

NOTICE

Notice is hereby given that the Thirty fifth Annual General Meeting of the members of Responsive Industries Limited will be held on Friday 29th September, 2017 at 10 a.m at Hotel Silver Avenue, Ostawal Empire, Next to Big Bazar, Boisar (West), Thane-401 501 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Report of the Auditors thereon.
2. To declare dividend on equity shares at the rate of Rs. 0.10 per equity share for the financial year ended March 31, 2017.
3. To appoint a Director in place of Mr. Atit Agarwal (DIN 02330412), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and Rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendations of the Audit Committee and the Board of Directors, M/s SGCO & Co. LLP, (Firm’s Registration No. 112081W/W100184), be and are hereby appointed as Statutory Auditors of the Company, in place of M/s Haribhakti & Co LLP (Firm’s Registrations No. 103523W) whose tenure expires at the Thirty fifth Annual General Meeting, at such remuneration in connection with the audit of accounts of the Company, as may be mutually agreed between the Audit Committee/ Board of Directors of the Company and the said Auditors.

“**RESOLVED FURTHER THAT** M/s SGCO & Co. LLP, if appointed shall hold the office for a period of five consecutive years, from the conclusion of the Thirty fifth Annual General Meeting till the conclusion of the Fortieth Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting held after the Thirty Fifth Annual General Meeting, and the Audit Committee/Board of Directors of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this resolution.”

5. To approve remuneration of the Cost Auditors for the financial year ending March 31, 2018 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.K. Agarwal & Associates, Cost Accountants appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018, be paid remuneration as set out in the statement annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149,152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S.S. Thakur (holding DIN 00001466), who was appointed as an Independent Director of the Company for a term upto the conclusion of the 35th Annual General Meeting in the calendar year 2017 by the shareholders, be and is hereby re-appointed as an Independent Director of the Company to hold office for five consecutive years for a term up to the conclusion of the 40th Annual General Meeting in the calendar year 2022, not liable to retire by rotation.”

“RESOLVED FURTHER THAT any Director/Company Secretary of the Company be and is hereby requested to do all acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board
For **Responsive Industries Limited**

Place : Mumbai
Date : 30th May, 2017

Ruchi Jaiswal
Company Secretary & Compliance Officer

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a proxy in order to be effective must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books will remain closed from 23rd September, 2017 to 29th September, 2017 (both days inclusive) for the purpose of Annual General Meeting and Dividend on equity shares, if declared at the meeting.
3. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out at item No. 5 & 6 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 3 and 6 of the notice, forms integral part of the notice.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the meeting.
5. Members / Proxies are requested to bring their attendance slips duly filled in along with their copies of the Annual Report to the AGM.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).

Link Intime India Pvt. Ltd.

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083

7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd

8. Members who have not yet encashed their dividend warrants pertaining to dividend for the financial year 2009-10 are requested to have them revalidated and encashed to avoid transfer to Investor Education and Protection Fund (IEPF).
9. Electronic copy of the Notice and Annual Report for 2016-17 is being sent to the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
10. The Annual Report 2016-17 of the Company will be made available on the website of the Company at www.responsiveindustries.com.
11. The route map showing directions to reach the venue of the Thirty fifth AGM is annexed.

12. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and in compliance of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at the 35th Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate voting by electronic means. The facility for voting through polling paper shall be made available at the Annual General Meeting (AGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed P.P. Shah & Co., Practising Company Secretary [Address: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai-400023] as the scrutinizer for conducting remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 26th September, 2017 (09.00 a.m. IST) and ends on Thursday, 28th September, 2017 (05.00 p.m. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22nd September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**RESPONSIVE INDUSTRIES LIMITED**> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

Explanatory statement pursuant to Section 102 of the Companies Act, 2013.

ITEM NO: 4

Business set out at Item No. 4 of this Notice relating to the appointment of Statutory Auditors is an Ordinary business. In terms of the provisions of the Act no explanatory statement is required to be provided for an Ordinary business. However, the explanatory statement on the same is provided here for the purpose of facilitating better understanding of the Members. Pursuant to the provisions of Section 139 of the Act read with applicable Rules framed thereunder, the term of the present Statutory Auditors, M/s Haribhakti & Co LLP, expires at the conclusion of the Thirty fifth Annual General Meeting. In view of the above, the Board of Directors, based on the recommendation of the Audit Committee, proposes the appointment of the M/s SGCO & Co. LLP, (Firm’s Registration No. 112081W/W100184), as the Statutory Auditors of the Company to the Members for their approval. If approved by the Members, the appointment of M/s SGCO & Co. LLP as the Statutory Auditor will be for a period of five consecutive years commencing from the conclusion of Thirty fifth Annual General Meeting till the conclusion of the Fortieth Annual General Meeting (subject to ratification of the appointment by Members at every Annual General Meeting held after the Thirty Fifth Annual General Meeting).

