

Name of the Company:	Responsive Industries Limited
Date of the Postal Ballot:	October 17, 2018 (Voting start date: November 06, 2018 9:00 Hours to December 05, 2018 17:00 Hours)
Total number of shareholders on record date :	2269 (Cut off date: October 19, 2018)
No. of shareholders present in the meeting either in person or through proxy:	Not Applicable
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing:	Not Applicable
Promoters and Promoter Group:	
Public:	



Resolution No.		1						
Resolution Required : (Ordinary/Special)		Special Resolution for approving the Alteration of Object Clause of the Memorandum of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100
Promoter and Promoter Group	E-Voting	133814527	133035840	99.4181	133035840	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		778687	0.5819	778687	0	100.0000	0.0000
	Total		133814527	100.0000	133814527	0	100.0000	0.0000
Public Institutions	E-Voting	21792723	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	111305450	8642	0.0078	8641	1	99.9884	0.0116
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1324	0.0012	1314	10	99.2447	0.7553
	Total		9966	0.0090	9955	11	99.8896	0.1104
Total		266912700	133824493	50.1379	133824482	11	100.0000	0.0000



Resolution No.		2						
Resolution Required : (Ordinary/Special)		Special Resolution for approving the adoption of a new set of Articles of Association of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]={[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]={[4]/[2]}*100	% of Votes against on votes polled [7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133035840	99.4181	133035840	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		778687	0.5819	778687	0	100.0000	0.0000
	Total		133814527	100.0000	133814527	0	100.0000	0.0000
Public Institutions	E-Voting	21792723	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	111305450	8642	0.0078	8641	1	99.9884	0.0116
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1324	0.0012	1314	10	99.2447	0.7553
	Total		9966	0.0090	9955	11	99.8896	0.1104
Total		266912700	133824493	50.1379	133824482	11	100.0000	0.0000



Resolution No.		3						
Resolution Required : (Ordinary/Special)		Special Resolution for approving the Buyback of its equity shares by Responsive Industries Limited						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133035840	99.4181	133035840	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		778687	0.5819	778687	0	100.0000	0.0000
	Total		133814527	100.0000	133814527	0	100.0000	0.0000
Public Institutions	E-Voting	21792723	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	111305450	8642	0.0078	8289	353	95.9153	4.0847
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1324	0.0012	1314	10	99.2447	0.7553
	Total		9966	0.0090	9603	363	96.3576	3.6424
Total		266912700	133824493	50.1379	133824130	363	99.9997	0.0003



Resolution No.		4						
Resolution Required : (Ordinary/Special)		Special Resolution For Approval of granting Employee Stock Options to the employees of the Subsidiary (ies) Company(ies) of the Company Under Responsive Industries Limited Employee Stock Option Scheme 2018 ("Responsive ESOS 2018")						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes	% of Votes Polled	No. of Votes	No. of Votes	% of Votes in	% of Votes against
			polled	on outstanding shares	- in favour	-Against	favour on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	133814527	133035840	99.4181	133035840	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		778687	0.5819	778687	0	100.0000	0.0000
	Total		133814527	100.0000	133814527	0	100.0000	0.0000
Public Institutions	E-Voting	21792723	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	111305450	8642	0.0078	8641	1	99.9884	0.0116
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		1324	0.0012	1314	10	99.2447	0.7553
	Total		9966	0.0090	9955	11	99.8896	0.1104
Total		266912700	133824493	50.1379	133824482	11	100.0000	0.0000



FORM NO. MGT-13
REPORT OF SCRUTINIZER

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 (2) of the Companies (Management and Administration) Rules, 2014]

To,
Mr. Rishab Agarwal, Managing Director,
Responsive Industries Limited
Betegaon, Mahagaon Road, Boisar East,
Taluka Palghar, Dist. Thane, Betegaon – 401 501

Dear Sir,

I, Mr. Pradip Shah, Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the Postal Ballot Notice dated 17th October, 2018 for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers in a fair and transparent manner and ascertaining the requisite majority on E-voting and Physical Voting carried out as per the provisions of the Companies Act, 2013 and Rule 20, 21 and 22 of the Companies (Management and Administration) Rules, 2014 on the resolution referred to in this Report.

I submit my report as under:

1. The facility to exercise vote by Postal Ballot including voting through electronic means remained open from Tuesday, 06th November, 2018 at 09.00 a.m. to Wednesday, 05th December, 2018 at 5.00 p.m. (both days inclusive)
2. The Company had dispatched the Postal Ballot Notice, Explanatory Statement, Postal Ballot Forms; postage prepaid Business Reply Envelope on Monday, 05th November, 2018 to all the Shareholders, whose names appear on the Register of Members on Friday, 19th October, 2018.
3. The Members were required to convey their assent or dissent, as the case may be, in respect of the Special Resolutions as set out in the notice.
 - In case of Postal Ballot Form mailed to them by the Company, in pre-paid envelope addressed, on or before 5.00 p.m. on 05th December, 2018.
 - In case of E-Voting, votes to be cast electronically on E-Voting platform, provided by CDSL on or before 5.00 p.m. on 05th December, 2018.
4. Particulars of all the Postal Ballot forms received and E-Voting confirmations from the Members have been entered in the Register separately maintained for the purpose as per the Companies (Management and Administration) Rules, 2014.
5. The Postal Ballot Forms were kept under the safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such Postal Ballot Forms.
6. The Postal Ballot Forms and E-Voting module were duly opened on 05th December, 2018 at 05.15 p.m. in my presence and scrutinized. The electronic votes were unblocked on 05th



December, 2018 at 5.30 p.m. in my presence and scrutinized. The shareholding was matched / confirmed with the Register of Members of the Company / List of Beneficial Owners received from the Depositories as on the Cut-off date of 19th October, 2018.

7. After the end of E-Voting period i.e. 05th December, 2018 (5.00 p.m.), I have unblocked the electronic votes and downloaded the E-Voting Reports from the Central Depository Services (India) Limited website in the presence of two witnesses, Ms. Jignasa Waghela and Ms. Nishita Visaria, who are not in the employment of the Company.
8. All Postal Ballot Forms and E-Voting module received up to the close of working hours on 05th December, 2018 (5.00 p.m.) being the last date and time fixed by the Company for receipt of the Forms and E-Voting, were considered for my scrutiny.
9. Envelopes containing Postal Ballot Forms received after closure of working hours on 05th December, 2018 (5.00 p.m.) being the last date and time fixed by the Company for receipt of the Forms, were not considered for my scrutiny.
10. I did not find any defaced or mutilated ballot form.
11. Envelopes containing Postal Ballot forms which were returned undelivered were not opened and they were separately kept.
12. With the support of Link Intime India Private Limited, Registrar and Transfer Agent (RTA) of the Company, the Postal Ballot forms were duly scrutinized and the signatures of Members who had not cast their votes electronically, were verified with their specimen signatures registered with RTA / as provided by the Depositories.
13. A summary of the Postal Ballot forms received and E-Voting for the aforesaid resolutions is given below:

(I) Alteration of Object clause of the Memorandum of Association of the Company – Special Resolution					
Mode of Voting: Postal Ballot / E-voting					
Particulars		Postal ballot forms	E-Voting	No. of shares	% of total paid – up Equity Capital
a)	Total Postal Ballot Forms received	14	22	Physical: 780015	0.29
				E-voting: 133044482	49.85
				Total: 133824497	50.14
b)	Less: Invalid Postal Ballot forms (as per Register)	4	0	Physical: 4	0.00
c)	Net valid Postal Ballot Forms (as per Register)	10	22	Physical: 780011	0.29
				E-voting: 133044482	49.85
				Total: 133824493	50.14
*d)	Postal Ballot form with Assent for the resolution	8	21	Physical: 780001	0.58
				E-voting: 133044481	99.42
				Total: 133824482	100.00

*e)	Postal Ballot forms with Dissent for the Resolution	2	1	Physical:	10	0.00
				E-voting:	1	0.00
				Total:	11	0.00

*% at row d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.

