

Date of the AGM	08-Jun-18
Total number of shareholders on record date	2710
No. of shareholders present in the meeting either in person or through proxy:	50
Promoters and Promoters Group:	6
Public:	44
No of shareholders attended the meeting through video conferencing:	
Promoters and Promoters Group:	NA
Public:	NA



Resolution 1

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the each agenda item?		No						
Description of Resolution		<p>a): To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;</p> <p>b): To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.</p>						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00

Resolution 2

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the each agenda item?		No						
Description of Resolution		To declare dividend on equity shares of the Company at the rate of Re. 0.10 per equity share (10%) for the financial year 2017-18.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00



Resolution 3

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the each agenda item?		No						
Description of Resolution		To appoint a Director in place of Mr. Rajesh Pandey (DIN 00092767), who retires by rotation and being eligible, offers himself for re-appointment.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00

Resolution 4

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the each agenda item?		No						
Description of Resolution		To ratify appointment of Statutory Auditors, M/s. SGCO & Co. LLP, Chartered Accountant as Statutory Auditors of the Company for financial year 2018-19.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00



Resolution 5

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the each		No						
Description of Resolution		To approve of remuneration of M/s. S. K. Agarwal & Associates, Cost Accountants, Cost Auditors of the Company for the financial year ending March 31, 2019						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00

Resolution 6

Resolution required: (Ordinary/Special)		Ordinary						
Whether promoter/promoter group are interested in the each		Yes						
Description of Resolution		To appoint Mr. Rishab Agarwal (DIN: 05011607) as Managing Director of the Company for a period of 5 years.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00



Resolution 7

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are Interested in the each		No						
Description of Resolution		To re-appoint Mr. Jagannadham Thunuguntla (DIN: 02254282) as an Independent Director of the Company for a period of 5 years.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00

Resolution 8

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are Interested in the each		No						
Description of Resolution		To re-appoint Ms. Jyoti Rai (DIN: 07091343) as an Independent Director of the Company for a period of 5 years.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00



Resolution 9

Resolution required: (Ordinary/Special)		Ordinary Resolution						
Whether promoter/promoter group are interested in the each		Yes						
Description of Resolution		To regularize the appointment of Mrs. Rohini Agarwal (DIN: 08057122) as Director of the Company.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00

Resolution 10

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/promoter group are interested in the each		No						
Description of Resolution		To Approve RESPONSIVE INDUSTRIES LIMITED – Employee Stock Option Scheme and grant of stock options to the Eligible Employees / Directors of the Company and its Subsidiaries Companies under the Scheme.						
		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
		1	2	3=2/1*100	4	5	6=4/2*100	7=5/2*100
Promoter and Promoter Group	E-Voting		13,30,35,840	99.42	13,30,35,840	0	100.00	0.00
	Poll	13,38,14,527	7,78,687	0.58	7,78,687	0	100.00	0.00
	Total (A)		13,38,14,527	100.00	13,38,14,527	0	100.00	0.00
Public Institutions	E-Voting		42,85,869	19.57	42,85,869	0	100.00	0.00
	Poll	2,19,05,654	0	0.00	0	0	0.00	0.00
	Total (B)		42,85,869	19.57	42,85,869	0	100.00	0.00
Public Non Institutions	E-Voting		8,519	0.01	8,519	0	100.00	0.00
	Poll	11,11,92,519	88	0.00	88	0	100.00	0.00
	Total ©		8,607	0.01	8,607	0	100.00	0.00
Total (A+B+C)		26,69,12,700	13,81,09,003	51.74	13,81,09,003	0	100.00	0.00



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. Atit Agarwal, Chairman,
36th Annual General Meeting of the Equity Shareholders of Responsive Industries Limited,
Held on Friday, 08th June, 2018 at 10.00 a.m. at
Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar,
Boisar (West), Thane – 401 501

