



We listen. We're responsive.

November 21, 2020

To,

BSE Limited

P.J.Towers, Dalal Street,
Mumbai - 400 001

Scrip Code: 505509

To,

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East),
Mumbai- 400 051

Scrip Code: RESPONIND

Subject: Notice of 38th Annual General Meeting

Dear Sir / Madam,

Please find enclosed herewith Notice of 38th Annual General Meeting of our Company scheduled to be held on Thursday, 24 December, 2020 at 11.00 a.m (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

This is for your information and records.

Yours faithfully,

For **Responsive Industries Limited**

Ruchi Jaiswal

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

Email: investor@responsiveindustries.com, Website: www.responsiveindustries.com

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

Regd. Office: Betegaon, Mahagaon Road, Boisar (East), Taluka Palghar, Dist. Thane – 401 501

Notice is hereby given that the 38th Annual General Meeting (“**AGM**”) of the members of Responsive Industries Limited (the “Company”) will be held on Thursday, December 24, 2020 at 11.00 a.m IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the audited standalone financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors’ and the Auditors’ thereon; and
 - (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the report of the Auditors’ thereon.
2. To confirm the payment of interim dividend on equity shares and declare final dividend on equity shares of the Company at the rate of Re. 0.07 per equity share (7%) for the financial year 2019-20.
3. To appoint a Director in place of Mr. Mrunal Shetty (**DIN: 08362895**), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. To approve the remuneration of Cost Auditor

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S K Agarwal & Associates, Cost Accountants (Firm Reg.No:100322) who was appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021, shall be paid total annual remuneration of Rs. 1,50,000/- (Rupees One Lakh Fifty Thousand Only) inclusive of out of pocket expenses as determined by the Board in consultation with the Cost Auditors.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take such steps in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution.”

5. To approve payment of professional fees to Ms. Bhumika Jain, Independent Director.

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

“**RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013, the Companies (Meeting of Board and its power) Rules, 2014, and Regulation 17(6)(a) of SEBI

(Listing Obligations & Disclosure Requirements), 2015 and other applicable provisions, if any, of the Companies Act, 2013 and other applicable SEBI Listing Regulations, and on recommendation from the Audit Committee, Nomination and Remuneration Committee and the Board, consent of the members be and is hereby accorded to the Board of Directors of the Company for payment of professional fees to Ms. Bhumika Jain, Independent Director of the Company for rendering professional services in the area of legal matters of the Company on professional capacity for an amount not exceeding Rs. 5,00,000/- (Rupees Five Lakhs Only) per annum from 24 May, 2020 for a period of 1 (One) year on such terms and conditions as decided by Board of Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to negotiate and finalise other terms and conditions and to do all such acts, deeds and things including delegation of powers as may be necessary, proper or expedient to give effect to this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorize to vary or amend the fees and other terms and conditions, as it deem necessary.”

6. To approve reclassification of the status of Mr. Abhishek Agarwal and Mrs. Saudamini Agarwal from Promoter group category to Public category.

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

“**RESOLVED THAT** pursuant to Regulation 31A and all other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any amendment(s) or modification(s) made thereto from time to time and any other laws and regulations as may be applicable from time to time, and subject to the necessary approvals of the Stock Exchanges and other appropriate statutory authorities as may be necessary, the consent of the members of the Company be and is hereby accorded for re-classification of following persons from Promoter group category to Public category, since the persons are neither involved in the management of the Company nor exercise control over the affairs of the Company directly or indirectly and hold not more than 10% of the total voting rights in the Company and also none of the following persons have entered into any shareholder’s or other agreement with the Company nor they have any veto rights or special information rights or special rights as to voting power or control of the Company:

Name of the person	No of equity shares held	% of equity shares
Abhishek Agarwal	0	0
Saudamini Agarwal	1489000	0.56
Total	1489000	0.56

RESOLVED FURTHER THAT pursuant to Regulation 31A (3) sub clause (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, it is hereby confirmed that, the aforesaid person(s) seeking reclassification:

- i) Do not hold more than ten percent of the total voting rights in the Company;
- ii) Do not exercise control over the affairs of the Company directly or indirectly;
- iii) Do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) Have not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v) Have never act as a key managerial person in the Company;
- vi) Are not a ‘wilful defaulter’ as per the Reserve Bank of India Guidelines

vii) Are not a fugitive economic offender.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution for Re-classification of Promoter Group to Public Category, the Board or the officers authorized by the Board in this regard be and are hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard and to submit all the requisite applications, representations, filings etc. with the Stock Exchanges and other regulatory authorities as may be required in this regard without requiring the Board to secure any further consent or approval of the members of the Company”.

7. Addition of New Object in the Main Object Clause and alteration of MOA

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

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under consent of the members be and is hereby accorded, to append following sub clause 1.3, 1.4, 1.5, 1.6 after sub clause 1.2 of clause III(A) of the Memorandum of Association of the Company which shall read as:

1.3 To carry on the business of software designing, development, customisation, implementation, maintenance, testing and benchmarking, designing, developing and dealing in computer software and solutions, and to import, export, sell, purchase, distribute, host (in data centers or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related projects and assignments, offering services on-site/ offsite or through development centers using owned /hired or third party infrastructure and equipment, providing solutions/ packages/ services through applications services provider mode via internet or otherwise, to undertake IT enabled services and to carry on the business of manufacturing, dealing and maintenance of computer hardware, computer systems and assemble data processors, program designs and to buy, sell or otherwise deal in such hardware and software packages and all types of tabulating machine, accounting machines, calculators, computerized telecommunication systems and network, their components, spare parts, equipments and devices, and all kinds of electric & electronic components capable of being used in computers telecommunications to carry out software research and development, to design and develop system software, application software and to carry on the business of establishing, running and managing institutions, school, and academics for imparting education in computer technology, offering equipment, solutions and services for networking and network management, data Centre management and in providing consultancy services in all above mentioned areas.

1.4 To carry on the business of manufacturing, producing and processing, fabrication and assembling, repairing, alternation, buying, selling, importing, exporting, marketing, automobiles, motorcars, lorries, buses, vans, motorcycles, cycle-cars, motor, scooters, carriages, amphibious vehicles, and vehicles suitable for propulsion on land, sea, or in the air or in any combination thereof and vehicles of all descriptions, whether propelled or assisted by means of petrol, diesel, spirit, steam, gas, battery, electrical or other power, and of internal combustion and other engines, chassis-bodies and other components, parts and accessories and all machinery, implements, utensils, appliances, apparatus, lubricants, solutions enamels and all things capable of being used for, in, or in connection with maintenance, and working of motors. And all kind of spare parts, components, accessories, fittings, furnishings, engines, chassis, bodies, tools and implements, in connection with the above mentioned things such as petrol, oil, lubricants and petroleum products, new and used motor vehicles, caravans, trailers, tyres and tubes, batteries,

spare parts, accessories, rubber and electrical goods and to carry on the business of body builders of all kind of vehicles.

- 1.5 To carry on all or any of the businesses and ancillary activities of storage, accumulation, transmission, distribution, supply, purchase, sale, exchange, export, import, trading (purchase electricity and resale thereof) and otherwise dealing of power, electricity and other sources of energy whether conventional or non-conventional and to construct, laydown establish, fix and carry-out all necessary infrastructures including power stations, cables, wires, transmission lines, accumulators, lamps and works and other equipments relating to power, electricity, chilled water and other sources of energy. And to generate, accumulate, distribute and supply electricity, and to light cities, towns, streets, docks, markets, theatres, buildings and places, both public and private.
- 1.6 To carry on business of providing Engineering-Procurement-Construction (EPC) electrical contract solutions consisting of supply, erection, testing and commissioning, urban and rural electrification, electrical substations and transmission, building electrification, metro electrification, internal & external electrical works, design and detailed engineering, electrical services, instrumentation and control, pre-planning and execution planning, procurement, construction management and supervision, test/Process Instrument calibration, field engineering contract solutions to a spectrum of industrial sectors such Aeronautical, Automobile, Beverages, Breweries, Ceramic Tiles, Chemicals, Commercial & Residential projects, Distilleries, FMCG, Food, General manufacturing, Hospitality, Infrastructure projects, Oil & Gas, Paints, Petrochemical & Refineries, Pharmaceuticals & API, Power, Steel, Textiles, Tyre industry and other industries.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors/Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the Registrar of Companies and other authority.”

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

**Place : Mumbai
Date : September 14, 2020**

**Ruchi Jaiswal
Company Secretary & Compliance Officer**

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular No. 20 dated May 5, 2020 read with circular No. 17 dated April 13, 2020 and circular No. 14 dated April 8, 2020 and (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the members at a common venue. In compliance with the relevant provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting. Since the AGM will be held through VC/OAVM, the route map is not annexed to this Notice.
3. The relative Explanatory Statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of the item No. 4 to 7 of the Notice is annexed hereto. The relevant details pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2, in respect of the person seeking re-appointment as Director under Item No. 3 of the Notice, forms integral part of the Notice.
4. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
5. 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 remote e-voting. 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.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, December 18, 2020 to Thursday, December 24, 2020 (both days inclusive). The Company has fixed Thursday, December 17, 2020 as the 'Cut-off Date' for determining entitlement of members to final dividend for the financial year ended March 31, 2020, if approved at the AGM and to attend AGM and cast vote through e-voting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of dispatch of this Notice up to the date of AGM i.e. December 24, 2020. Members seeking to inspect such documents can send an e-mail to investor@responsiveindustries.com.
8. Members of the Company have appointed M/s Shah & Taparia, Chartered Accountants, as Statutory Auditor of the Company at the 37th AGM of the Company for a period of 5 years held on September 27, 2019. The requirement to place the matter relating to appointment of auditors for ratification by members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this 38th AGM of the Company.
9. The Securities and Exchange Board of India (SEBI) and Reserve Bank of India (RBI) have advised all listed companies to mandatorily use the Electronic Clearing Services (ECS) mandate facility wherever possible for payment of dividend to the members. In view of this and to support the 'Green Initiative' members are requested to update their bank details (bank account no, bank and branch address, MICR code, IFSC Code etc), email address, postal

address, contact no. (telephone no /mobile no.) Permanent Account Number (PAN), nominations etc with their respective depositories. The Company shall be able to co-ordinate with the bankers only on receipt of necessary information.

