

February 13, 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
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Sub: Intimation of Extra-Ordinary General Meeting scheduled to be held on Friday, March 10, 2023, Book Closure and fixation of Cut-Off date for e-voting and period of remote e-voting

Dear Sir/ Madam,

Pursuant to Regulation 30 read with Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, we are enclosing herewith Notice of **Extra-Ordinary General Meeting ("EGM")** of the Company scheduled to be held on **Friday, March 10, 2023 at 12:30 P.M. (IST)** at the Registered Office of the Company at Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401501, Maharashtra in accordance with relevant circulars issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India from time to time.

Further, Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Register of Members and Share Transfer Books of the Company will remain closed from **Saturday, March 04, 2023 to Friday, March 10, 2023 (both days inclusive)** for determining the entitlement of the shareholders for the purpose of Extra-Ordinary General Meeting.

The remote e-voting facility would be available during the following period:

Commencement of Remote e-voting	Tuesday, March 07, 2023 (09:00 A.M. IST)
End of Remote e-voting	Thursday, March 09, 2023 (05:00 P.M. IST)

Only those members whose names are recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on **Cut-Off date** i.e., **Friday, March 03, 2023** will be entitled to cast their votes by remote e-voting or e-voting during the EGM.

The said EGM Notice 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

Encl: as above

RESPONSIVE INDUSTRIES LIMITED

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

www.responsiveindustries.com

T: +91 22 6656 2727 / 2704

F: +91 22 6656 2799

E: enquiry@responsiveindustries.com

CIN NO. L65100MH1982PLC027797



RESPONSIVE INDUSTRIES LIMITED

CIN: L65100MH1982PLC027797

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

Telephone No.: 022-66562821; **Fax:** 022-66562798

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

NOTICE is hereby given that the **Extra-Ordinary General Meeting ("EGM")** of the Members of Responsive Industries Limited ("the Company") will be held on **Friday, March 10, 2023 at 12:30 P.M. (IST)** at Registered Office of the Company at Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401501, Maharashtra to transact the following Special Business:

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. SANJIV SWARUP (DIN: 00132716) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("Act"); the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") as amended from time to time; the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Sanjiv Swarup (DIN: 00132716) who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company on October 04, 2022 and who has given his consent to act as Director of the Company, Certificate of Independence as provided in the Act and SEBI LODR Regulations and who is not Disqualified under Section 164 of Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 04.10.2022 to 03.10.2027."

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

ITEM NO. 2: APPOINTMENT OF MR. SADANAND RAGHAVENDRA MORAB (DIN: 09790817) AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND PAYMENT OF REMUNERATION

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

"RESOLVED THAT pursuant to the provisions of Section 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act"); the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") as amended from time to time; the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Sadanand Raghavendra Morab (DIN: 09790817) who

was appointed by the Board of Directors as an Additional Executive Director of the Company on November 14, 2022 and who has given his consent to act as Director of the Company and who is not Disqualified under Section 164 of Act be and is hereby appointed as an Executive Director of the Company, liable to retire by rotation, for term of five consecutive years with effect from 14.11.2022 to 13.11.2027.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 and 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule V of the Act and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable clauses of the Articles of Association of the Company and approval of Central Government (if applicable), the consent of the Members be and is hereby accorded for payment of remuneration to Mr. Sadanand Raghavendra Morab (DIN: 09790817), Executive Director (Additional) of the Company at a salary of Rs. 65,000/- per month effective from December 01, 2022; reimbursement of medical expenses incurred and travelling expenses as per rules of the Company; other benefits like gratuity, provident fund, leave etc. as applicable to the employees of the Company; reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.”

“RESOLVED FURTHER THAT in accordance with the provisions of Section 197 of the Companies Act, 2013 as amended from time to time and all other applicable provisions of the Companies Act, 2013, in case of loss or inadequacy of profits, remuneration payable to Mr. Sadanand Raghavendra Morab (DIN: 09790817) shall be in accordance with Schedule V of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be agreed to between the Board of Directors and Mr. Sadanand Raghavendra Morab within such guidelines or amendments as may be prescribed under the Companies Act, 2013 or subject to such approval as may be required.”

