

RESPONSIVE INDUSTRIES LIMITED

CIN: L65100MH1982PLC027797

Regd. Office: Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401501

E-mail: investor@responsiveindustries.com; Website: www.responsiveindustries.com

Tel. No.: 022-66562821; Fax No.: 022-66562798

NOTICE is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Responsive Industries Limited (“the Company”) will be held on Tuesday, August 09, 2022 at 11.00 a.m. IST through Video Conferencing (‘VC’) or Other Audio-Visual Means (‘OAVM’) to transact the following Special Businesses:

SPECIAL BUSINESS:

1. To appoint Mr. Anand Sadashiv Kapre (DIN: 00019530) as an Independent Director of the Company

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 the applicable laws, the Articles of Association of the Company and upon recommendation of the Nomination and Remuneration Committee and the Board of Directors Mr. **Anand Sadashiv Kapre (DIN: 00019530)**, who was appointed as an additional director and an independent director of the Company effective 27th May, 2022, be and is hereby appointed as an Non –Executive independent director not liable to retire by rotation for a period of five (5) years commencing from 27th May , 2022 to 27th May , 2027.”

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

2. To appoint Ms. Kanak Jani (DIN: 08749747) as an Executive Director of the Company

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

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee, Board of Directors, pursuant to the provisions of Sections 196, 197, 198,149,152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Schedule V thereto and the Rules made thereunder including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force and the Articles of Association of the company, Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements), 2015 approval of the members be and is hereby accorded to appoint Ms. Kanak Jani (DIN: 08749747), as an Executive director for a term of 5 (Five) consecutive years with effect from May

11, 2022, to May 11, 2027, who was appointed as an Additional Director by the Board of Directors in terms of Section 161 of the Companies Act, 2013, with effect from on May 11, 2022.

3. To re-appoint Mr. Mehul Vala (DIN: 08361696) as an CEO & Whole-Time Director of the Company

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 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder read with Schedule V of the Act (including any amendments thereto or re-enactment thereof for the time being in force) and upon the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, and subject to any required regulatory approvals and applicable conditions thereof, approval of the members be and is hereby accorded to the re-appointment of Mr. Mehul Vala (DIN: 08361696) as Whole Time Director and Chief Executive Officer of the Company, for a period of Three (3) years commencing from 14th February, 2022 till 14th February, 2025 on the terms and conditions as set out in the explanatory statement annexed to the notice convening this Extra Ordinary General Meeting and those stipulated in the employment agreement executed for purposes of giving effect to the said re-appointment and who shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to alter, vary and modify the terms of re-appointment including, inter-alia, employment agreement, designation, remuneration and structure or re-structure salary components within the limits approved by the members and to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any director or officer to give effect to this resolution.”

By order of the Board
For Responsive Industries Limited

Place : Mumbai
Date : July 18, 2022

Ankit Pandit
Company Secretary & Compliance Officer
Membership No.: A65833

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs (“MCA”) allowed conducting Extra-Ordinary General Meeting (“EGM”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed the personal presence of the members at the meeting. Accordingly, the MCA issued General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular no. 21/2021 dated December 14, 2021 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/ CMD1/CIRP/ 2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/ 2021/11 dated January 15, 2021 issued by the Securities Exchange Board of India (“SEBI Circular”) prescribing the procedures and manner of conducting the EGMs through VC/ OAVM. In terms of the said circulars, the EGM of the members be held through VC/OAVM. Hence, members can attend and participate in the EGM through VC/OAVM only

2. Pursuant to the Circular No. 14/2020 dated April 8, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates/ Institutional / Corporate members are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate thereat and cast their votes through evoting.

3. Institutional/Corporate shareholders (i.e. other than individuals / HUF, NRI, etc.) are encouraged to attend and vote at the AGM through VC/OAVM. Members intending to authorize their representative to participate and vote at the Meeting are requested to send a scanned copy of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC/OAVM on its behalf and to vote through the e-voting facility. The said Resolution/Authorization shall be sent to the Scrutinizer by email at shahpradipcs@gmail.com with a copy marked to the Company at investor@responsiveindustries.com and to the RTA at instameet@linkintime.co.in

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act

5. In view of the ‘Green Initiatives in Corporate Governance’ introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Members holding shares in dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register/update their email addresses with their Depository Participant(s).

6. A statement setting out the material facts as required under Section 102 of the Companies Act, 2013 (“Act”) is annexed hereto.

7. Since the EGM is being held electronically, physical attendance of the Members has been dispensed with and accordingly the facility for appointment of proxies by

the members will not be available for the EGM. Therefore, the proxy form, attendance slip and route map have not been annexed with this notice

8. Members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Tuesday, August 02, 2022, shall be entitled to avail the facility of remote e-voting as well as evoting system on the date of the EGM.

9. The remote e-voting will commence on Saturday, August 06, 2022 at 9.00 a.m. and will end on Monday, August 08, 2022 at 5.00 p.m. During this period, the members of the Company holding shares either in physical mode or in demat mode as on the Cut-off date i.e. Tuesday, August 02, 2022 may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting thereafter.

10. Once the vote on a resolution is casted by the member, he/she shall not be allowed to change it subsequently or cast the vote again.

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

The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.