Dear Sir,

I, Mr. Pradip Shah, Practicing Company Secretary and Partner of M/s. P. P. Shah & Co., Practicing Company Secretaries was appointed as Scrutinizer for the 36th Annual General Meeting of the Equity Shareholders of Responsive Industries Limited held on Friday, 08th June, 2018 at 10.00 a.m. at Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane – 401 501, for the purpose of scrutinizing the E-voting process and Physical Voting by Ballot papers at the general meeting 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 and 21 of the Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The E-voting period remained open from Tuesday, 05th June, 2018 at 9.00 a.m. to Thursday, 07th June, 2018 at 5.00 p.m.
2. The notice was sent to all the Members on 14th May, 2018 whose names appeared in the Register of Members as on 04th May, 2018 (Cut-off Date: 01st June, 2018) who were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice of the 36th Annual General Meeting of "Responsive Industries Limited" [Item No. 1 (One) to 10 (Ten) of the Notice of the 36th Annual General Meeting of Responsive Industries Limited].
3. After the time fixed for closing of the poll by Mr. Atit Agarwal, Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
4. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 08th June, 2018 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Ms. Jignasa Waghela and Ms. Nishita Visaria working with M/s. P. P. Shah & Co., Practicing Company Secretaries. Both of them are not in the employment of the Company.
6. 8 (Eight) poll paper were found invalid.
7. The Results of the voting are as under:



ORDINARY BUSINESS:

a. RESOLUTION NO. 1

Ordinary Resolution No. 1 (a) – To receive, consider and adopt: the Audited Financial Statements of the Company for the financial year ended March 31, 2018, together with the Reports of the Board of Directors and the Auditors thereon;									
(b) – To receive, consider and adopt: the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the Report of the Auditors thereon.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

b. RESOLUTION NO. 2

Ordinary Resolution No. 2 – To declare dividend on equity shares of the Company at the rate of Re. 0.10 per equity share (10%) for the financial year 2017-18 as Final Dividend.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

c. RESOLUTION NO. 3

Ordinary Resolution No. 3 – To appoint a Director in place of Mr. Rajesh Pandey (DIN 00092767), who retires by rotation and being eligible, offers himself for re-appointment.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

d. RESOLUTION NO. 4

Ordinary Resolution No. 4 – To ratify appointment of Statutory Auditors, M/s. SGCO & Co. LLP, Chartered Accountant as Statutory Auditors of the Company for financial year 2018-19.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

SPECIAL BUSINESS:

e. RESOLUTION NO. 5

Ordinary Resolution No. 5 – To approve of remuneration of M/s. S. K. Agarwal & Associates, Cost Accountants, Cost Auditors of the Company for the financial year ending March 31, 2019.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

f. RESOLUTION NO. 6

Ordinary Resolution No. 6 – To appoint Mr. Rishab Agarwal (DIN: 05011607) as Managing Director of the Company for a period of 5 years.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50



g. RESOLUTION NO. 7

Special Resolution No. 7 – To re-appoint Mr. Jagannadham Thunuguntla (DIN: 02254282) as an Independent Director of the Company for a period of 5 years.

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

h. RESOLUTION NO. 8

Special Resolution No. 8 – To re-appoint Ms. Jyoti Rai (DIN: 07091343) as an Independent Director of the Company for a period of 5 years.

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

i. RESOLUTION NO. 9

Ordinary Resolution No. 9 – To regularize the appointment of Mrs. Rohini Agarwal (DIN: 08057122) as Director of the Company.

	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50



j. RESOLUTION NO. 10

Ordinary Resolution No. 10 – To Approve RESPONSIVE INDUSTRIES LIMITED – Employee Stock Option Scheme and grant of stock options to the Eligible Employees / Directors of the Company and its Subsidiaries Companies under the Scheme.									
	Assent	%	Dissent	%	Total	%	Invalid	%	Total Votes Cast
Total No. of Shares on voting	13,81,09,003	100.00	0	0.00	13,81,09,003	100.00	150	0.00	13,81,09,003
Total No. of Ballots	42	84.00	0	0.00	42	84.00	8	16.00	50

8. A Compact Disc (CD) containing a list of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Ms. Ruchi Jaiswal, Company Secretary authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by E-Voting and by poll) is provided as Annexure - 1 to this report.

Thanking You,

Yours Faithfully,

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

Pradip C. Shah

Pradip Shah
Partner
Place: Mumbai
Date: 11th June, 2018



Annexure – 1

Consolidated Result of Voting (by E-voting and Poll) for Resolution Nos. 1 to 10 of the Notice of the 36th Annual General Meeting of “Responsive Industries Limited” held on Friday, 08th June, 2018 at 10.00 a.m.

Resoluti on No.	Total Valid Votes Cast			Voted In Favour of Resolution				Voted Against The Resolution			
	E-voting	Poll	Total	E-voting	Poll	Total	%	E- voting	Poll	Total	%
1	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
2	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
3	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
4	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
5	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
6	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
7	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
8	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
9	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00
10	137330228	778775	138109003	137330228	778775	138109003	100.00	0	0	0	0.00