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

ITEM NO. 3: APPOINTMENT OF MR. ARUN VIKRAM GOEL (DIN: 07652383) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”); the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force); the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) as amended from time to time; the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee, Mr. Arun Vikram Goel (DIN: 07652383) who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company on January 27, 2023 and who has given his consent to act as Director of the Company, Certificate of Independence as provided in the Act and SEBI LODR Regulations and who is not Disqualified under Section 164 of Act be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for term of five consecutive years with effect from 27.01.2023 to 26.01.2028.”

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

**By Order of the Board of Directors
For Responsive Industries Limited**

**Sd/-
Mohini Sharma
Company Secretary & Compliance Officer
Membership No.: A57068**

Place: Mumbai

Date: January 27, 2023

Registered Office:

At Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

CIN: L65100MH1982PLC027797

Website: www.responsiveindustries.com

E-mail: investor@responsiveindustries.com

NOTES:

1. The Extra-Ordinary General Meeting ("EGM") is being convened in compliance with the applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder read with the General Circular No. 14/2020 dated April 08, 2020, General Circular No. 03/2022 dated May 05, 2022, and General Circular No. 11/2022 dated December 28, 2022 respectively issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") and pursuant to such other applicable laws and regulations, to transact the Special Business set out in the Notice convening the EGM of the Company.
2. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the business as per Item Nos. 1 to 3 herein above, is annexed hereto.
3. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on poll on his/ her behalf and the proxy need not be a member of the Company.**
4. Pursuant to Section 105 of the Act read with Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as proxy on behalf of the equity shareholders not exceeding 50 equity shareholders and holding in the aggregate not more than 10% of the total equity share capital of the company carrying voting rights. An equity shareholder holding more than 10% of the total equity 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 equity shareholder.
5. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the scheduled time of the meeting. Proxies submitted on behalf of limited companies etc., must be supported by an appropriate resolution/ authority, as applicable. A Proxy Form is annexed to this notice.
6. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.
7. An equity shareholder/ its proxy or authorized representative, attending the meeting, is requested to bring and handover the attendance slip duly completed and signed along with a copy of the deposited form of proxy (in case of a proxy) and the supporting documents duly authenticated. Equity shareholders holding shares in dematerialized form are requested to bring their client master list/depository participant statement/delivery instruction slip reflecting their DP ID and Client ID number for easier identification of attendance at the meeting
8. Institutional / Corporate Shareholders (i.e. other than individuals / NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the EGM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Company by email through its registered email address to investor@responsiveindustries.com.
9. The notice, the Explanatory Statement together with the documents accompanying the same, are being sent electronically by email to those equity shareholders who have registered their email ID's with the Company and/or the Depository Participants, whose names appear in the register of members/ list of beneficial owners as on **Friday, February 10, 2023** as received from M/s. Link Intime India Private Limited being the Registrar and Share Transfer Agent of the Company.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the EGM.
11. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository

Participant(s) for sending future communication(s) in electronic form. The email addresses can be registered by the Members with the Depository Participant ("DP") and with the Registrar and Transfer Agent ("RTA") of the Company i.e. M/s. Link Intime India Private Limited ("LIPL").

12. The quorum for the EGM shall be as prescribed under Section 103 of the Companies Act, 2013 and SEBI LODR Regulations and would include the Members in person or by an authorized representative and thereafter the persons present shall be deemed to constitute the quorum.
13. For the purposes of computing the quorum, the valid proxies shall also be considered, if the proxy in the prescribed form, duly completed, signed and stamped or authenticated by the person entitled to attend and vote at the Meeting, is filed with the registered office of the Company at least 48 hours before the Meeting.
14. The Share Transfer Books and Register of Members of the Company shall remain closed from **Saturday, March 04, 2023 to Friday, March 10, 2023 (both days inclusive)**.
15. A person whose name is recorded in the register of Members or in the register of beneficial owners maintained by the depositories as on **Friday, March 03, 2023** being the "**Cut-Off date**" shall be entitled to avail the facility of remote e-voting or e-voting during the EGM. Persons who are not Members as on the cut-off date, but have received this notice, should treat receipt of this Notice for information purpose only.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and in accordance with the MCA Circulars, Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended from time to time), and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide Members the facility of 'Remote e-voting' before the EGM and 'e-voting during the EGM' to cast their vote by electronic means in respect of the business to be transacted as set out in the Notice of EGM.
17. Only those members whose names is 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., **Friday, March 03, 2023** shall be entitled to avail the facility of remote e-voting or e-voting at the EGM.
18. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), the Company is providing facility of remote e-voting, as well as e-voting during the EGM, to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company is pleased to provide the members to exercise their right to vote at Extra-Ordinary General Meeting of the Company by electronic means through e-voting facility provided by M/s. Link Intime India Private Limited (hereinafter referred to as "Link Intime" or "Service Provider").
19. The remote e-voting period begins on **Tuesday, March 07, 2023 (09:00 A.M. IST)** and ends on **Thursday, March 09, 2023 (05:00 P.M. IST)**. The remote e-voting module shall be disabled by Link Intime India Private Limited for voting thereafter.
20. The e-voting module will be disabled for voting after **05:00 P.M.** on **Thursday, March 09, 2023**. Once the vote on a resolution is casted by the shareholder, the shareholder will not be allowed to change it subsequently. Members who have voted through remote e-voting will be eligible to attend the EGM; however, they will not be eligible to e-vote at the EGM.
21. Members seeking any information with regard to any matter to be placed at the EGM are requested to write to the Company through an email on investor@responsiveindustries.com.
22. M/s. P. P. Shah & Co., Practising Company Secretaries having address at 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai - 400023 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

23. The Scrutinizer after scrutinizing the votes cast during the EGM and through remote e-voting will prepare a consolidated scrutinizer's report, not later than two working days of the conclusion of EGM and submit the same to the Chairman of the Company.
24. The results declared along with the Scrutinizer's Report, will be intimated to the Stock Exchanges where the Company's shares are listed, placed on the website of the Company at www.responsiveindustries.com and on the website of Link Intime India Private Limited at <https://instavote.linkintime.co.in>.
25. **REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS:**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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.nsdl.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 held 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's for users to login to Easi/ Easiest are <https://web.cdslindia.com/myeasinew/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/myeasinew/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.

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.

HELPPDESK FOR INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN 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.

HELPPDESK 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 toll free no.: 1800 22 55 33 or call at 022- 23058738 or 022- 23058542-43.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL WHO 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.
- 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 of Directors
For Responsive Industries Limited**

**Sd/-
Mohini Sharma
Company Secretary & Compliance Officer
Membership No.: A57068**

Place: Mumbai

Date: January 27, 2023

Registered Office:

At Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

CIN: L65100MH1982PLC027797

Website: www.responsiveindustries.com

E-mail: investor@responsiveindustries.com

EXPLANATORY STATEMENT UNDER SECTION UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

Mr. Sanjiv Swarup (DIN: 00132716) was appointed as Additional Non-Executive Director (categorized as an Independent Director) effective from October 04, 2022 in terms of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Mr. Sanjiv Swarup, aged 65, was a Member of Institute of Chartered Accountants of India and also qualified "Bachelor of Laws (Special)" from Saurashtra University.

Mr. Sanjiv Swarup is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the same has been intimated by him in form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has given his consent to act as Director (in the category of Independent Director) in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Sanjiv Swarup has submitted a declaration of independence to the Company, confirming that he meets the criteria of independence in accordance with the provisions of Section 149(6) of the Companies Act, 2013 and SEBI LODR Regulations.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Sanjiv Swarup as an Independent Director.

The Board of Directors have effectively evaluated the performance of Mr. Sanjiv Swarup as per the requirement of the Companies Act, 2013 and confirmed that he has also fulfilled the independence criteria as specified under the SEBI (LODR) Regulation, 2015 and the Board has considered his appointment as Independent Director of the Company.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act and SEBI LODR Regulations, the approval of the shareholders be and is hereby accorded for the appointment of Mr. Sanjiv Swarup (DIN: 00132716) as 'Non-Executive Independent Director' for a term up to 5 (five) consecutive years commencing from the date of his appointment as an Additional Director i.e. 04.10.2022 to 03.10.2027.

Except Mr. Sanjiv Swarup, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

Accordingly, the Board of Directors recommends the passing of the resolution as a **Special Resolution** as set out in the Item No.1 of this Notice.

ITEM NO. 2

Mr. Sadanand Raghavendra Morab (DIN: 09790817) was appointed as Additional Executive Director effective from November 14, 2022 in terms of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Mr. Sadanand Morab, aged 63 is a Post Graduate from Commerce faculty and is having vast experience in Administration of more than two decades. Mr. Morab is well versed with Administration - Liasoning work for Corporates.

Mr. Sadanand Morab is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the same has been intimated by him in form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules 2014 and has given his consent to act as Director in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.

The Board at its meeting held on December 29, 2022 and on recommendation of the Nomination and Remuneration Committee (NRC) of the Company approved the payment of remuneration to Mr. Sadanand Raghavendra Morab (DIN: 09790817) being an Executive Director (Additional) of the Company on such terms and conditions as it may deem fit and necessary as given below:

- 1) Basic Salary: Rs. 65,000/- per month w.e.f. December 01, 2022.
- 2) Reimbursement of medical expenses incurred and travelling expenses as per rules of the Company.
- 3) Other benefits like Gratuity, Provident Fund, Leave etc. as applicable to the employees of the Company.
- 4) Reimbursement of any other expenses properly incurred by him in accordance with the rules and policies of the Company.

Other Terms and Conditions:

No sitting fees will be paid to Mr. Sadanand Raghavendra Morab (DIN: 09790817), for attending meeting of the Board of Directors or any Committee thereof.

Total Remuneration of Mr. Sadanand Raghavendra Morab in any financial year shall not exceed 10% of the net profit of the Company during that year.

The appointment may be terminated by either by the Company or Mr. Sadanand Raghavendra Morab by giving three months' notice of such termination or salary in lieu thereof or by mutual consent as may be decided by the Company and Mr. Morab.

The Board of Directors of the Company / Committee of the Board be and is hereby authorized to alter, amend or vary the terms and conditions as may be mutually agreed to between the Board of Directors and Mr. Sadanand Raghavendra Morab (DIN: 09790817), within such guidelines or amendments as may be prescribed under the Companies Act, 2013 or subject to such approval as may be required.

The Board of Directors have effectively evaluated the performance of Mr. Sadanand Morab as per the requirement of the Companies Act, 2013 and SEBI (LODR) Regulation, 2015 and the Board has considered his appointment as Executive Director of the Company.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act and SEBI LODR Regulations, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Sadanand Morab as 'Executive Director' for a term up to 5 (five) consecutive years commencing from the date of his appointment as an Additional Director i.e. 14.11.2022 to 13.11.2027.

Except Mr. Sadanand Morab, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

Accordingly, the Board of Directors recommends the passing of the resolution as a **Special Resolution** as set out in the Item No.2 of this Notice.

ITEM NO. 3

Mr. Arun Vikram Goel (DIN: 07652383) was appointed as Additional Non-Executive Director (categorized as an Independent Director) effective from January 27, 2023 in terms of the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

Mr. Arun Vikram Goel, aged 68 is a senior private equity/financial services professional with over 40 years of experience covering real estate investments/funding, and financial services, of which over 15 years have been as CEO/MD in Board level positions. He is a B. Tech. from IIT Kanpur, and is also the Fellow Member of The Indian Institute of Valuers.

