betegaon,
 Maharashtra – 401501

The Board of Directors

Axiom Cordages Limited

Gut No 114 B & 120, Betegoan Village, Boisar East, Thane – 401501

Recommendation of fair share exchange ratio for the proposed merger of Axiom Cordages Limited with Responsive Industries Limited

I, Rashmi Shah FCA, Registered Valuer (Securities or Financial Assets) with IBBI Reg. No. IBBI/RV/06/2018/10240, refer to our discussions, whereby I have been requested by the Management of Responsive Industries Limited and Axiom Cordages Limited (hereinafter collectively referred to as the ‘Management’) to issue a report containing recommendation of fair share exchange ratio for the proposed merger of Axiom Cordages Limited (hereinafter referred to as ‘Axiom’ or the ‘Transferor Company’) with Responsive Industries Limited (hereinafter referred to as ‘Responsive’ or the ‘Transferee Company’) (hereinafter referred to as the ‘Scheme’).

We recommend a share exchange ratio of 100 (One Hundred) Equity Share of Responsive of Re. 1/- each fully paid up for every 81 (Eighty One) Equity Shares of Axiom of Rs. 10/- each fully paid up based on the valuation undertaken by us. Please find enclosed a narrative report detailing our valuation analysis.

All information contained herein with respect to the valuation subject is provided to us by you / your authorized personnel only. The contents of our report have been reviewed in detail by the Management, who have also confirmed to us the factual accuracy. We understand that you agree with the contents of this report (especially fact based) and nothing has been concealed from us that could have had a bearing on the valuation. If you have any questions or require additional information, please do feel free to contact us.

Respectfully submitted,



Rashmi Shah FCA

Registered Valuer No.: IBBI/RV/06/2018/10240

ICAI Membership Number: 123478

Place: Mumbai

Date: 25th November 2021

ICAI UDIN: 21123478AAAAMM4817

Contents

Engagement Background.....	3
Corporate Overview - Responsive	4
Corporate Overview - Axiom	5
SEBI Guidelines for pricing of equity shares	6
Valuation Methodologies	7
Share exchange ratio recommendation	9
Limiting Conditions	11
Sources of Information	12
Addendum	13
Valuation of equity shares of Responsive using Market Price method	13



Engagement Background

Rashmi Shah FCA, Registered Valuer (Securities or Financial Assets) with IBBI Reg. No. IBBI/RV/06/2018/10240 has conducted a valuation to determine the fair share exchange ratio relating to the proposed amalgamation of Axiom Cordages Limited with Responsive Industries Limited. The Appointed Date as proposed by the Management is 1st April 2021. The Valuation Analysis date considered by us is 25th November 2021 ('Valuation Date').

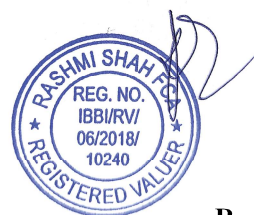
The Amalgamation of the Transferor Company with the Transferee Company are likely to result in the following benefits:

- The Transferor Company is a subsidiary of the Transferee Company. A consolidation of the Transferor Company and the Transferee Company by way of amalgamation would lead to a more efficient utilization of capital, integration of business functions and lead to synergies in operation arising from consolidation of various projects leading to efficient utilization of resources.
- Consolidation of business in one single entity will provide several benefits including streamlining the structure by reducing the multiplicity of legal and regulatory compliances and rationalization of costs.
- Upon amalgamation of the Transferor Company with the Transferee Company, the rights and interests of the shareholders or other stakeholders of the Transferee Company shall not be affected and the Scheme shall not be prejudicial to the interest of the shareholders or the stakeholders of the Transferor Company. The shareholders would consolidate their holdings and leverage the share value consequent in higher profitability.
- The proposed arrangement as specified under the Scheme will provide greater integration and flexibility to the Transferee company and strengthen its position in the industry, in terms of assets, base, revenue, product and service range.
- The creditors of the Transferor Company are not likely to be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together). Further even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.

The valuation has been conducted in compliance with the Scheme of Amalgamation is presented under Section 230-232 of the Companies Act, 2013, the other applicable provisions of the Companies Act, 2013 and rules framed thereunder, for the said Valuation Purpose.

The share exchange ratio has been arrived at on the basis of a relative valuation of the companies based on various factors relevant to each company.

We have performed the valuation analysis, to the extent possible, in accordance with the Valuation Standards, 2018 issued by the Institute of Chartered Accountants of India ('IVS').



Corporate Overview - Responsive

Responsive was incorporated on 13th July 1982 under the Companies Act, 1956 and has its registered office situated at Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane Betegaon – 401501, Maharashtra, India. The CIN of the company is L65100MH1982PLC027797.

Responsive is engaged in the business of manufacturing, production, processing, trading, dealing in all varieties, characteristics, descriptions, strength, applications, colours and uses of plastic goods / PVC products and materials including lumps, powders, pipes, films, tubes, fibers, twines, laminates, granules sheets, blocks, chips, flakes, bars, flooring, sheets rigid their compounds, by products, co-products, formulation, intermediaries, ingredients, residues, mixtures and blends made of PVC, polymers, nylons, HDPE, PP, LDPE, Polystyrene, monomers, elastomers, resins and polyesters. It is also engaged in processing, producing and manufacturing synthetic cables, ropes and products.

Responsive was initially incorporated as Sinhal Holdings Limited and the name was changed to Responsive Polymers Limited with effect from 27 January 2006. Thereafter, the name was changed into Responsive Industries Limited with effect from 04 January 2007.

The shares of the Responsive are currently listed on BSE Limited and National Stock Exchange of India Limited ('BSE' and 'NSE' respectively).

The shareholding pattern of the Company as is as below:

Name of Shareholder	No. of shares held	% Shareholding
Promoter & Promoter Group	13,23,25,527	49.58%
Public	13,45,87,173	50.42%
Total	26,69,12,700	100.00%

Axiom Cordages Limited holds 4,418,330 (1.66%) Equity shares in Responsive Industries Limited.



Corporate Overview - Axiom

Axiom is a public limited company incorporated on 15 April 1999 under the Companies Act, 1956, has its registered office situated at Gut No 114 B & 120, Betegoan Village, Boisar East, Thane – 401501, Maharashtra, India. The CIN for the company is U25209MH1999PLC119427.

Axiom was initially incorporated as Arpeeta Plastics Private Limited and the said name was changed into Rapid Plastics Private Limited with effect from 08 June 2000 and again the same was changed to Arpeeta Plastics Private Limited with effect from 07 July 2000. Thereafter the Company has made an application for conversion of a Company into a Public Limited Company on 19 July, 2000 and the Registrar of Companies, Maharashtra, Mumbai vide its Certificate dated 25 August, 2000 approved the said application for conversion of Company from Arpeeta Plastics Private Limited into Arpeeta Plastics Limited. Thereafter, the name of the Company was changed to Axiom Impex International Limited with effect from 10 June 2002 and further changed to its present name, being Axiom Cordages Limited with effect from 20 January 2010.

Axiom is engaged in the business of articles made out of plastic / polymers including production and supply of synthetic ropes, which are used in the shipping industry, construction industry etc.

The shares of the Transferor Company are not listed on any stock exchange.

Axiom holds 44,18,330 (1.66%) Equity shares in Responsive.

The shareholding pattern of the Company as is as below:

Name of Shareholder	No. of shares held	% Shareholding
Promoter	3,21,74,725	97.85%
• Responsive Industries Limited (Holding Company)	2,95,50,725	89.87%
• Wellknown Business Ventures LLP	26,24,000	7.98%
Public	7,08,477	2.15%
Total	32,883,202	100.00%



SEBI Guidelines for pricing of equity shares

The valuation has been conducted in compliance with the SEBI circular CFD/DIL3/CIR/2017/21 dated 10th March 2017 and Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (ICDR Regulations), which prescribe guidelines for pricing of shares to be as below:

Pricing of equity shares

Regulation 164 of the ICDR Regulation deals with pricing of frequently traded shares. 'Frequently traded shares' as defined under the ICDR Regulations is as below:

“164 (5). For the purpose of this Chapter, “frequently traded shares” means the shares of the issuer, in which the traded turnover on any recognised stock exchange during the twelve calendar months preceding the relevant date, is at least ten per cent of the total number of shares of such class of shares of the issuer:

Provided that where the share capital of a particular class of shares of the issuer is not identical throughout such period, the weighted average number of total shares of such class of the issuer shall represent the total number of shares.

Explanation: For the purpose of this regulation, ‘stock exchange’ means any of the recognised stock exchange(s) in which the equity shares of the issuer are listed and in which the highest trading volume in respect of the equity shares of the issuer has been recorded during the preceding twenty-six weeks prior to the relevant date.”

We understand that the shares of Responsive Industries Limited are infrequently traded as the trading volume of the equity shares of Responsive was less than 10% of the total number of shares during the twelve calendar months preceding the relevant date.

Regulation 165 of the ICDR Regulation deals with pricing of infrequently traded shares. The relevant extract of the said Regulation 165 is given below: *“165. Where the shares of an issuer are not frequently traded, the price determined by the issuer shall take into account the valuation parameters including book value, comparable trading multiples, and such other parameters as are customary for valuation of shares of such companies: Provided that the issuer shall submit a certificate stating that the issuer is in compliance of this regulation, obtained from an independent valuer to the stock exchange where the equity shares of the issuer are listed.”*

In the present case since equity shares of Responsive are listed on BSE and NSE and the shares are not frequently traded (in terms of Regulation 164(5) of the ICDR Regulations), we have not considered the methodology prescribed under Regulation 164(1) of the ICDR Regulations. We have considered the market price of Responsive based on the volume weighted average price as per NSE, for an appropriate period, as one of the methods for valuation of the shares of Responsive.



Valuation Methodologies

As per the Scheme, the equity shareholders of Axiom will be issued equity shares of Responsive as consideration for the proposed merger of Axiom with Responsive. In accordance with IVS, arriving at the fair Share Exchange Ratio would require determining the fair value of the equity share of Axiom in terms of the fair value of the equity share of Responsive. These values are to be determined independently but on a relative basis, and without considering the proposed Transaction.

The three main valuation approaches are the asset approach, income approach and market approach. There are several commonly used and accepted methods including those set out in the IVS, within the asset approach, income approach and market approach, for determining the relative fair value, which can be considered in the present case, to the extent relevant and applicable, to arrive at the Share Exchange Ratio for the purpose of proposed merger, such as:

1. Asset Approach - Net Asset Value method
2. Income Approach – Discounted Cash Flows method
3. Market Approach – Market Price method

It should be understood that the valuation of any company or its assets is inherently imprecise and is subject to certain uncertainties and contingencies, all of which are difficult to predict and are beyond our control. In performing our analysis, we made numerous assumptions with respect to industry performance and general business and economic conditions, many of which are beyond the control of the Companies.

Asset Approach - Net Asset Value (NAV) Methodology

Asset base valuation is based on the value of underlying net assets of the business, either on a book value basis / replacement cost / realizable value basis. Under the Net Assets Value (NAV) approach, the book value of the net assets, i.e. the assets less external liabilities is considered, and such value is divided by the number of shares of the company to arrive at the book value of the company's shares. This approach represents the value with reference to the historical cost of the assets owned by the Company and attached liabilities as at the Valuation Date.

We have considered the NAV method to determine the value of equity shares of Axiom as it is a closely held asset-heavy manufacturing company and we thus understand NAV method to be an appropriate method to determine value of its equity shares. The shares of Axiom are valued on a "going concern" basis and an actual realization of the operating assets is not contemplated. We have considered it appropriate to determine value of equity shares of Responsive using the NAV method as the shares of the company are not frequently traded as of the Valuation Date and we have therefore determined the value of shares using other methods, one such method being the NAV method.



Income Approach – Discounted Cash Flows method (‘DCF’)

Income approach is a valuation approach that converts maintainable or future amounts (e.g., cash flows or income and expenses) to a single current (i.e. discounted or capitalized) amount. The fair value measurement is determined based on the value indicated by current market expectations about those future amounts.

Under the DCF method, the projected free cash flows to the firm are discounted at the weighted average cost of capital. The sum of the discounted value of such free cash flows is the value of the firm. Using the DCF analysis involves determining the following:

Estimating future free cash flows:

Free cash flows are the cash flows expected to be generated by the company that are available to all providers of the company’s capital – both debt and equity.

Appropriate discount rate to be applied to cash flows i.e., the cost of capital:

This discount rate, which is applied to the free cash flows, should reflect the opportunity cost to all the capital providers (namely shareholders and creditors), weighted by their relative contribution to the total capital of the company. The opportunity cost to the capital provider equals the rate of return the capital provider expects to earn on other investments of equivalent risk.

We have considered the DCF method to determine the value of equity shares of Axiom for the said Valuation Purpose.

Market Price (‘MP’) Method

The market price of an equity share as quoted on a stock exchange is generally considered as the value of the equity share wherein shares are being regularly traded. In the present case, the equity shares of Responsive are listed on BSE and NSE. We understand that the said shares are not being frequently traded (in terms of Regulation 164(5) of the ICDR Regulations. However, since the market value of a company reflects the investors’ perception of the true worth of the company, we have considered an average of the volume weighted average prices for 2 weeks, 1 month, 3 months and 60 trading days up to the Valuation Date.



Share exchange ratio recommendation

To arrive at the share exchange ratio, we have conducted a relative valuation of both the transferee (Responsive) and the transferor (Axiom). This implies that determining the fair share exchange ratio for the proposed amalgamation of Axiom with Responsive would require us to determine the fair value of equity shares of Axiom in relation to the fair value of equity shares of Responsive. The valuation has to be determined without considering the current transaction. To the extent relevant and applicable to the given case, we have considered the following commonly adopted and accepted valuation methods (as applicable) for determining the fair share exchange ratio:

- Discounted Cash Flows (DCF) method under income approach
- Market Price method under market approach
- Net Asset Value (NAV) method under cost approach



Recommendation of Share Swap Ratio for the proposed amalgamation of Axiom Cordages Limited into Responsive Industries Limited

The share exchange ratio as determined by us is shown in the table below:

Share exchange ratio for the proposed amalgamation of Axiom with Responsive				
Valuation approach	Responsive Industries Limited		Axiom Cordages Limited	
	Value per share (INR)	Weight (%)	Value per share (INR)	Weight (%)
Asset approach - NAV method	36.0	25%	129.6	50%
Income approach - DCF method	NA	NA	116.2	50%
Market approach - Market Price method	121.1	75%	NA	NA
Relative value per share	99.8		122.9	
Fair share exchange ratio	100 shares of Responsive for 81 shares of Axiom			

We recommend a share exchange ratio of 100 (One Hundred) Equity Share of Responsive of Re. 1/- each fully paid up for every 81 (Eighty One) Equity Shares of Axiom of Rs. 10/- each fully paid up based on the valuation undertaken by us.

The shares of Axiom are valued on a “going concern” basis and an actual realization of the operating assets is not contemplated. We consider it appropriate not to determine the realizable or replacement value of the assets. The operating assets have therefore been considered at their book values under the NAV method. We have considered the NAV method to determine the value of equity shares of Axiom as it is a closely held asset-heavy manufacturing company and we thus understand NAV method to be an appropriate method to determine value of its equity shares. Further, we have considered the NAV method for valuing equity shares of Responsive as the shares of the company are not frequently traded.

We have considered the Discounted Cash Flows (‘DCF’) method for the said Valuation Purpose to determine the value of equity shares of Axiom. We were not provided with the financial projections of Responsive considering the fact that it would contain forward looking price sensitive information. Hence, DCF method has not been used to determine value of equity shares of Responsive.

The equity shares of Responsive are infrequently traded shares as per the ICDR Regulations. Hence, we have not determined the value of such equity shares in accordance with Regulation 164(1) of the ICDR Regulations. However, we have considered Market Price method to determine value of equity shares of Responsive since the market value of a company reflects the investors’ perception about the true worth of the company, In doing so, we have considered an average of the volume weighted average prices for 2 weeks, 1 month, 3 months and 60 trading days up to the Valuation Date.



Limiting Conditions

- Valuation analysis and results are specific to the purpose of valuation mentioned in this report as per agreed terms of our engagement. It may not be valid for any other purpose or as at any other date. Also, it may not be valid if done on behalf of any other entity.
- We do not accept any liability to any third party in relation to the issue of this valuation report. Our valuation report cannot be used for any other purpose.
- We have relied on information and projections as provided by the Management of the Company. We assume no responsibility for the accuracy and completeness of information and will not be held liable for it under any circumstances. We have not conducted an audit, or due diligence, or reviewed / validated the projections / financial data provided by the Management.
- Our analysis is based on the market conditions and the regulatory environment that currently exists. However, changes to the same in the future could impact the company and the industry it operates in, which may impact our valuation analysis.
- Neither we nor any of our affiliates are responsible for updating this report because of events or transactions occurring subsequent to the date of this report.
- We have not assessed the commercial reasons behind the transaction and have only determined the fair share exchange ratio.
- The said valuation is not undertaken for tax purpose.



Sources of Information

The following sources of information have been utilized in conducting the valuation:

For Axiom

- Audited balance sheet and P&L Statement for the year ended 31st March 2021
- Audited balance sheet and P&L Statement for the period ended 30th September 2021
- Projected financials for the period 01st October 2021 to 31st March 2026
- Shareholding pattern
- Business description

For Responsive

- Publicly available share price information
- Audited balance sheet and P&L Statement for the year ended 31st March 2021
- Unaudited balance sheet and P&L Statement for the period ended 30th September 2021
- Shareholding pattern
- Business description

Draft scheme of Amalgamation

Discussions with the Management

During the discussions with the Management, we have also obtained explanations and information considered reasonably necessary for our exercise. The Management has been provided with the opportunity to review the draft report (excluding the recommended share exchange ratio) as part of our standard practice to make sure that factual inaccuracies/ omissions are avoided in our final report.



Addendum

Valuation of equity shares of Responsive using Net Asset Value (NAV) method

Valuation of equity shares of Responsive using Net Asset Value (NAV) method		
Particulars (Amount in INR)	Book Value	Fair value
Assets		
Property, plant and equipment	3,212,078,857	3,212,078,857
Investments	68,544,177	68,544,177
Cash and Cash Equivalents	32,084,322	32,084,322
Bank Balances & others	133,450,896	133,450,896
Other Financial Assets	12,189,546	12,189,546
Other Current Assets	121,426,321	121,426,321
Trade receivables	779,074,921	779,074,921
Loans	1,700,050	1,700,050
Inventories	1,347,481,788	1,347,481,788
Investments in Subsidiaries	4,505,847,316	7,395,109,100
Investments in Others	93,450	93,450
Other Financial Assets	324,070,063	324,070,063
Income tax Asset (net)	3,265,109	3,265,109
Other Non Current Assets	1,155,941	1,155,941
Total assets	10,542,462,756	13,431,724,540
Liabilities		
Non current Borrowings	1,488,094,271	1,488,094,271
Current Borrowing	1,658,513,185	1,658,513,185
Provisions	41,103,198	41,103,198
Deferred tax liabilities (Net)	138,854,313	138,854,313
Trade Payables	393,589,801	393,589,801
Other current liabilities	89,067,724	89,067,724
Provisions	1,444,387	1,444,387
Other Financial Liabilities	9,871,018	9,871,018
Other Financial Liabilities	4,366,826	4,366,826
Total liabilities	3,824,904,723	3,824,904,723
Net asset value (NAV)	6,717,558,033	9,606,819,817
Number of equity shares	266,912,700	266,912,700
Value per share (INR)	25.2	36.0



Valuation of equity shares of Responsive using Market Price method

Date	VWAP (INR)	Date	VWAP (INR)
26-Aug-21	122.2	11-Oct-21	126.7
27-Aug-21	125.2	12-Oct-21	125.7
30-Aug-21	126.5	13-Oct-21	126.7
31-Aug-21	125.5	14-Oct-21	127.4
01-Sep-21	124.9	18-Oct-21	125.4
02-Sep-21	126.7	19-Oct-21	122.9
03-Sep-21	129.8	20-Oct-21	121.3
06-Sep-21	128.4	21-Oct-21	121.4
07-Sep-21	127.0	22-Oct-21	121.0
08-Sep-21	127.4	25-Oct-21	118.9
09-Sep-21	129.2	26-Oct-21	118.9
13-Sep-21	129.2	27-Oct-21	118.6
14-Sep-21	130.4	28-Oct-21	115.6
15-Sep-21	133.1	29-Oct-21	116.7
16-Sep-21	131.7	01-Nov-21	116.7
17-Sep-21	128.0	02-Nov-21	118.6
20-Sep-21	123.8	03-Nov-21	120.4
21-Sep-21	123.3	04-Nov-21	122.5
22-Sep-21	124.8	08-Nov-21	121.3
23-Sep-21	125.9	09-Nov-21	121.9
24-Sep-21	125.2	10-Nov-21	123.3
27-Sep-21	125.5	11-Nov-21	122.4
28-Sep-21	123.9	12-Nov-21	122.3
29-Sep-21	122.9	15-Nov-21	123.5
30-Sep-21	121.5	16-Nov-21	122.8
01-Oct-21	122.4	17-Nov-21	121.4
04-Oct-21	123.0	18-Nov-21	116.9
05-Oct-21	126.1	22-Nov-21	113.2
06-Oct-21	132.3	23-Nov-21	112.9
07-Oct-21	126.9	24-Nov-21	115.7
08-Oct-21	126.5	25-Nov-21	116.5
		2 weeks	118.4
		1 month	119.1
		3 months	123.5
		60 trading days	123.5
			121.1



Valuation of equity shares of Axiom using Net Asset Value (NAV) method

Valuation of equity shares of Axiom using Net Asset Value (NAV) method		
Particulars (Amount in INR)	Book value	Fair value
Assets		
Property, Plant and Equipment	866,577,120	866,577,120
Investments	30,330,532	30,330,532
Interest accrued on Security deposit & Fixed deposits	1,307,121	1,307,121
Cash and Cash Equivalents	71,898,389	71,898,389
Bank Balances & others	19,285,566	19,285,566
Interest accrued on Loan to Related Parties	44,443,299	44,443,299
Other Receivables	158,550	158,550
Security Deposit	103,395	103,395
Advances for Purchases of Goods and Services	7,094,082	7,094,082
Prepaid expenses	1,260,025	1,260,025
Recoverable from Government authorities (net)	14,411,239	14,411,239
Trade receivables	102,086,373	102,086,373
Inventories	138,094,214	138,094,214
Income tax Asset (net)	7,732,760	7,732,760
Investment in Holding Company	66,450,410	535,207,922
Axiom Cordages Limited (Hong Kong)	1,205,141,505	1,252,603,143
Investments	36,750	36,750
Deferred Tax Assets (Net)	37,078,049	37,078,049
Loan to Parent Company	1,183,500,000	1,183,500,000
Security Deposit	6,520,960	6,520,960
Prepaid Rent	4,350,911	4,350,911
Total assets	3,807,861,249	4,324,080,399
Liabilities		
Working Capital Loan	20,570,904	20,570,904
Provisions	2,367,769	2,367,769
Trade Payables	13,793,498	13,793,498
Other payables*	15,936,539	15,936,539
Advances from Customers	10,268,524	10,268,524
Statutory Dues	537,397	537,397
Provisions	139,297	139,297
Total liabilities	63,613,929	63,613,929
Net asset value (NAV)	3,744,247,320	4,260,466,470
Number of equity shares	32,883,202	32,883,202
Value per share (INR)	113.87	129.56



Recommendation of Share Swap Ratio for the proposed amalgamation of Axiom Cordages Limited into Responsive Industries Limited

Valuation of equity shares of Axiom using Discounted cashflow (DCF) method

Particulars (Amounts in INR Mn)		01-Oct-21 to 31-Mar-22	01-Apr-22 to 31-Mar-23	01-Apr-23 to 31-Mar-24	01-Apr-24 to 31-Mar-25	01-Apr-25 to 31-Mar-26	Perpetuity
Revenue		415.2	1,123.9	1,202.6	1,286.7	1,312.5	1,365.0
% y-o-y growth				7.00%	7.00%	2.00%	4.00%
Earnings before Interest, Taxes, Depreciation & Amortisation (EBITDA)		120.1	221.9	265.9	311.9	314.4	326.9
% EBITDA		28.91%	19.74%	22.11%	24.24%	23.95%	23.95%
Cash inflows		120.1	221.9	265.9	311.9	314.4	326.9
Cash outflows							
Capital expenditure		0.0	-	-	-	-	-
Incremental working capital		253.9	103.4	34.4	32.6	27.7	76.4
Income tax		-	22.2	74.7	68.1	71.7	95.2
Total cash outflows		253.9	125.6	109.1	100.8	99.5	171.6
Net cash flows		(133.8)	96.3	156.8	211.1	214.9	155.3
Discount rate	15.60%	93.01%	80.46%	69.60%	60.21%	52.08%	
Sum of present value of cash flows (A)	301.1	(124.4)	77.5	109.1	127.1	111.9	
Perpetuity value	1,338.7						
Present value of perpetuity value (B)	697.2						
Enterprise value (A+B)	998.3						
Add: Cash and equivalents	92.5						
Add: Fair value of investments	3,395.4						
Less: Debt	(20.6)						
Add: Income tax asset	7.7						
Equity value (INR Mn)	4,473.4						
Add: Stub period adjustment on enterprise value between 01 Oct 2021 to 25 Nov 2021	21.6						
Adjusted equity value (INR Mn)	4,495.0						
Number of shares	32,883,202						
Value per share (INR)	136.7						
Discount for illiquidity	15%						
Value per share (INR)	116.2						



**FAIRNESS OPINION REPORT ON VALUATION FOR THE
PROPOSED SCHEME OF MERGER BY ABSORPTION**

OF

AXIOM CORDAGES LIMITED

WITH

RESPONSIVE INDUSTRIES LIMITED

AND

THEIR RESPECTIVE SHAREHOLDERS

By



Navigant

Navigant Corporate Advisors Limited
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25TH NOVEMBER, 2021

SEBI Registered Category I Merchant Banker

SEBI Registration No. INM000012243



Notice to Reader

Navigant Corporate Advisors Limited (“Navigant” / “NCAL” or “Authors of the Report”) is a SEBI registered ‘Category I’ Merchant banker in India and was engaged by Board of Directors of Responsive Industries Limited (“RIL” or “Transferee Company”) to prepare an Independent Fairness Opinion Report (“Report”) with respect to providing an independent opinion and assessment as to fairness of Valuation Report and Swap ratio determined by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA)(“Valuer”) an Independent Valuer for the purpose of intended proposed Merger of Axiom Cordages Limited (“ACL” or “Transferor Company”) into RIL pursuant to a Scheme of Arrangement under section 230 to 232 and other applicable clauses of the companies Act, 2013 (“Scheme”).

RIL and ACL are collectively referred as “Companies”.

The Fairness Opinion Report (“Report”) has been prepared on the basis of the review of information provided to Navigant and specifically the Report on Swap ratio (hereinafter referred as Valuation Report) prepared by Valuer as an independent valuer. The report does not give any valuation or suggest any swap ratio; however, this report is limited to provide its fairness opinion on the Valuation Report.

The information contained in this Report is selective and is subject to updations, expansions, revisions and amendment. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent.

This Report is based on data and explanations provided by the management and certain other data culled out from various websites believed to be reliable. Navigant has not independently verified any of the information contained herein. Neither the Company nor Navigant, nor affiliated bodies corporate, nor the directors, shareholders, managers, employees or agents of any of them, makes any representation or warranty, express or implied, as to the accuracy, reasonableness or completeness of the information contained in the Report. All such parties and entities expressly disclaim any and all liability for or based on or relating to any such information contained in, or errors in or omissions from, this Report or based on or relating to the Recipients’ use of this Report.



Date: 25th November, 2021

To,
The Board of Directors
Responsive Industries Limited
Betegaon, Mahagaon Road, Boisar East,
Taluka Palghar, Dist. Thane, Betegaon – 401501,
Maharashtra, India

Dear Members of the board,

Engagement Background

We Understand that the Board of Directors of Axiom Cordages Limited (“ACL” or the “Transferor Company”) and Responsive Industries Limited (“RIL” or the “Transferee Company”) are considering a Scheme of Arrangement between ACL and RIL and their respective Shareholders (“the Scheme”) for Merger under the provisions of Sections 230 to 232 read with Section 52 and 66 and other relevant provisions of the Companies Act, 2013, as may be applicable, and also read with Section 2(1B) and other relevant provisions of the Income-tax Act, 1961, as may be applicable, for Merger of ACL and vesting of the same in RIL on a going concern basis.

We understand that the Valuation as well as the swap ratio thereof is based on the Valuation Certificate dated 25th November, 2021 issued by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) (IBBI Registration No. IBBI/RV/06/2018/10240) (“Valuer”).

We, Navigant Corporate Advisors Limited, a SEBI registered Category-I Merchant Banker, have been engaged by RIL to give a fairness opinion (“Opinion”) on Valuation Certificate dated 25th November, 2021 issued by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) (IBBI Registration No. IBBI/RV/06/2018/10240) (“Valuer”).

Background of the Companies

Axiom Cordages Limited (hereinafter referred to as “ACL” or the “Transferor Company”) is an unlisted public company, limited by shares, incorporated on 15th April 1999 under the Companies Act, 1956 and registered with the Registrar of Companies, Maharashtra, Mumbai with Corporate Identity Number U25209MH1999PLC119427. The registered office of the Transferor Company is situated at Gut No 114 B & 120C, Betegoan Village, Boisar East, Thane – 401501, Maharashtra, India. The Transferor Company is inter alia engaged in the business of articles made out of plastic / polymers including production and supply of synthetic ropes, which are used in the shipping industry, construction industry etc.

The Transferor Company was initially incorporated as Arpeeta Plastics Private Limited and the said name was subsequently changed into Rapid Plastics Private Limited with effect from 8th June 2000. and again the same was changed to Arpeeta Plastics Private Limited with effect from 7th July 2000. Thereafter the Company has made an application for conversion of a Company into a Public Limited Company on 19th July, 2000 and the Registrar of Companies, Maharashtra, Mumbai vide its Certificate dated 25th August, 2000 approved the said application for conversion of Company from Arpeeta Plastics Private Limited into Arpeeta Plastics Limited. Thereafter, the name of the Company was again changed to Axiom Impex International Limited with effect from 10th June 2002 and further changed to its



present name, being Axiom Cordages Limited with effect from 20th January 2010.

The Transferor Company is subsidiary of the Transferee Company, where the Transferee Company holds 89.87 % shares in the Transferor Company.

Responsive Industries Limited (hereinafter referred to as “RIL” or the “Transferee Company”) is a listed public company, limited by shares, incorporated on 13th July 1982 under the Companies Act, 1956 and is registered with Registrar of Companies, Maharashtra, Mumbai with Corporate Identity Number L65100MH1982PLC027797. The registered office of the Transferee Company is situated at Betegaon, Mahagaon Road, Boisar East, Taluka Palghar, Dist. Thane, Betegaon – 401501, Maharashtra, India. The Transferee Company is inter alia engaged in the business of manufacturing, production, processing, trading, dealing in all varieties, characteristics, descriptions, strength, applications, colours and uses of plastic goods / PVC products and materials including lumps, powders, pipes, films, tubes, fibers, twines, laminates, granules sheets, blocks, chips, flakes, bars, flooring, sheets rigid their compounds, by products, co-products, formulation, intermediaries, ingredients, residues, mixtures and blends made of PVC, polymers, nylons, HDPE, PP, LDPE, Polystyrene, monomers, elastomers, resins and polyesters. The Transferee Company is also engaged in processing, producing and manufacturing synthetic cables, ropes and products.

The Transferee Company was initially incorporated as “Sinhala Holdings Limited” and the name was changed to “Responsive Polymers Limited” with effect from 27th January 2006. Thereafter the name was changed into Responsive Industries Limited with effect from 4th January 2007.

The equity shares of the Transferee Company are listed on the BSE Limited and the National Stock Exchange of India Limited (“Stock Exchanges”).

Transaction Overview and Rational

It is proposed to Merge by absorption of Axiom Cordages Limited into Responsive Industries Limited. This arrangement would inter alia have the following benefits:

1. The Transferor Company is a subsidiary of the Transferee Company with common management, practices and is engaged in similar business activities. The Board of Directors of the Transferor Company and the Transferee Company are of the opinion that it shall be advantageous to consolidate the Indian operations and simplify the group structure in order to efficiently and economically manage the Transferee Company and Transferor Company as a single entity. With the aforesaid objective, it is proposed that the Transferor Company be amalgamated with the Transferee Company pursuant to this Scheme (defined hereunder) which would, inter alia result in the following benefits:
2. A consolidation of the Transferor Company and the Transferee Company by way of amalgamation would lead to a more efficient utilization of capital and cashflow, enhanced goodwill, integration of business functions and manpower which would lead to synergies in operation arising from consolidation of various projects and products leading to efficient utilization of resources including benefits arising out of economies of large scale, enhanced bargaining power, enhanced research and development capabilities and lower operating costs.



3. Consolidation of business in one single entity will provide several benefits including streamlining the structure by reducing the duplicity of administrative functions, multiplicity of legal and regulatory compliances and rationalization of costs.
4. Upon amalgamation of the Transferor Company with the Transferee Company, the rights and interests of the shareholders or other stakeholders of the Transferee Company shall not be affected and the Scheme shall not be prejudicial to the interest of the shareholders or the stakeholders of the Transferor Company. The shareholders would consolidate their holdings and leverage the share value consequent in higher profitability.
5. The proposed arrangement as specified under the Scheme will provide greater integration and flexibility to the Transferee company and strengthen its position in the industry, in terms of assets, base, revenue, product and service range.
6. The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together). Further even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.
7. The amalgamation shall result in transfer of capital assets from the Transferor Company to the Transferee Company and such transfer shall be tax neutral under the provisions of Income-tax Act, 1961.

The Proposed Scheme is beneficial, advantageous and not prejudicial to the interest of Shareholders, Creditors and other Stakeholders of both the Companies involved.

Information relied upon:

We have prepared the fairness opinion report on the basis of the information provided to us and inter alia the following:

- Share Exchange ratio report by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) dated 25th November, 2021;
- Other information and explanations as provided by the management.

Further, we had discussions on such matters which we believe are necessary or appropriate for the purpose of issuing the valuation report.

We assume no responsibility for the legal, tax, accounting or structuring matters including, but not limited to, legal or title concerns. Title to all subject business assets is assumed to be good and marketable and we would urge the company to carry out the independent assessment of the same prior to entering into any transaction, after giving due weightage to the results of such assessment.

We have been informed that all information relevant for the purpose of issuing the Fairness Opinion report has been disclosed to us and we are not aware of any material information that has been omitted or that remains undisclosed.



Valuation Summary:

Some of the methods considered by the valuer for arriving at fair value of shares of a company are as under:

Valuation methods are broadly classified into –

Cost Approach – Net Asset Value (NAV) method

The value under cost approach is determined based on the underlying value of the assets which could be on book value basis, replacement cost basis or on the basis of realizable value. Under NAV method, total value of the business is based on the Net Assets Value either on book value or realizable value or replacement cost basis. NAV methodology is most applicable for the business where the value lies in the underlying assets and not the ongoing operations of the business. NAV method does not capture the future earning capacity of the business.

Income Approach – Discounted Cash Flows (DCF) method

- Under the Income Approach, business is valued by converting maintainable or future amount of cash flows to a single current amount either through discounting or capitalization. DCF Method seeks to arrive at the value of the business based on its future cash flows generating capability and the risks associated with the said cash flows. FCFF or free cash flows to the firm (“FCFF”) represents the cash available for distribution to both the owners and the creditors of the business. Risk-adjusted discount rate or Weighted Average Cost of Capital (“WACC”) is applied to free cash flows in the explicit period and that in perpetuity. Adjustments pertaining to debt, surplus/non-operating assets including investments, cash & bank balance and contingent assets/liabilities and other liabilities, as relevant, are required to be made in order to arrive at the value for equity shareholders. The total value for the equity shareholders so arrived is then to be divided by the number of equity shares to arrive at the value per equity share of the company.

Market Approach – Market Price method

- Under the Market Price method, the market price of an equity share as quoted on a recognized Stock Exchange is normally considered as the value of the equity shares of that company, where such quotations are arising from the shares being regularly and frequently traded. Generally, market value is reflective of the investors’ perception about the actual worth of the company. However, in certain situations, the value of the share as quoted on the stock market would not be regarded as a proper index of the fair value of the share especially where the market values are fluctuating in a volatile capital market. Further in case of amalgamation, where the value of shares of one company is required to be evaluated against the value of shares of another company, the volume of shares traded and available for trading on the stock exchange over a reasonable period would have to be of a comparable standard.



Market Approach – Comparable Companies’ Multiple (CCM) method

- Under CCM Method, the value of shares of the subject company is determined on the basis of multiples derived from valuations of comparable companies. Relevant multiples need to be chosen carefully and adjusted for differences between the circumstances. The Comparable Companies’ Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences, such as growth potential, past track record, size, company dynamics, etc.

The valuation is based, on the aforesaid methods as described below:

VALUATION OF ACL:

Drivers in choosing the method of valuation analysis:

- Information
 - Availability
 - Reliability
- Characteristics
- Current and future cash flow status.

To determine the value of ACL, Valuer has considered Discounted Cash Flow Method under Income Method on going concern assumption and Net Asset Value method.

VALUATION OF RIL

Value of RIL has been calculated as a weighted average of the Following:

- The Equity Shares of RIL are infrequently traded shares as per the ICDR Regulations, However, Market Price method was used to determine value of equity shares of RIL since the market value of a company reflects the investors’ perception about the true worth of the company, In doing so, an average of the volume weighted average prices for 2 weeks, 1 month, 3 months and 60 trading days up to the Valuation Date has been considered.
- Also, NAV method for valuing equity shares of RIL as the shares of the company are not frequently traded.

Conclusion ratio:-

“100 (One Hundred) equity shares of the RIL of Re. 1 each, fully paid up to be issued for every 81 (Eighty One) equity shares of Rs. 10 each held by ACL Shareholders” (the “Share Exchange Ratio”).

