

July 17, 2023

BSE Limited Corporate Relationship Manager, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 505509	National Stock Exchange of India Limited Exchange Plaza, C - 1, Block G, Bandra-Kurla Complex, Bandra (East), Mumbai - 400 051 Stock Symbol: RESPONIND
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Sub: Certified true copy of proceedings of Postal Ballot in accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Dear Sir/ Madam,

This is further to our letter dated June 14, 2023, submitting the Postal Ballot Notice dated May 31, 2023 to the Members of the Company for approval of re-classification of Promoter/ Promoter Group of the Company from 'Promoter and Promoter Group' category to 'Public' category shareholders of the Company in accordance with Regulation 31A of SEBI LODR Regulations.

In this regard, we are attaching herewith certified true copy of the proceedings of the Postal Ballot in accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of SEBI LODR Regulations.

The details of Voting Result on the business transacted through postal ballot in accordance with Regulation 44(3) of SEBI LODR Regulations along with the Scrutinizer's report will be sent in due course.

The said proceedings is also uploaded on the website of the Company at <https://www.responsiveindustries.com/news-announcements/>.

Kindly take the same on your record and acknowledge receipt.

Thanking you,
Yours sincerely,

For **Responsive Industries Limited**



Mohini Sharma
Company Secretary & Compliance Officer

Encl: as above

RESPONSIVE INDUSTRIES LIMITED

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Boisar (East), Tal. Palghar, Dist.
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CIN NO. L65100MH1982PLC027797

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY THE MEMBERS OF RESPONSIVE INDUSTRIES LIMITED ("THE COMPANY") ON SUNDAY, JULY 16, 2023 BY WAY OF POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("THE RULES")

Pursuant to the provisions of Section 108 and 110 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force, guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for holding general meetings / conducting postal ballot process through voting by electronic means ("remote e-voting") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022, and 11/2022 dated December 28, 2022 (collectively, the "MCA Circulars") and any other applicable laws and regulations [together referred to as "the Applicable Laws"], Responsive Industries Limited ("the Company") seeks approval of the Members for the Special Business by way of an Ordinary Resolution as set out in the Notice of Postal Ballot dated May 31, 2023 along with the Explanatory Statement by way of electronic means ("i.e. remote e-voting").

The Notice of Postal Ballot dated May 31, 2023 which comprised resolution proposed for approval of the members and the explanatory statement thereto and reasons thereof was sent to all the Members of the Company on Wednesday, June 14, 2023, whose names appear on the Register of Members/list of beneficial owners as on **Friday, June 09, 2023 ("Cut-Off date")** as received from M/s. Link Intime India Private Limited ("LI IPL") being the Registrar and Share Transfer Agent of the Company.

The Postal Ballot, as per the MCA Circulars meant voting only by electronic means through the remote e-voting facility and accordingly the Members were required to communicate their assent or dissent through the remote e-voting facility only.

In compliance with the MCA circulars, the Company issued a public notice by way of advertisement in the newspapers viz., Financial Express (English Language) Mumbai Lakshadeep (Marathi Language) on Tuesday, June 15, 2023 in respect of Notice of Postal Ballot, completion of dispatch of notice by Email to members on registered emails, manner and duration of remote e-voting, manner of registering email address and other required information. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the Company.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has offered **remote e-voting** facility to all the shareholders. For this purpose, the Company has appointed M/s. Link Intime India Private Limited (hereinafter referred to as "Link Intime" or "Service Provider") for facilitating remote e-voting and is pleased to offer remote e-voting facility as an alternate, to its Shareholders to enable them to cast their votes electronically instead of exercising their votes by physical postal ballot forms.

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

The members were informed that the remote e-voting would not be allowed beyond the aforesaid date and time and the e-voting module was disabled upon expiry of aforesaid period.

The Company has appointed M/s. P. P. Shah & Co., Practising Company Secretaries having address at 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai - 400023 as the scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the applicable laws in a fair and transparent manner.

Accordingly, the following resolution as set out in Item No. 1 of the Notice of Postal Ballot was declared as passed with requisite majority as an Ordinary Resolution on July 16, 2023:

“RESOLVED THAT pursuant to Regulation 31A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory amendments made thereto) and other applicable laws and subject to necessary approvals from the stock exchanges where the equity shares of the Company are listed namely, BSE Limited and National Stock Exchange of India Limited (collectively “Stock Exchanges”), and other appropriate statutory authorities as may be required, approval of the members of the Company be and is hereby accorded for re-classification of the following persons from the ‘Promoter’ and ‘Promoter Group’ category to the ‘Public’ Category shareholder:

Sr. No.	Name	Promoter/ Promoter Group category	No. of shares held	Percentage (%)
1.	Mr. Atit Agarwal	Promoter	7,73,330	0.29
2.	Mrs. Swati Agarwal	Promoter	13,00,010	0.49
3.	Efficient Builders LLP	Promoter Group	15,92,000	0.60
4.	Mavi Business Ventures LLP	Promoter Group	7,78,687	0.29
Total			44,44,027	1.67

RESOLVED FURTHER THAT each of the above persons have separately confirmed that all the conditions specified in Regulation 31A(3) (b) of the SEBI LODR Regulations have been complied with.

RESOLVED FURTHER THAT upon receipt of the necessary approval(s) from the Stock Exchange(s) for reclassification of the above promoter/ promoter group, the Company shall effect such reclassification in the statement of shareholding pattern from the immediate succeeding quarter under Regulation 31 of the SEBI LODR Regulations, and shall ensure necessary compliance under Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and other laws, as may be applicable.

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RESOLVED FURTHER THAT Mr. Mehul Vala, Whole-Time Director & CEO and / or Ms. Mohini Sharma, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient and make all necessary filings including but not limited to making applications to the Stock Exchanges to seek their approval for the re-classification in accordance with the SEBI LODR Regulations and other applicable laws, if any, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubt that may arise in this behalf and to represent before such authorities as may be required and to do and perform all such acts, deeds and things as may be required to give effect to the above resolution.”

Certified true copy

For **Responsive Industries Limited**



Mehul Vala
Whole-Time Director & CEO
DIN: 08361696