(II) Adoption of new set of Articles of Association of the Company – Special Resolution						
Mode of Voting: Postal Ballot / E-voting						
Particulars		Postal ballot forms	E-Voting	No. of shares		% of total paid – up Equity Capital
a)	Total Postal Ballot Forms received	14	22	Physical:	780015	0.29
				E-voting:	133044482	49.85
				Total:	133824497	50.14
b)	Less: Invalid Postal Ballot forms (as per Register)	4	0	Physical:	4	0.00
c)	Net valid Postal Ballot Forms (as per Register)	10	22	Physical:	780011	0.29
				E-voting:	133044482	49.85
				Total:	133824493	50.14
*d)	Postal Ballot form with Assent for the resolution	8	21	Physical:	780001	0.58
				E-voting:	133044481	99.42
				Total:	133824482	100.00
*e)	Postal Ballot forms with Dissent for the Resolution	2	1	Physical:	10	0.00
				E-voting:	1	0.00
				Total:	11	0.00

*% at row d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.

(III) Approval for the buyback of its Equity Shares by Responsive Industries Limited – Special Resolution						
Mode of Voting: Postal Ballot / E-voting						
Particulars		Postal ballot forms	E-Voting	No. of shares		% of total paid – up Equity Capital
a)	Total Postal Ballot Forms received	14	22	Physical:	780015	0.29
				E-voting:	133044482	49.85
				Total:	133824497	50.14
b)	Less: Invalid Postal Ballot forms (as per Register)	4	0	Physical:	4	0.00
c)	Net valid Postal Ballot Forms (as per Register)	10	22	Physical:	780011	0.29
				E-voting:	133044482	49.85
				Total:	133824493	50.14
*d)	Postal Ballot form with Assent for the resolution	8	20	Physical:	780001	0.58
				E-voting:	133044129	99.42
				Total:	133824130	100.00

*e)	Postal Ballot forms with Dissent for the Resolution	2	2	Physical:	10	0.00
				E-voting:	353	0.00
				Total:	363	0.00

*% at row d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.

(IV) Grant of Employee Stock Options to the Employees of the Subsidiary Company(ies) of the Company under Responsive Industries Limited Employee Stock Option Scheme 2018 ("Responsive ESOS 2018" – Special Resolution Mode of Voting: Postal Ballot / E-voting				
Particulars	Postal ballot forms	E-Voting	No. of shares	% of total paid – up Equity Capital
a) Total Postal Ballot Forms received	14	22	Physical: 780015	0.29
			E-voting: 133044482	49.85
			Total: 133824497	50.14
b) Less: Invalid Postal Ballot forms (as per Register)	4	0	Physical: 4	0.00
c) Net valid Postal Ballot Forms (as per Register)	10	22	Physical: 780011	0.29
			E-voting: 133044482	49.85
			Total: 133824493	50.14
*d) Postal Ballot form with Assent for the resolution	8	21	Physical: 780001	0.58
			E-voting: 133044481	99.42
			Total: 133824482	100.00
*e) Postal Ballot forms with Dissent for the Resolution	2	1	Physical: 10	0.00
			E-voting: 1	0.00
			Total: 11	0.00

*% at row d and e has been calculated against total votes polled and not against total paid up equity capital, to ascertain whether the resolution is passed or not.

Summary of Postal Ballot and E-Voting:

Resolution No.	Total Valid Votes Cast			Voted In Favour Of Resolution				Voted Against The Resolution			
	E-voting	Postal Ballot	Total	E-voting	Postal Ballot	Total	%	E-voting	Postal Ballot	Total	%
1	133044482	780011	133824493	133044481	780001	133824482	100.00	1	10	11	0.00
2	133044482	780011	133824493	133044481	780001	133824482	100.00	1	10	11	0.00
3	133044482	780011	133824493	133044129	780001	133824130	100.00	353	10	363	0.00
4	133044482	780011	133824493	133044481	780001	133824482	100.00	1	10	11	0.00

Accordingly the Resolution Nos. 1 to 4 as contained in the Postal Ballot Notice dated 17th October, 2018 is passed with requisite majority.

14. I have handed over the Postal Ballot Forms and other related papers / registers and records for preservation in safe custody to Ms. Ruchi Jaiswal, Company Secretary of the Company.



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

Thanking You,

Yours Faithfully,

**For P. P. Shah & Co.,
Practicing Company Secretaries**

Pradip C. Shah

**Pradip Shah
Partner
Place: Mumbai
Date: 06th December, 2018**



For Responsive Industries Ltd
Ullal Agarwal
Director/Authorised Signatory