Exclusions and Limitations

Our opinion and analysis is limited to the extent of review of the valuation report by the valuer and the Draft scheme document. In connection with the opinion, we have



- A) Reviewed the Draft Scheme Document and the valuation report by the valuer dated 25th November, 2021.
- B) Reviewed financials for RIL and ACL for the year ended March 31, 2021.
- C) Held discussions with the valuer, in relation to the approach taken to valuation and the details of various methodologies utilized by them in preparing the valuation report and recommendations;
- D) Sought various clarifications with the respective senior management teams of ACL and RIL;
- E) Reviewed historical stock prices and trading volumes of RIL at NSE and BSE Limited;
- F) Reviewed such other information and explanations as we have required and which have been provided by the management of ACL and RIL.

This opinion is intended only for the sole use and information of RIL and in connection with the Scheme, including for the purpose of obtaining judicial and regulatory approvals for the Scheme or the purpose of complying with the SEBI regulations and requirement of stock exchanges on which the company is listed, and for no other purpose. We are not responsible in any way to any person/party/statutory authority for any decision of such person or party or authority based on this opinion. Any person/party intending to provide finance or invest in the shares/business of either ACL and/or RIL or their subsidiaries /joint ventures/associates shall do so after seeking their own professional advice and after carrying out their own due diligence procedures to ensure that they are making an informed decision.

For the purpose of this assignment, Navigant has relied on the Valuation Certificate for the proposed “Scheme of Arrangement” of ACL and RIL and their respective shareholders and information and explanation provided to it, the accuracy whereof has not been evaluated by Navigant. Navigant’s work does not constitute certification or due diligence of any past working results and Navigant has relied upon the information provided to it as set out in working results of the aforesaid reports.

Navigant has not carried out any physical verification of the assets and liabilities of the companies and takes no responsibility on the identification and availability of such assets and liabilities.

We hereby give our consent to present and disclose the Fairness Opinion in the general meetings of the shareholders of ACL and RIL and to the Stock Exchanges and to the Registrar of Companies. Our opinion is not, nor should it be construed as our opining or certifying the compliance of the proposed scheme of Arrangement with the provisions of any law including companies, taxation and capital market related laws or as regards any legal implications or issues arising thereon.

The information contained in this report is selective and is subject to updating, expansions, revisions and amendment, if any. It does not purport to contain all the information recipients may require. No obligation is accepted to provide recipients with access to any additional information or to correct any inaccuracies which might become apparent. Recipients are advised to independently conduct their own investigation and analysis of the business of the Companies. The report has been prepared solely for the purpose of giving a fairness opinion on Valuation Certificate issued for the proposed Scheme of Arrangement between ACL and RIL and their respective shareholders, and may not be applicable or referred to or quoted in any other context.

Our opinion is dependent on the information provided to us being complete and accurate in all material respects. Our scope of work does not enable us to accept responsibility for the accuracy and completeness of the information provided to us. The scope of our assignment does not involve



performing audit tests for the purpose of expressing an opinion on the fairness or accuracy of any financial or analytical information used during the course of our work. As such we have not performed any audit, review or examinations of any of the historical or prospective information used and, therefore, do not express any opinion with regard to the same. In addition, we do not take any responsibility for any changes in the information used for any reason, which may occur subsequent to this date.

One should note that valuation is not an exact science and that estimating values necessarily involves selecting a method or approach that is suitable for the purpose. Moreover, in this case where the shares of the company are being issued as consideration to the shareholders of ACL, it is not the absolute valuation that is important for framing an opinion but the relative valuation of the company vis-a-vis shares of ACL.

We have assumed that the Final Scheme will not differ in any material respect from the Draft Scheme Document shared with us.

We do not express any opinion as to any tax or other consequences that might arise from the Scheme on ACL, RIL and their respective shareholders, nor does our opinion address any legal, tax, regulatory or accounting matters, as to which we understand that the respective companies have obtained such advice as they deemed necessary from qualified professionals. We have undertaken no independent analysis of any potential or actual litigation, regulatory action, possible unasserted claims, government investigation or other contingent liabilities to which ACL, RIL and/or their associates/ subsidiaries, are or may be party.

The company has been provided with an opportunity to review the Draft Opinion as part of our standard practice to make sure that factual inaccuracy/omissions are avoided in our Final Opinion.

Our Opinion is not intended to and does not constitute a recommendation to any shareholder as to how such holder should vote or act in connection with the Scheme or any matter thereto.

Our Fairness Opinion:

Based upon valuation work carried out by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA), we are of the opinion that the purpose of the proposed merger by absorption of ACL into RIL are fair, from a financial point of view.

The fairness of the Proposed Merger is tested by:

- (1) Considering whether the Valuation methods adopted by Rashmi Shah, Chartered Accountant & Registered Valuer (SFA) depict a correct picture on the value of shares of all companies;
- (2) Calculating the fair market value of companies;
- (3) Considering qualitative factors such as economies of scale of operations, synergy benefits that may result from the proposed Merger of ACL into RIL.



The rationale for Share Exchange ratio as explained above, will be issued as assumed by the Valuer is justified.

We are in opinion that, Valuer is justified by taking the Fair Value of Companies, and covers each aspect of valuation.

This being of our best of professional understanding, we hereby sign the Fairness Opinion report on valuation.

For Navigant Corporate Advisors Limited



Sarthak Vijlani
Managing Director



We listen. We're responsive.

Date : September 08, 2021

COMPLAINTS REPORT

Part A

Sr. No.	Particulars	Number
1.	Number of complaints received directly	0
2.	Number of complaints forwarded by Stock Exchanges/ SEBI	0
3.	Total Number of complaints/comments received (1+2)	0
4.	Number of complaints resolved	0
5.	Number of complaints pending	0

Part B

Sr. No.	Name of complainant	Date of complaint	Status (Resolved/Pending)
1.	N.A.		
2.	N.A.		
3.	N.A.		



RESPONSIVE INDUSTRIES LIMITED

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

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CIN NO. L65100MH1982PLC027797



DCS/AMAL/MJ/R37/2222/2020-21

"E-Letter"

February 14 ,2022

The Company Secretary,
RESPONSIVE INDUSTRIES LTD.
 Village Betegaon, Mahagaon Road,
 Boisar (East), Palghar, Thane- 401501.

Dear Sir,

Sub: Observation letter regarding the amended Scheme of Amalgamation between Axiom Cordages Limited and Responsive Industries Limited and their respective Shareholders.

We are in receipt of the Draft Scheme of Amalgamation of Responsive Industries Limited as required under SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017; SEBI vide its letter dated February 14, 2022 has inter alia given the following comment(s) on the draft scheme of Arrangement:

- **"Company shall ensure that additional information and undertakings, if any, submitted by the Company, after filing the scheme with the stock exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges."**
- **"Company shall ensure compliance with the said Circular dated March 10, 2017."**
- **"Company is advised that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the SEBI (ICDR) Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval."**
- **"Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old."**
- **"Company is advised that the observations of SEBI/Stock exchange(s) shall be incorporated in the petition to be filed before Hon'ble National Company Law Tribunal ('NCLT') and the company is obliged to bring the observations to the notice of Hon'ble NCLT."**
- **"It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments / observations / representations."**

Accordingly, based on aforesaid comment offered by SEBI, the company is hereby advised:

- To provide additional information, if any, (as stated above) along with various documents to the Exchange for further dissemination on Exchange website.
- To ensure that additional information, if any, (as stated aforesaid) along with various documents are disseminated on their (company) website.
- To duly comply with various provisions of the circulars.

In light of the above, we hereby advise that we have no adverse observations with limited reference to those matters having a bearing on listing/de-listing/continuous listing requirements within the provisions of Listing Agreement, so as to enable the company to file the scheme with Hon'ble NCLT.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the scheme, it shall disclose information about unlisted company involved in the format prescribed for abridged prospectus as specified in the circular dated March 10, 2017.



BSE Limited (Formerly Bombay Stock Exchange Ltd.)
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 Corporate Identity Number: U67130MH2005PL15518B

Kindly note that as required under Regulation 37(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the validity of this Observation Letter shall be six months from the date of this Letter, within which the scheme shall be submitted to the NCLT.

The Exchange reserves its right to withdraw its 'No adverse observation' at any stage if the information submitted to the Exchange is found to be incomplete / incorrect / misleading / false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Agreement, Guidelines/Regulations issued by statutory authorities. Please note that the aforesaid observations does not preclude the Company from complying with any other requirements.

Further, it may be noted that with reference to Section 230 (5) of the Companies Act, 2013 (Act), read with Rule 8 of Companies (Compromises, Arrangements and Amalgamations) Rules 2016 (Company Rules) and Section 66 of the Act read with Rule 3 of the Company Rules wherein pursuant to an Order passed by the Hon'ble National Company Law Tribunal, a Notice of the proposed scheme of compromise or arrangement filed under sections 230-232 or Section 66 of the Companies Act 2013 as the case may be **is required to be served upon the Exchange seeking representations or objections if any.**

In this regard, with a view to have a better transparency in processing the aforesaid notices served upon the Exchange, the Exchange has **already introduced an online system of serving such Notice along with the relevant documents of the proposed schemes through the BSE Listing Centre.**

Any service of notice under Section 230 (5) or Section 66 of the Companies Act 2013 seeking Exchange's representations or objections if any, **would be accepted and processed through the Listing Centre only and no physical filings would be accepted.** You may please refer to circular dated February 26, 2019 issued to the company.

Yours faithfully,

Sd/-
Prasad Bhide
Manager

National Stock Exchange Of India Limited

Ref: NSE/LIST/27707_II

February 14, 2022

The Company Secretary
Responsive Industries Limited
Mahagaon Road, Betegaon Village,
Boisar (East), Palghar,
Thane – 401 501

Kind Attn.: Ms. Rishika Puri

Dear Madam,

Sub: Observation Letter for draft composite scheme of amalgamation between Axiom Cordages Limited and Responsive Industries Limited and their respective shareholders.

We are in receipt of draft composite scheme of amalgamation between Axiom Cordages Limited (ACL) (“Transferor Company”) and Responsive Industries Limited (REIL) (“Transferee Company”) and their respective shareholders vide application dated July 21, 2021.

Based on our letter dated January 17, 2022 submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, as amended from time to time, (hereinafter referred to as ‘the Circular’), kindly find following comments on the draft scheme:

- a. *The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchange, and from the date of receipt of this letter is displayed on the websites of the listed company and the stock exchanges.*
- b. *The Companies involved in the scheme shall duly comply with various provisions of the Circular dated March 10, 2017.*
- c. *The Company is advised that the information pertaining to all the Unlisted Companies involved in the scheme shall be included in the format specified for abridged prospectus as provided in Part E of Schedule VI of the ICDR Regulations, 2018, in the explanatory statement or notice or proposal accompanying resolution to be passed, which is sent to the shareholders for seeking approval.*
- d. *The Company shall ensure that the financials in the scheme including financials considered for valuation report are not for period more than 6 months old.*
- e. *The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before Hon’ble NCLT and the company is obliged to bring the observations to the notice of Hon’ble NCLT.*

This Document is Digitally Signed

f. It is to be noted that the petitions are filed by the company before Hon'ble NCLT after processing and communication of comments/observations on draft scheme by SEBI/stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Further, where applicable in the explanatory statement of the notice to be sent by the company to the shareholders, while seeking approval of the Scheme, it shall disclose information about unlisted companies involved in the format prescribed for abridged prospectus as specified in the Circular.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our “No objection” in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines/ Regulations issued by statutory authorities.

The validity of this “Observation Letter” shall be six months from February 14, 2022 within which the scheme shall be submitted to NCLT.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path: NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status.

Yours faithfully,
For National Stock Exchange of India Limited

Harshad Dharod
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL:
<https://www.nseindia.com/companies-listing/raising-capital-further-issues-main-sme-checklist>

This Document is Digitally Signed

REPORT ADOPTED BY THE BOARD OF DIRECTORS OF RESPONSIVE INDUSTRIES LIMITED (“THE COMPANY”) AT ITS MEETING HELD ON FRIDAY THE 26th DAY OF NOVEMBER 2021, EXPLAINING THE EFFECT OF SCHEME OF AMALGAMATION OF AXIOM CORDAGES LIMITED WITH RESPONSIVE INDUSTRIES LIMITED ON EQUITY SHAREHOLDERS, KEY MANAGERIAL PERSONNEL, PROMOTERS AND NON-PROMOTER SHAREHOLDERS

Background:

1. The Board of Directors (“**the Board**”) of **RESPONSIVE INDUSTRIES LIMITED (“the Company”)** at its meeting held on November 26, 2021, approved the Scheme of Amalgamation of AXIOM CORDAGES LIMITED (“**ACL**” or “**Transferor Company**”) with RESPONSIVE INDUSTRIES LIMITED (“**RIL**” or “**Transferee Company**”), the Holding Company (hereinafter referred to as “Scheme”), for amalgamation of ACL with RIL, to be implemented under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013.
2. In terms of the Section 232(2)(c) of the Companies Act, 2013, the Board is required to adopt a report explaining the effect of the amalgamation and arrangement on Equity Shareholders, Key Managerial Personnel, Promoters and Non-Promoter shareholders of the Company, laying out in particular the share exchange ratio, if any.
3. This report of the Board is accordingly being made in pursuance to the requirements of Section 232(2)(c) of the Companies Act, 2013.
4. The following documents were placed before the Board for the purpose of making this report:
 - Revised Draft Scheme;
 - Revised Report of Audit Committee dated November 26, 2021;
 - Revised Valuation Report dated November 25, 2021 issued by Ms. Rashmi Shah Jain, Independent Chartered Accountants, Registered Valuer, setting out the exchange ratio (“Valuation Report”);
 - Fairness Opinion Report dated November 25, 2021 issued by Navigant Corporate Advisors Limited, SEBI registered Category - I Merchant Bunker.

Effect of the Scheme on equity shareholders (promoter shareholders and non-promoter shareholders), employees and KMPs of the Company:

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



5. So, far as the Equity Shareholders of the Company upon approval of Scheme are concerned, they would continue to be the shareholders of the Company and there will not be any change in the status of the Equity Shareholders.
6. However, the Equity Shares held by the Transferor Company in the Transferee Company would be cancelled and no shares shall be issued against such cancellation.
7. Axiom Cordages Limited, the Transferor Company is a Promoter of the Company holding 44,18,330 Equity shares. The shareholding of the Transferor Company in the Company shall be cancelled post the Merger. The other Promoters of the Company holding Equity shares in the Transferor Company shall get 100 (One Hundred) Equity shares of the Company of Re. 1 each, fully paid up to be issued for every 128 (One Hundred and Twenty Eight) Equity shares of Rs. 10 each held in the Transferor Company. However, post Amalgamation, the total Promoter shareholding will decrease from 49.58% to 49.03%. Further, Mrs. Rohini Rishab Agarwal, shareholder of Transferor Company would be categorised under Promoter Group in the Transferee Company upon allotment of shares pursuant to merger.
8. Mr. Mehal Vala, Whole-Time Director & CEO, Mr. Mrunal Shetty, Director & CFO and Mr. Ankit Panditi, Company Secretary & Compliance Officer of the Company occupy the same designation in the Transferor Company and hence there will be no change in the status of the Key Managerial Personnel of the Company.

By order of the Board

For **RESPONSIVE INDUSTRIES LIMITED**

Mehul Vala
Whole-Time Director & CEO
DIN: 08361696



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CIN NO. L65100MH1982PLC027797

For the Shareholders of Axiom Cordages Limited
This Document consists of 11 printed pages
April 29, 2023

Applicable Information in the format specified for Abridged Prospectus (as provided in Part D of Schedule VIII of the SEBI (ICDR) Regulations, 2009)

This document contains information pertaining to unlisted entity involved in the proposed Scheme of Amalgamation between Axiom Cordages Limited (“Axiom” or the “Transferor Company”) and Responsive Industries Limited (“RIL” or the “Transferee Company”) and their respective shareholders (“Scheme”) in terms of requirements specified in SEBI Circular CFD/DIL3/CIR/2017/21 dated 10th March, 2017 (“SEBI Circular”). Equity shares of the Transferee Company are already listed on BSE Limited. (“BSE”) and National Stock Exchange of India Limited (“NSE”). Pursuant to the Scheme there is no issue of equity shares to public at large except to the existing shareholders of the Transferor Company. The equity shares to be issued would be listed BSE under Regulation 19 of Securities Contracts (Regulation) Rules, 1957. Therefore the requirement of GID (General Information Document) is not applicable and this abridged prospectus be read accordingly.

AXIOM CORDAGES LIMITED

Registered Office: Gut No 114 B & 120C, Betegoan Village, Boisar East, Thane – 401501, Maharashtra, India

Contact Person: Ms. Mohini Sharma Tel.: 022-6636-2727/2704/9820305046 E-mail: investor@responsiveindustries.com CIN: U25209MH1999PLC119427.

PROMOTERS OF THE TRANSFEROR COMPANY

Sr. No.	Name of the Promoters
1.	Atit O. Agarwal, Promoter
2.	Rishabh Rajkumar Agarwal, Promoter
3.	Swati Atit Agarwal, Promoter
4.	Rohini Rishab Agarwal, Promoter
5.	Mavi Business Ventures LLP, Promoter Group
6.	Wellknown Business Ventures LLP, Promoter Group
7.	Responsive Industries Limited, Promoter Group

DETAILS OF THE SCHEME

1. Relationship between the companies under the Scheme.

Axiom Cordages Limited (Transferor Company) is a wholly owned subsidiary of the Transferee Company, where the Transferee Company holds 89.87 % shares in the Transferor Company.

2. Brief Particulars of the Scheme.

In terms of the Scheme, It is proposed to amalgamate the Transferor Company into the Transferee Company by this Scheme, as a result of which the shareholders of the Transferor Companies shall directly hold shares in the Transferee Company. The details with respect to meeting of the shareholders (e-Voting) of the Transferee Company as convened in accordance with Sections 230 to 232 of the Companies Act, 2013 and e-Voting required as

per SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 where the Scheme would be placed before the shareholders will be published in two newspapers as may be directed by the National Company Law Tribunal ("NCLT"), Ahmedabad Bench having jurisdiction over the Transferee Company.

DETAILS ABOUT THE BASIS FOR THE SHARE EXCHANGE RATIO IN ACCORDANCE WITH THE PROPOSED SCHEME IS PROVIDED IN THE MERGER REPORT AND FAIRNESS OPINION REPORT WILL BE AVAILABLE ON THE WEBSITES OF THE TRANSFEREE COMPANY AND THE STOCK EXCHANGE.