M/s SGCO & Co. LLP has confirmed that their appointment, if made, would be within the limits specified under Section 141 of the Companies Act and that they are not disqualified to be appointed as Statutory Auditor in terms of the provisions of Sections 139(1), 141(2) and 141(3) of the Act and the Companies (Audit and Auditors) Rules, 2014. The Board recommends the resolution, as set out at Item No. 4 of the accompanying Notice, for approval by the Members.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

ITEM NO.: 5

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

On recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s. S.K. Agarwal & Associates, Cost Accountants as Cost Auditor of the Company at a remuneration of Rs. 2,25,000/- (Rupees Two lakh Twenty Five Thousand Only) inclusive of out-of-pocket expenses for conducting the audit of the cost records of the Company for the financial year ending 31st March, 2018.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2018.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO.: 6

Mr. S.S. Thakur is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in November, 2010.

Mr. S.S. Thakur is a Chairman of the Audit Committee, Nomination & Remuneration Committee, Stakeholders Relationship Committee and Whistle Blower Policy. He is CAIIB and Master of Commerce. He was Former Controller of Foreign Exchange, Reserve Bank of India (RBI).

Mr. S.S. Thakur Played a significant role in formulation of key provisions of the Foreign Exchange Regulation Act (FERA), 1973 and in designing policies and procedures for administration of FERA. He has served as Former Senior Advisor, UN International Civil Service.

He was appointed as an Advisor to the Governor, Bank of Zambia and played a key role in relaxation of exchange controls on current and capital account transactions and in formulating and implementing market – oriented banking and foreign exchange policies. He was Former Chairman of HDFC Bank as well as Central Depository Services (India) Limited (CDSL).

Mr. S.S. Thakur is having rich experience and has been actively associated with various Corporations. He holds directorship and membership of the Committees of the Board of Directors (includes only Audit Committee and Stakeholders Relationship Committee) of the under stated other Companies in India:

He is serving as Board member in Kamat Hotels (India) Ltd, KEC International Ltd, Shrenuj and Company Ltd, Urban Infrastructure Venture Capital Ltd, HDFC Securities Ltd, Equity Master Agora Research Pvt. Ltd, Quantum Information Services Pvt. Ltd, Common Sense Living Pvt. Ltd, Harirani Investment And Trading Pvt. Ltd, Quantum Advisors Pvt. Ltd, DSP BlackRock Trustee Company Pvt. Ltd.

He is a Chairperson of Audit Committees in Kamat Hotels (India) Ltd, Shrenuj and Company Ltd, HDFC Securities Ltd, Quantum Advisory Pvt. Ltd, DSP Blackrock Trustee Company Pvt. Ltd. and Chairperson of Stakeholders Relationship Committee in KEC International Ltd. Also Mr. S.S. Thakur is a Member of Audit Committee in KEC International Ltd, Urban Infrastructure Venture Capital Ltd and Member of Stakeholders Relationship Committee in Shrenuj and Company Limited.

Mr. S.S. Thakur does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Mr. S.S. Thakur is proposed to be re-appointed as an Independent Director for five consecutive years for a term up to the conclusion of the 40th Annual General Meeting in the calendar year 2022.

In the opinion of the Board, Mr. S.S. Thakur fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his re-appointment as an Independent Director of the Company and is independent of the management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S.S. Thakur as an Independent Director. Accordingly, the Board recommends the resolution in relation to re-appointment of Mr. S.S. Thakur as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. S.S. Thakur, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6. This Explanatory Statement may also be regarded as a disclosure under Clause 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

By order of the Board
For **Responsive Industries Limited**

Place : Mumbai
Date : 30th May, 2017

Ruchi Jaiswal
Company Secretary & Compliance Officer

Item No.:3

Detail of Director Seeking re-appointment at the 35th Annual General Meeting of the Company.

Name of Director	Mr. Atit Agarwal
DIN	02330412
Date of Birth	20 th April, 1978
Nationality	Indian
Date of Appointment	22 nd August, 2008
Expertise in Specific Functional Area	Banking & Finance
Qualifications	MBA (Finance)
Listed Companies (Other than Responsive Industries Limited) in which Mr. Atit Agarwal holds directorship and the Board Committee membership/chairpersonship	Nil
Number of shares held in the company	7,73,330
Disclosure of relationships between directors inter-se	Nil

Save and except Mr. Atit Agarwal and his relatives, to the extent of their shareholding interest, if any, in the Company, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the notice.

By order of the Board
For **Responsive Industries Limited**

Place : Mumbai
Date : 30th May, 2017

Ruchi Jaiswal
Company Secretary & Compliance Officer

Registered Office:
Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane-401 501
Phone: 022-6656 2821
Fax No: 022- 6656 2798
CIN: L99999MH1982PLC027797
Website: www.responsiveindustries.com
Email: investor@responsiveindustries.com

Route Map to the AGM Venue

AGM Venue:

