

June 07, 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**

**Sub: Submission of Voting Results along with Scrutinizer's Report in accordance with Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")**

Dear Sir/ Madam,

This is to inform you that the NCLT convened Meeting of Equity Shareholders of the Company was held on **Tuesday, June 06, 2023 at 3.00 P.M. (IST)** at Betegaon, Mahagaon Road, Boisar East Taluka Palghar, dist. Thane Betegaon MH 401501, as per the directions of the Hon'ble National Company Law Tribunal, Mumbai Bench-I, vide its order dated April 28, 2023 for the purpose of considering and approving Scheme of Amalgamation of Axiom Cordages Limited (Transferor Company) with Responsive Industries Limited (Transferee Company) and their respective shareholders (Scheme).

In terms of the provisions of the Companies Act, 2013 and Rules made there under and applicable Regulations of SEBI (LODR) Regulations, 2015, the Company has provided remote e-voting facility, e-voting facility at the Meeting and voting by ballot papers to the members at the Meeting. The Scrutinizer's report dated June 06, 2023 issued by CA Avinash J Purohit, WKD and Associates Practicing Chartered Accountant (Membership Number: 165596) is attached as "**Annexure 1**". The resolution as set out in the Notice of the NCLT convened meeting dated May 05, 2023 have been duly approved by the shareholders with requisite majority.

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

The Voting Results along with the Scrutinizer's Report dated June 06, 2023, is uploaded on the website of the Company at <https://www.responsiveindustries.com/news-announcements/>.

Kindly take the same on your record and acknowledge receipt.

Thanking you,

Yours sincerely,

For **Responsive Industries Limited**



**Mohini Sharma**

**Company Secretary & Compliance Officer**

**RESPONSIVE INDUSTRIES LIMITED**

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

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**CIN NO. L65100MH1982PLC027797**

To,  
Mr. M. Raghunatha Bhat  
The Chairman Appointed National Company Law Tribunal,  
Mumbai Bench for the Equity Shareholders' meeting of Responsive Industries Limited,

**Subject: Scrutinizer's Report on remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting of the Equity shareholders of Responsive Industries Limited (the "Company") convened and held on 6th June 2023 as per the directions of the National Company Law Tribunal, Mumbai Bench**

Dear Sir,

As per the directions contained in the Order dated April 28, 2023 of the Hon'ble National Company Law Tribunal, Mumbai Bench (NCLT) bearing reference C.A.(CAA) 55 OF 2022 for convening Meeting of the Equity shareholders of the Company held on June 06, 2023, the undersigned has been appointed as the Scrutinizer to ensure that the process of remote-voting prior to the Meeting, e-voting and through ballot papers at the Meeting, on the resolution contained in the Notice dated May 05, 2023 for the Meeting, prescribed under Section 230 to 232, 108 and other applicable provisions of the Companies Act, 2013 ('the Act') as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Rule 6 Rule 9 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 read with SEBI/HO/CFD/DIL1/CIR/P/2020/249 dated December 22, 2020 and SEBI/HO/CFD/DIL1/CIR/P/2021/0000000665 dated November 23, 2021; as amended ("SEBI Circular") from time to time (to the extent applicable), placed for the approval of the Equity Shareholders of the Company, be carried out in a fair and transparent manner.

The Meeting was held by the physical presence of the Equity Shareholders at Betegaon, Mahagaon Road, Boisar East Taluka Palghar, dist. Thane Betegaon MH 401501 a common venue and in compliance with directions of the NCLT order. The Company had provided e-voting facility at the Meeting for those equity shareholders who did not cast their votes through remote e-voting facility prior to the Meeting.

**Management's Responsibility**

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting of the Equity shareholders on the resolution contained in the Notice of the Meeting of the Equity shareholders of the Company.

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**Scrutinizer's Responsibility**

Our responsibility as a Scrutinizer is to scrutinize and ensure that the voting done through remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "In Favour" or "Against" the resolution, based on the reports generated from the remote e-voting and e-voting systems of Link Intime India Private Limited ('Link Intime'), the agency engaged by the Company to provide facility for remote e-voting prior to the Meeting and e-voting at the Meeting.

As required under Section 230 of the Act read with Rule 6 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India, a Notice of Meeting along with Explanatory Statement under Section 102 of the Act was sent to the Equity shareholders of the Company by electronic means for whose email address were registered and has not dispatched physical copy of the Notice of Meeting along with Explanatory Statement and for others who's email address were not registered, Notice of Meeting along with Explanatory Statement has sent by the courier. In compliance with the provisions of MCA Circulars and directions of the NCLT, the Meeting of the Company was held physically.

**Further to above, We submit our report as under:**

1. The Equity Shareholders holding shares as on the cut-off date i.e. May 29, 2023, were entitled to vote on the proposed resolution set out in the Notice convening the meeting of the Equity Shareholders.
2. The remote e-voting period (prior to the Meeting) remained open from 9.00 a.m. (IST) on June 03, 2023 up to 5.00 p.m. on June 05, 2023 on <https://instavote.linkintime.co.in>. Accordingly, votes cast through remote e-voting up to 5.00 P.M. (IST) of Monday, June 05, 2023 and votes cast through e-voting at the Meeting have been considered for our scrutiny.
3. The following resolution was proposed for approval with requisite majority by remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting by the Equity Shareholders of the Company:

*"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 5 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."*

After the conclusion of the Meeting, the details of voting through remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting were unlocked and verified. A summary of the votes cast by shareholders through remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting with their pattern of voting is as per ANNEXURE-1 attached to this Report.



**W K D & Associates**  
**Chartered Accountants**

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The results of the voting by Equity Shareholders through remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting in respect of the above-mentioned resolution may accordingly be declared by the Chairman of the Meeting or the Company Secretary as authorised in this regard by the Chairman of the Meeting

**For W K D & Associates**  
**Chartered Accountants**  
**Firm Registration Number: 145 219W**

**Avinash J Purohit**  
**Partner**  
**Membership No. 165 596**  
**Place: Boisar**  
**Date: June 6, 2023**  
**UDIN:- 23165596 BGZSBQ 4750**



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**ANNEXURE – 1**

**SUMMARY OF VOTES CAST BY WAY OF REMOTE E-VOTING PRIOR TO THE MEETING AND E-VOTING AT THE MEETING FOR THE RESOLUTION IS GIVEN BELOW: -**

To consider and if thought fit, to pass, with or without modification(s), the arrangement embodied in the Scheme of Amalgamation of Axiom Cordages Limited ("Transferor Company") with Responsive Industries Limited ("Transferee Company") and their respective Shareholders pursuant to Sections 230 to 232 of the Act read with the Companies (Compromises, Arrangement and Amalgamations) Rules, 2016:

l) That the result of the voting of Equity Shareholders (excluding Promoter and Promoter Group) upon the Scheme of Amalgamation by remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting of the Equity shareholders was as follows:

<b>Sr. No</b>	<b>Particulars</b>	<b>No. of Voters</b>	<b>Value of Votes</b>
1.1	Equity Shareholders present in the meeting	61	215
1.2	Equity Shareholders present in the meeting and voted through e-voting system in the meeting	Nil	Nil
1.3	Equity Shareholders present in the meeting who have already voted through remote e-voting process during the prescribed time period before the meeting	Nil	Nil
1.4	Equity Shareholders present in the meeting who have abstained from voting	46	180
1.5	Equity Shareholders present in the meeting voted through ballot paper	15	35
2.1	Equity Shareholders who did not attend the meeting but cast their Vote through Remote e-voting process during the prescribed time period before the meeting	20	95,95,308
3.1	Total Votes Cast in remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting which were considered the purpose of this Report [1.2+1.3+1.5+2.1]	35	95,95,343
4.1	Invalid Votes	4	6
5.1	Total Invalid Votes	4	6
6.1	Votes Against	Nil	
7.1	Votes Against as % of total valid votes cast	Nil	
8.1	Votes in Favour	31	95,95,337
9.1	Votes in Favour as % of total valid votes cast	100%	100%