ELIGIBILITY

- In compliance with SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 and in accordance with the Abridged Prospectus as provided in Part D of Schedule VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to the extent applicable;
- The equity shares sought to be listed are proposed to be allotted by the Transferee Company to the shareholders of the Transferor Company, pursuant to a Scheme to be sanctioned by the jurisdictional NCLT(s) under Sections 230 to 232 of the Companies Act, 2013;
- The percentage of shareholding of pre-scheme public shareholders of the listed entity (Transferee Company in the present case) and the Qualified Institutional Buyers (QIBs) of the unlisted entity (Transferor Company in the present case), in the post scheme shareholding pattern of the "merged" company shall not be less than 25%.
- The merged entity i.e. the Transferee Company will not issue/reissue any shares not covered under the Draft Scheme; the in-principle approval for the scheme was being granted by the Stock Exchanges i.e. BSE and NSE.
- Except as disclosed in this Abridged Prospectus, as on date of application, there are no outstanding, warrants/instruments/agreements which gives right to any person to acquire equity shares in the Transferee Company at any future date To the extent such convertible instruments are stipulated in the Scheme, the percentage referred above shall be computed after giving effect to the consequent increase of capital on account of conversion outstanding as well as on the assumption that the options outstanding, if any, to subscribe for additional capital will be exercised; and

INDICATIVE TIMETABLE

This Abridged Prospectus is filed pursuant to the Scheme, and is not an offer to public at large. Given that the Scheme requires approval of various regulatory authorities including and primarily, the jurisdictional NCLT(s), the time frame cannot be established with certainty. However in general, it may take 5 to 6 months after the Shareholders meeting.

COMPANY'S ABSOLUTE RESPONSIBILITY

The Transferor Company, having made all reasonable inquiries, accepts responsibility for and confirms that the Abridged Prospectus contains all information with regard to the Transferor Company and the Transferee Company and the Scheme, which is material in the context of this Scheme, that the information contained in the Abridged Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes the Abridged Prospectus as a whole or any such information or the expression of any such opinions or intentions misleading in any material respect.

GENERAL RISK

Not Applicable as the proposed offer is not for public at large.

LISTING

The Equity Shares offered through the Scheme are proposed to be listed on the BSE Limited and National Stock Exchange of India Limited.

PRICE INFORMATION OF LEAD MANAGER

Price Information Not Applicable

Since the proposed issue is not to public shareholders but to the shareholders of the Transferor Company pursuant to Scheme between the Transferor Company and the Transferee Company.

Name of Statutory Auditor:

Shah & Taparia, Chartered Accountants,
203, Center Point Building, 100, Dr. Babasabheb Ambedkar Road,
Opp. Bharatmata Theatre, Lalbaug, Parel, Mumbai – 400012
Tel:- 022-42116800 Fax:- 022-40220314
Email:- info@shahtaparia.com

INDEX

Sr. No	Content	Page no.
1.	Promoters of the Transferor Company	5
2.	Business Model/Business Overview and Strategy	5
3.	Capital Structure of Axiom	5
4.	Directors of the Transferor Company	8
5.	Rationale of the Scheme	8
6.	Shareholding Pattern of the Transferor Company as on September 30, 2022	9
7.	Basis of Issue Price	9
8.	Internal Risk Factors	9
9.	Other Regulatory and Statutory Disclosures	9
10.	Summary of Outstanding Litigation, Claims, Regulatory Action of the Transferor Company	10
11.	Declaration by the Transferor Company	10

PROMOTERS OF THE TRANSFEROR COMPANY

Sr. No.	Name of the Promoters
1.	Atit O. Agarwal, Promoter
2.	Rishabh Rajkumar Agarwal, Promoter
3.	Swati Atit Agarwal, Promoter
4.	Rohini Rishabh Agarwal, Promoter
5.	Mavi Business Ventures LLP, Promoter Group
6.	Wellknown Business Ventures LLP, Promoter Group
7.	Responsive Industries Limited, Promoter Group

BUSINESS MODEL/ BUSINESS OVERVIEW AND STRATEGY

The Transferor Company was incorporated under the Companies Act, 1956, in the State of Maharashtra in the name of Arpeeta Plastics Private Limited on 15th April 1999 and the said name was subsequently changed into Rapid Plastics Private Limited with effect from 8th June 2000 and again the same was changed to Arpeeta Plastics Private Limited with effect from 7th July 2000. Thereafter, the Company has made an application for conversion of a Company into a Public Limited Company on 19th July, 2000 and the Registrar of Companies, Maharashtra, Mumbai vide its Certificate dated 25th August, 2000 approved the said application for conversion of Company from Arpeeta Plastics Private Limited into Arpeeta Plastics Limited. Thereafter, the name of the Company was again changed to Axiom Impex International Limited with effect from 10th June 2002 and further changed to its present name, being Axiom Cordages Limited with effect from 20th January 2010.

The Axiom Cordages Limited is inter alia engaged in the business of articles made out of plastic / polymers including production and supply of synthetic ropes, which are used in the shipping industry, construction industry etc.

Capital Structure of Axiom

Capital Structure of Axiom:

The details of the Authorized, Issued, Subscribed and Paid-up share capital of Axiom as on March 31, 2023, is as under:

Particulars	Rupees
Authorized Capital	
80,00,00,00 Equity Shares of Face value Rs. 10/- each	80,00,00,000.00
Total	
	80,00,00,000.00
Issued, Subscribed and Paid-up	
32,88,32,02 Equity Shares of Face value Rs. 10/- each	32,88,32,020.00
Total paid up share capital	32,88,32,020.00

Board of Directors of Axiom:

Sr. No.	Name of the Director	Designation	DIN
1.	Mr. Rishabh Rajkumar Agarwal	Non-Executive Non-Independent Director, Chairman	05011607

2.	Mr. Mehul Laljibhai Vala	Whole-Time Director & CEO	08361696
3.	Ms. Mita Namonath Jha	Non-Executive Independent Director	07258314
4.	Mr. Sanjiv Swarup	Non-Executive Independent Director	00132716
5.	Mr. Sadanand Raghavendra Morab	Executive Director	09790817

Key Managerial Person of Axiom:

Sr. No.	Name of the Director/KMP	Designation	DIN/ PAN
1.	Mr. Mehul Laljibhai Vala	Whole-Time Director & CEO	08361696
2.	Mr. Sadanand Raghavendra Morab	Executive Director	09790817
3.	Ms. Mohini Sharma	Company Secretary & Compliance Officer	EREPS0323H

List of Promoters of Axiom:

Sr. No.	Name of the Promoters
1.	Atit O. Agarwal, Promoter
2.	Rishabh Rajkumar Agarwal, Promoter
3.	Swati Atit Agarwal, Promoter
4.	Rohini Rishab Agarwal, Promoter
5.	Mavi Business Ventures LLP, Promoter Group
6.	Wellknown Business Ventures LLP, Promoter Group
7.	Responsive Industries Limited, Promoter Group

Financial Snapshot of Subsidiaries of Axiom (Standalone): N.A

Particulars	For the period ended September 30, 2022	Year Ended		
	30.09.2022	2021-22	2020-021	2019-20
Total Income From Operation (Net)	10,102	10835	8542	9907
Net Profit / (Loss) before tax and Extraordinary items	337	1376	-303	18
Net Profit / (Loss) after tax and Extraordinary items	224	982	-4011	20
Net Profit after tax and Comprehensive Income	224	971	-4009	22
Equity Share Capital	3288	3288	3288	3288
Reserve and surplus / other Equity	34810	34654	33683	37692
Net Worth	38098	37943	36971	40981
Earnings per share				
(a) Basic	0.68	2.99	(12.20)	0.06
(b) Diluted	0.68	2.99	(12.20)	0.06
Return on Net worth	0.59%	2.56%	-11%	0.05%
Net Asset Value per share	115.86	115.39	112.43	124.62

DIRECTORS OF THE TRANSFEROR COMPANY

Sr. NO.	Name of the Director and DIN	Designation	Date of appointment	Date of expiration of current term	Experience including current / past position held in other firms
1.	Mr. Rishabh Rajkumar Agarwal	Non-Executive Non-Independent Director, Chairman	02/05/2018	-	
2.	Mr. Mehul Laljibhai Vala	Whole-Time Director & CEO	24/05/2019		
3.	Ms. Mita Namonath Jha	Non-Executive Independent Director	02/05/2022		
4.	Mr. Sadanand Raghavendra Morab	Executive Director	14/11/2022		
5.	Mr. Sanjiv Swarup	Non-Executive Independent Director	27/01/2023		

RATIONALE OF THE SCHEME

The Transferor Company is a subsidiary of the Transferee Company with common management, practices and is engaged in similar business activities. The Board of Directors of the Transferor Company and the Transferee Company are of the opinion that it shall be advantageous to consolidate the Indian operations and simplify the group structure in order to efficiently and economically manage the Transferee Company and Transferor Company as a single entity. With the aforesaid objective, it is proposed that the Transferor Company be amalgamated with the Transferee Company pursuant to this Scheme (defined hereunder) which would, inter alia result in the following benefits:

A consolidation of the Transferor Company and the Transferee Company by way of amalgamation would lead to a more efficient utilization of capital and cashflow, enhanced goodwill, integration of business functions and manpower which would lead to synergies in operation arising from consolidation of various projects and products leading to efficient utilization of resources including benefits arising out of economies of large scale, enhanced bargaining power, enhanced research and development capabilities and lower operating costs.

Consolidation of business in one single entity will provide several benefits including streamlining the structure by reducing the duplicity of administrative functions, multiplicity of legal and regulatory compliances and rationalization of costs.

Upon amalgamation of the Transferor Company with the Transferee Company, the rights and interests of the shareholders or other stakeholders of the Transferee Company shall not be affected and the Scheme shall not be prejudicial to the interest of the shareholders or the stakeholders of the Transferor Company. The shareholders would consolidate their holdings and leverage the share value consequent in higher profitability.

The proposed arrangement as specified under the Scheme will provide greater integration and flexibility to the Transferee Company and strengthen its position in the industry, in terms of assets, base, revenue, product and service range.

The creditors of the Transferor Company will not be affected by the Scheme since the assets of the Transferor and Transferee Companies (taken together) are more than the liabilities of the Transferor and Transferee Companies (taken together). Further even the creditors of the Transferee Company will not be affected by the Scheme since the assets of the Transferor Company are more than the liabilities of the Transferor Company. Further post the amalgamation, the assets of the Transferee Company shall be greater than its liabilities.