He was formerly the CEO of LICHFL Asset Management Co. a private equity asset management business promoted by the LIC Group. Mr. Goel has also worked with DHFL Venture Capital India Pvt. Ltd. as C.E.O. and Chairman of Investment Committee, Insignia Brooke as Managing Director & CEO, and before that with Lloyds Housing Finance Ltd. as President & CEO.

Mr. Arun Vikram Goel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and the same has been intimated by him in form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules 2014 and has given his consent to act as Director (in the category of Independent Director) in form DIR-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014.

Mr. Arun Vikram Goel has submitted a declaration of independence to the Company, confirming that he meets the criteria of independence in accordance with the provisions of Section 149(6) of the Companies Act, 2013 and SEBI LODR Regulations.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Arun Vikram Goel as an Independent Director.

The Board of Directors have effectively evaluated the performance of Mr. Arun Vikram Goel as per the requirement of the Companies Act, 2013 and confirmed that he has also fulfilled the independence criteria as specified under the SEBI (LODR) Regulation, 2015 and the Board has considered his appointment as Independent Director of the Company.

In order to ensure compliance with the provisions of Sections 149 and 152 of the Companies Act, 2013 read with Rules made there under and Schedule IV of the Act, it is proposed that approval of the shareholders be accorded for the appointment of Mr. Arun Vikram Goel as 'Non-Executive Independent Director' for a term up to 5 (five) consecutive years commencing from the date of his appointment as an Additional Director i.e. 27.01.2023 to 26.01.2028.

Except Mr. Arun Vikram Goel, none of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

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 this Notice.

By order of the Board of Directors
For Responsive Industries Limited

Sd/-
Mohini Sharma
Company Secretary & Compliance Officer
Membership No.: A57068

Place: Mumbai
Date: January 27, 2023

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

CIN: L65100MH1982PLC027797
Website: www.responsiveindustries.com
E-mail: investor@responsiveindustries.com

DISCLOSURE PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA

Name of the Director	Mr. Sanjiv Swarup	Mr. Sadanand Morab	Mr. Arun Vikram Goel
DIN	00132716	09790817	07652383
Date of Birth	19.11.1958	22.06.1960	31.10.1955
Date of Appointment	October 04, 2022	November 14, 2022	January 27, 2023
Nationality	Indian	Indian	Indian
Qualification	B.Com, past Member of Institute of Chartered Accountants of India, Bachelor of Law (Special) from Saurashtra University.	Post Graduate from Commerce faculty	B. Tech. from IIT Kanpur, and is also the Fellow Member of The Indian Institute of Valuers.
Nature of his expertise in specific General/ Functional area	Mr. Sanjiv Swarup was a Member of Institute of Chartered Accountants of India and also a qualified "Bachelor of Laws (Special)" from Saurashtra University. Currently.	Having vast experience in Administration of more than two decades and is well versed with Administration, - Liasoning work for Corporates.	Mr. Arun Vikram Goel is a senior private equity/ financial services professional with over 40 years of experience covering real estate investments/ funding, and financial services, of which over 15 years have been as CEO/MD in Board level positions.
Other Directorships	1. Bharat Wire Ropes Limited 2. Reliance Commercial Finance Limited 3. Axiom Cordages Limited	1. Axiom Cordages Limited	1. Navi Trustee Limited
Membership / Chairmanship in the Committees of other public company	1) Bharat Wire Ropes Limited: • Audit Committee: Chairperson • Stakeholders Relationship Committee: Member • Nomination & Remuneration Committee: Member • Risk Management Committee: Member • Corporate Social Responsibility Committee: Member 2) Axiom Cordages Limited: • Audit Committee: Member • Nomination & Remuneration Committee: Member • Corporate Social Responsibility Committee: Member 3) Reliance Commercial Finance Limited: • Audit Committee: Chairperson	1) Axiom Cordages Limited: • Audit Committee: Chairman	NIL