The results declared along with the Scrutinizer's Report shall be placed on the website of the Company and Link Intime India Pvt. Ltd. immediately after declaration of results by the Chairman or person authorized by him in writing. The results would be communicated to BSE Limited/ National Stock Exchange of India Limited and will be placed on their website and on the website of the Company and RTA thereafter.

IV. The process and manner for remote e-voting is as under:

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nsd.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

- under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://eservices.nsdl.com> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. Individual Shareholders (holding securities in demat mode) login through their depository participants You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL:
<https://instavote.linkintime.co.in>
2. Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -
 - A. User ID:
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*Shareholders holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
*Shareholders holding shares in NSDL form, shall provide ‘D’ above

 - ▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ▶ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘SHARE HOLDER’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).

4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter / power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/
Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 22- 23058542-43.

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate):
Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

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

Place : Mumbai
Date : July 18, 2022

Ankit Pandit
Company Secretary & Compliance Officer
Membership No.: A65833

ANNEXURE TO THE NOTICE

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

ITEM NO.: 1

Special Resolution:

Mr. Anand Sadashiv Kapre (DIN: 00019530) was appointed by the Board as an Additional Director (Non-Executive Independent) of the Company for a period of 5 (Five) years with effect from May 27, 2022 subject to the approval of the shareholders as per Regulation 17 of SEBI Listing Regulations and in terms of Section 149 read with Schedule IV of the Companies Act, 2013, Regulation 16(b) of the SEBI Listing Regulations. Further, pursuant to Section 161 of the Companies Act, 2013.

Mr. Anand Sadashiv Kapre is a B.Tech(Elec) from IIT- Madras and also a Law graduate. He has around 26 years of experience in Finance, Banking, Law, Economics and Trade.

Mr. Anand Sadashiv Kapre is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as Director (in the category of Independent Director). The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Anand Sadashiv Kapre as an Independent Director.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no.1 of the notice for appointment of Mr. Anand Sadashiv Kapre

Save and except Mr. Anand Sadashiv Kapre, Independent Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

ITEM NO.: 2

Special Resolution:

Ms. Kanak Jani (DIN: 08749747) was appointed by the Board as an Additional – Executive Director of the Company for a period of 5 (Five) years with effect from May 11, 2022, subject to the approval of the shareholders as per Regulation 17 of SEBI LODR and in terms of Section 149 of the Companies Act, 2013. Further, pursuant to Section 161 of the Companies Act, 2013 he holds office upto the date of the ensuing AGM and is eligible to be appointed as the Director of the Company.

Ms. Kanak Jani is a Chartered Accountant with 23 years of experience in the field of Accounts/taxation. She is also an Insolvency Professional. She has rich experience to drive focus on Corporate Finance, Capital structuring, Fund management, Forecasting, working capital improvement, Forex hedging, Capital

budgeting, credit risk management and accounting. She has been an expert generalist in overseeing all aspects of Finance.

Ms. Kanak Jani is not disqualified from being appointed as an Executive Director in terms of Section 164 of the Act and has given her consent to act as Director. The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Ms. Kanak Jani as an Executive Director.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no.2 of the notice for appointment of Ms. Kanak Jani

Save and except Ms. Kanak Jani, Executive Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

ITEM NO.: 3

Special Resolution:

Mr. Mehul Vala (DIN: 08749747) was appointed as Chief Executive Officer and Whole Time Director of the Company in the Board Meeting held on February 14, 2019 for a term of 3 years ending on February 14, 2022.

Further Mr. Mehul Vala was re-appointed by the Board as an Chief Executive Officer and Whole Time Director of the Company for a period of 3(Three) years with effect from February 14, 2022., subject to the approval of the shareholders as per Regulation 17 of SEBI LODR.

Mr. Mehul Vala is not disqualified from being appointed as a Chief Executive Officer and Whole Time Director in terms of Section 164 of the Act and has given her consent to act as Director. The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Mehul Vala Chief Executive Officer and Whole Time Director.

Accordingly, the Board of Directors recommends the passing of the above resolution as a Special Resolution as set out in the item no.3 of the notice for appointment of Mr. Mehul Vala, as a Chief Executive Officer and Whole Time Director.

Save and except Mr. Mehul Vala Executive Director, being an appointee, none of the other Directors/Key Managerial Personnel and their relatives is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

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

Place : Mumbai
Date : July 18, 2022

Ankit Pandit
Company Secretary & Compliance Officer
Membership No.: A65833

As required under regulation 36 (3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment are given as under:

Name of the Director	Mr Anand Sadashiv Kapre	Ms Kanak Jani	Mr. Mehul Vala
DIN	00019530	08749747	08361696
Date of Birth	01/05/1949	07/07/1975	09/09/1969
Nationality	Indian	Indian	Indian
Date of Appointment	27.05.2022	11.05.2022	14.02.2022
Expertise in Specific Functional Area	Finance, Banking, Law, Economics and Trade	Finance	Operations
Qualifications	B.Tech(Elec) from IIT-Madras • LLB from Mumbai University	Chartered Accountant	B. E. Electrical
Shareholding in the Company	Nil	Nil	Nil

By order of the Board
For Responsive Industries Limited

Place : Mumbai
Date : July 18, 2022

Ankit Pandit
Company Secretary & Compliance Officer
Membership No.: A65833