**W K D & Associates**  
Chartered Accountants

II) That the result of the voting of Equity Shareholders (including Promoter and Promoter Group) upon the Scheme of Amalgamation by remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting of the Equity shareholders was as follows:

Sr. No.	Particulars	No. of Voters	Value of Votes
1.1	Equity Shareholders present in the meeting	61	215
1.2	Equity Shareholders present in the meeting and voted through e-voting system in the meeting	Nil	Nil
1.3	Equity Shareholders present in the meeting who have already voted through remote e-voting process during the prescribed time period before the meeting	Nil	Nil
1.4	Equity Shareholders present in the meeting who have abstained from voting	46	180
1.5	Equity Shareholders present in the meeting voted through ballot paper	15	35
2.1	Equity Shareholders who did not attend the meeting but cast their Vote through Remote e-voting process sharing the prescribed time period before the meeting	25	164809665
3.1	Total Votes Cast in remote e-voting prior to the Meeting, e-voting and through ballot papers at the Meeting which were considered the purpose of this Report [1.2+1.3+1.5+2.1]	40	164809700
4.1	Invalid Votes	4	6
5.1	Total Invalid Votes	4	6
6.1	Votes Against	Nil	Nil
7.1	Votes Against as % of total valid votes cast	Nil	Nil
8.1	Votes in Favour	36	164809694
9.1	Votes in Favour as % of total valid votes cast	100%	100%
Result of Voting (I + II)		The Scheme of Amalgamation was approved by requisite majority/ unanimously by the Equity Shareholders (excluding Promoter and Promoter Group) of the Company	

The Scrutinizer unblocked the votes from the e-voting system of Link Intime and Ballot Papers in our presence: -

  
\_\_\_\_\_  
Witness  
Kobra S. K.

  
\_\_\_\_\_  
Witness  
Ashim Ghosh

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## Annexure 2

Details of voting of Business Transacted as per the notice of NCLT convened Meeting of Equity Shareholders of the Company held on Tuesday, June 06, 2023 at 3.00 P.M. (IST) at Betegaon, Mahagaon Road, Boisar East Taluka Palghar, dist. Thane Betegaon MH 401501

<b>Resolution No. 1.</b>	Special Business
Resolution required (Ordinary/ Special)	Special
Whether promoter/ promoter group are interested in the agenda/ resolution	No
Description of Resolution	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.

Category	Mode of Voting	No. of shares held	No. of Votes polled	% of votes polled	No. of votes in favour	No. of votes against	% of votes in favour	% of votes in against
		<b>1</b>	<b>2</b>	<b>3=2/1*100</b>	<b>4</b>	<b>5</b>	<b>6=4/2*100</b>	<b>7=5/2*100</b>
Promoter and Promoter Group	E-Voting	157,325,527	155,214,357	98.66	155,214,357	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
<b>Total (A)</b>		<b>157,325,527</b>	<b>155,214,357</b>	<b>98.66</b>	<b>155,214,357</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public Institutions	E-Voting	9,52,10,063	95,95,267	10.08	95,95,267	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
<b>Total (B)</b>		<b>9,52,10,063</b>	<b>95,95,267</b>	<b>10.08</b>	<b>95,95,267</b>	<b>0.00</b>	<b>100.00</b>	<b>0.00</b>
Public Non Institutions	E-Voting	14,377,110	41	41	41	0.00	100.00	0.00
	Poll		35	35	35	0.00	0.00	0.00
<b>Total (C)</b>		<b>14,377,110</b>	<b>76</b>	<b>76</b>	<b>76</b>	<b>0.00</b>	<b>0.00</b>	<b>0.00</b>
<b>Grand Total (A+B+C)</b>		<b>266,912,700</b>	<b>164,809,700</b>	<b>61.75</b>	<b>164,809,700</b>	<b>100</b>	<b>100.00</b>	<b>0.00</b>

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Institutions	0
Public - Non Institutions	6