The amalgamation shall result in transfer of capital assets from the Transferor Company to the Transferee Company and such transfer shall be tax neutral under the provisions of Income-tax Act, 1961.

Accordingly, the Board of Directors of the Transferor Company and the Transferee Company have formulated this Scheme for the transfer and vesting of all the assets of the Transferor Company with and into the Transferee Company pursuant to the provisions of Sections 230-232 and other relevant provisions of the Companies Act, 2013 (including any statutory modification or reenactment or amendment thereof); and

The Proposed Scheme is beneficial, advantageous and not prejudicial to the interest of Shareholders, Creditors and other Stakeholders of both the Companies involved.

SHAREHOLDING PATTERN OF THE TRANSFEROR COMPANY

Particulars	No. of Shares	% of total share capital
Promoter	32,197,685	97.92
Public	6,85,517	2.08
Total	32,883,202	100

BASIS OF ISSUE PRICE

The Board of Directors of the Transferee Company approved the proposed Scheme which envisages amalgamation of the Transferor Company with itself under Sections 230 to 232 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, as may be applicable, as a result of which the shareholders of the Transferor Company shall hold shares in the Transferee Company.

Rashmi Shah, FCA have issued the valuation report on the Share Exchange Ratio and recommend a fair equity share entitlement ratio for the proposed amalgamation of the Transferor Company into the Transferee Company. As per the Valuation Report dated November 25, 2021, the Valuer has recommended a fair equity share entitlement ratio as follows:

“100 (One Hundred) equity shares of the Transferee Company of Re. 1 each, fully paid up to be issued for every 81 (Eighty One) equity shares of Rs. 10 each held by Transferor Company Shareholders” (the “Share Exchange Ratio”).

INTERNAL RISK FACTOR

1. The Scheme is subject to (i) receipt of Observation Letter/ No-objection Letter from the Stock Exchange(s) on the draft Scheme; (ii) approval of shareholders of the Transferor Company and the Transferee Company; (iii) approval from the applicable Regulatory Authorities; (iv) sanction by the jurisdictional NCLT(s) in accordance with Section 230 to 232 of the Companies Act, 2013; and (iv) receipt of in-principle and final approvals from the Stock Exchanges for listing and trading of the Equity Shares issued by the Transferee Company pursuant to the Scheme. In case, any of these approvals or sanctions are not received, the proposed Scheme will not be Effective.

2. The efforts of Transferee Company in relation to integrating Transferor Company, pursuant to the Scheme becoming Effective, is based on prevailing market conditions and it may not yield timely or effective results at all, which may affect its financial condition and results of operations. The Transferee Company's failure to derive anticipated synergies could expose it to potential risks.
3. Axiom has entered into related party transactions and may continue to do so in the future.

OTHER REGULATORY AND STATUTORY DISCLOSURE

Authority for the issue - The Scheme was approved by the Board of Directors of the Company in their meeting held on July 02, 2021. The same is subject to the approval from the SEBI, Shareholders, Stock Exchanges, applicable Regulatory Authorities and jurisdictional NCLT(s). Expert opinion obtained, if any - Valuation Report and Fairness Opinion

Material Contracts and Documents for Inspection:

1. Memorandum and Articles of Association of the Transferor Company
2. Financial statements and shareholding pattern of the Transferor Company
3. Scheme of Amalgamation
4. Valuation Report and Fairness Opinion for the proposed Scheme
5. Net-worth Certificate of the Transferor Company pre and post Scheme

Time and Place of Inspection of material contracts - Copies of the abovementioned contracts and also the documents for inspection referred to hereunder, may be inspected by sending an email request at cs@foraxiom.com from the date of this Abridged Prospectus until the listing approval.

SUMMARY OF OUTSTANDING LITIGATIONS, CLAIMS AND REGULATORY ACTION OF TRANSFEROR COMPANY

- (A) Total number of outstanding litigations against the Transferor Company and amount involved NIL
- (B) Brief details of top 5 material outstanding litigations against the Transferor Company and amount involved NIL
- (C) Regulatory Action, if any - disciplinary action taken by SEBI or stock exchanges against the Promoters / Group companies of the Transferor Company in last 5 financial years including outstanding action, if any NIL
- (D) Brief details of outstanding criminal proceedings against Promoters of Transferor Company NIL

DECLARATION BY THE TRANSFEROR COMPANY

We hereby declare that all relevant provisions of the Companies Act, 2013 and the guidelines/regulations issued by the Government of India or the guidelines/regulations issued by the Securities and Exchange Board of India, established under section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Abridged Prospectus is contrary to the provisions of the Companies Act, 2013, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued there under, as the case may be. We further certify that all statements in this Abridged Prospectus are true and correct.

Based on the undertaking provided by the Transferee Company, we undertake that at any given time, there shall be only one denomination for the equity shares of the Transferee Company and the Transferee Company shall comply with such disclosure and accounting norms specified by the Board from time to time

For **Axiom Cordages Limited**

Sd/-

Mohini Sharma
Company Secretary
Place: Mumbai
Date: April 29, 2023

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)

I, hereby record my presence at the **NCLT Convened Meeting of Responsive Industries Limited**, held on **Tuesday, June 06, 2023 at 3:00 P.M (IST)** at Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401501, Maharashtra.

DP ID & Client ID No.	DP ID No. _____ Client ID No. _____
Name of Member	
Name of Proxyholder/ Authorised Representative, attending if any*	
Number of Shares held by Member	

**Strike out whichever is not applicable.*

Signature of the Member/Authorized Representative/Proxyholder

Notes:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only Member of the Company or their Proxies or Authorized Representative will be allowed to attend the Meeting.
3. Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of Company in respect of such joint holding will be entitled to vote at the Meeting.

RESPONSIVE INDUSTRIES LIMITED

CIN: L65100MH1982PLC027797

Registered Office: Betegaon, Mahagaon Road, Boisar (East),

Taluka Palghar, Dist. Thane – 401501, Maharashtra

Telephone No.: 022-66562821; Fax: 022-66562798

Website: www.responsiveindustries.com E-mail Id: investor@responsiveindustries.com;

FORM NO. MGT-11

PROXY FORM

*[Pursuant to section 105 of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Member	
Registered Address	
E-mail Id	
DP Id & Client Id	

I/We the undersigned Equity Shareholders of Responsive Industries Limited (CIN: L65100MH1982PLC027797) do hereby nominate and appoint:

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the meeting of the Equity Shareholders of the Company convened pursuant to an Order dated April 28, 2023 of Hon'ble National Company Law Tribunal, Mumbai Bench-I, to be held on **Tuesday, June 06, 2023 at Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401501, Maharashtra** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Special Resolution	Vote (Optional) (Please put a (v) mark)	
1.	Approval of the Scheme of Amalgamation between Axiom Cordages Limited ('Transferor Company') with Responsive Industries Limited ('Transferee Company') and their respective shareholders and pursuant to the provisions of Sections 230-232 other relevant provisions of the Companies Act, 2013 and rules made there under.		

Signed this day of 2023



Signature of the Equity Shareholder(s)

Signature of Proxy holder(s)

Notes:

1. Please affix appropriate Revenue Stamp before putting Signature.
2. A proxy need not be a shareholder of the Company.
3. The Proxy Form in order to be effective shall be duly filled in and signed by the Equity Shareholders(s) across Revenue Stamp and should reach the Company's Registered Office at least 48 hours before the commencement of the meeting (i.e. on Tuesday, June 06, 2023 at 03:00 p.m.).
4. Corporate Equity Shareholders intending to send their authorised representative(s) to attend the meeting are requested to send a certified copy of the Board resolution authorizing their representative(s) to attend and vote on their behalf at the meeting.
5. Alterations, if any made in the form of proxy must be initialed by the shareholder.
6. In case of multiple proxies, the Proxy later in the time shall be accepted.
7. No person shall be appointed as a Proxy who is a minor.

RESPONSIVE INDUSTRIES LIMITED

CIN: L65100MH1982PLC027797

Registered Office: Betegaon, Mahagaon Road, Boisar (East),

Taluka Palghar, Dist. Thane – 401501, Maharashtra

Telephone No.: 022-66562821; Fax: 022-66562798

Website: www.responsiveindustries.com E-mail Id: investor@responsiveindustries.com;**FORM NO. MGT-12**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

POLLING PAPER

FOR NCLT CONVENED MEETING HELD ON TUESDAY, JUNE 06, 2023 AT 3.00 P.M. AT BETEGAON, MAHAGAON ROAD, BOISAR (EAST), TALUKA PALGHAR, DIST. THANE – 401501, MAHARASHTRA

Sr. No.	Particulars	Details
1.	Name of the First Named Shareholder (In block letters)	
2.	Name(s) of the Joint Holder(s), (if any)	
3.	Registered folio No./DP ID No./Client ID No* (*Applicable to investors holding Shares in dematerialized form).	
4.	Number of Equity Shares held	
5.	Class of Share	Equity

I hereby exercise my vote in respect of Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Brief Description of Resolution	Type of Resolution	No. of Equity Shares for Which votes cast	For I/We assent to the Resolution	Against I/We dissent to the Resolution
1.	Approval of the Scheme of Amalgamation between Axiom Cordages Limited ('Transferor Company') with Responsive Industries Limited ('Transferee Company') and their respective shareholders and pursuant to the provisions of Sections 230-232 other relevant provisions of the Companies Act, 2013 and rules made there under.	Special			

Name:

Place:

(Name & Signature of the PROXY)

Signature of the shareholder

Note: Proxy who are attending and voting in this meeting on behalf of some members is requested to first write their name before signing it.

ROUTE MAP OF THE VENUE