	• Nomination & Remuneration Committee: Chairperson		
Resignation during last three years from listed companies	Authum Investment & Infrastructure Limited	None	None
Relationship with other Directors, Managers and other Key Managerial Personnel of the Company	None	None	None
Shareholding in the Company	NIL	NIL	NIL
Number of Board Meetings Attended during the year (since his appointment as Additional Director)	3 out of 4	2 out of 3	1 out of 1
Terms and conditions of appointment or reappointment alongwith details of remuneration sought to be paid	Appointed as Non-Executive Independent Director of the Company for a term of five years. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings.	Appointed as Executive Director of the Company at a salary of Rs. 65,000/- per month and other terms and conditions as mentioned in the resolution.	Appointed as Non-Executive Independent Director of the Company for a term of 5 years. He will be entitled to sitting fees and reimbursement of expenses for attending Board and Committee meetings.

By Order of the Board of Directors
For Responsive Industries Limited

Sd/-
Mohini Sharma
Company Secretary & Compliance Officer
Membership No.: A57068

Place: Mumbai

Date: January 27, 2023

Registered Office:

At Betegaon, Mahagaon Road,
Boisar (East), Taluka Palghar,
Dist. Thane – 401501, Maharashtra

CIN: L65100MH1982PLC027797

Website: www.responsiveindustries.com

E-mail: investor@responsiveindustries.com

ATTENDANCE SLIP
(To be handed over at the entrance of the Meeting Hall)

I, hereby record my presence at the **Extra-Ordinary General Meeting ("EGM")** of Responsive Industries Limited, held on **Friday, March 10, 2023 at 12:30 P.M (IST)** at the Registered Office of the Company, At Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401501, Maharashtra.

DP ID & Client ID No.	DP ID No. _____ Client ID No. _____
Name of Member	
Name of Proxyholder/ Authorised Representative, attending if any*	
Number of Shares held by Member	

**Strike out whichever is not applicable.*

Signature of the Member/Authorized Representative/Proxyholder

Notes:

1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the Meeting Venue.
2. Only Member of the Company or their Proxies or Authorized Representative will be allowed to attend the Meeting.
3. Equity Shareholders are informed that in case of joint holders attending the meeting, only such joint holder whose name stands first in the Register of Members of Company in respect of such joint holding will be entitled to vote at the Meeting.

PROXY FORM
FORM NO. MGT-11

*[Pursuant to section 105 of the Companies Act, 2013 and Rule 19(3) of the Companies
(Management and Administration) Rules, 2014]*

Name of the Member	
Registered Address	
E-mail Id	
DP Id & Client Id	

I/We the undersigned Equity Shareholders of Responsive Industries Limited (CIN: L65100MH1982PLC027797) do hereby nominate and appoint:

1. Name:
Address:
E-mail Id:
Signature:....., or failing him

2. Name:
Address:
E-mail Id:
Signature:....., or failing him

3. Name:
Address:
E-mail Id:
Signature:....., or failing him

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the **Extra-Ordinary General Meeting** of the Company, to be held on **Friday, March 10, 2023** at **12:30 P.M. (IST)** at the Registered Office of the Company at Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401501, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

RESOLUTION NUMBER	RESOLUTION
SPECIAL BUSINESS	
1.	Appointment of Mr. Sanjiv Swarup (DIN: 00132716) as an Independent Director of the Company.
2.	Appointment of Mr. Sadanand Raghavendra Morab (DIN: 09790817) as an Executive Director of the Company and payment of Remuneration.
3.	Appointment of Mr. Arun Vikram Goel (DIN: 07652383) as an Independent Director of the Company.

Signed this day of 2023

Signature of shareholder

Signature of Proxy holder(s)

Affix
Revenue
Stamp

Notes:

1. Please affix appropriate Revenue Stamp before putting Signature.
2. The proxy duly stamped, signed and completed must be deposited at the Registered Office of the Company at least 48 hours before the commencement of the meeting.
3. A proxy need not be a shareholder of the company
4. Alterations, if any made in the form of proxy must be initialed by the shareholder.
5. In case of multiple proxies, the Proxy later in the time shall be accepted.

ROUTE MAP OF THE EGM VENUE