10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before December 21, 2020 through email on taxation@responsiveindustries.com The same will be replied by the Company suitably.
11. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company, within the stipulated timeline. The following are the details of dividends declared by the Company and their respective due dates of transfer to IEPF, which remain unencashed /unclaimed.

FY	Type of Dividend	Dividend per share	Date of Declaration	Last date to claim unpaid dividend amount	Due date for transfer to IEPF
2013-14	Annual	10% (Re. 0.10 per share)	09.08.2014	07.09.2021	08.09.2021
2014-15	Annual	10% (Re. 0.10 per share)	22.09.2015	21.10.2022	22.10.2022
2015-16	Interim	10% (Re. 0.10 per share)	10.03.2016	08.04.2023	09.04.2023
2016-17	Annual	10% (Re. 0.10 per share)	29.09.2017	28.10.2024	29.10.2024
2017-18	Annual	10% (Re. 0.10 per share)	08.06.2018	07.07.2025	08.07.2025
2018-19	Annual	12% (Re. 0.12 per share)	27.09.2019	26.10.2026	27.10.2026
2019-20	Interim	3% (Re. 0.03 per share)	07.11.2019	06.12.2026	07.12.2026

The members are requested to claim/encash their dividend for these years, if not already done. The Company has uploaded the details of such members and their dividend due for transfer to the IEPF Authority on its website www.responsiveindustries.com under the heading “Unpaid Dividend” to enable such members to verify the details of their unclaimed dividends liable to be transferred to the IEPF Authority. Members are requested to note that no claim shall lie against the Company in respect of any dividend so transferred to the IEPF Authority.

12. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website www.responsiveindustries.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of RTA at <https://instavote.linkintime.co.in>.

13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are therefore, requested to submit their PAN to their DPs with whom they are maintaining their demat accounts.
14. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by email to taxation@responsiveindustries.com by 11:59 p.m. IST on December 17, 2020. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by sending an email to taxation@responsiveindustries.com. The aforesaid declarations and documents need to be submitted by the shareholders by 11:59 p.m. IST on December 17, 2020.

15. Voting through electronic means

- I. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and in compliance of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members voting by electronic means to cast their votes electronically in respect of businesses to be transacted at the 38th Annual General Meeting. Necessary arrangements have been made by the Company with Link Intime India Private Limited (LI IPL) to facilitate voting by electronic means.

The facility for e-voting shall also be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through e-voting.

- II The remote e-voting period begins on Monday, December 21, 2020 at 09.00 a.m. (IST) and ends on Wednesday, December 23, 2020 at 05.00 p.m. (IST). During this period shareholders' of the Company, holding shares as on the cut-off date i.e Thursday, December 17, 2020 may cast their vote by remote e-voting. Remote e-voting module shall be disabled by LI IPL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

Those members, who will be present in the AGM through VC / OAVM facility and have not cast their vote through remote e-voting shall be eligible to vote through e-voting system during the AGM.

A person who is a member as on the cut-off date shall only be entitled for availing the remote e-voting facility or e-voting at the meeting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.

The voting rights of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.

- III** 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 voting process at the AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the conclusion of 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 <https://www.responsiveindustries.com/news-announcements/> and on the website of Link Intime India Pvt. Ltd. <https://instavote.linkintime.co.in> 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.

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

1. Visit the e-voting system of LIPL. Open web browser by typing the URL: <https://instavote.linkintime.co.in>.

Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:

Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID: Enter your User ID

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members 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/ members holding shares in **CDSL demat account shall provide either ‘C’ or ‘D’, above**
- Shareholders/ members holding shares in **NSDL demat account 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).

NOTE: If Shareholders/ members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.

2. Click on “Login” tab, available under ‘**SHAREHOLDERS**’ section.

3. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on **"SUBMIT"**.
4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon
5. E-voting page will appear.
6. 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).
7. 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.
8. 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.

If you have forgotten the password:

- Click on 'Login' under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter User ID, select Mode and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'**.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/ members 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.
- 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"**. Shareholders/ members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/ members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to enotices@linkintime.co.in or contact on: - Tel: 022 -4918 6000.

Instructions for Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the Scrutiniser during the Meeting, the members who have not exercised their vote through the remote e-voting can cast their vote as under:

1. On the Shareholders VC page, click on the link for e-Voting **"Cast your vote"**.
2. Enter Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered e-mail Id) received during registration for InstaMeet and click on **'Submit'**.
3. After successful login, you will see **"Resolution Description"** and against the same the option **"Favour/ Against"** for voting.
4. Cast your vote by selecting appropriate option i.e. **"Favour/Against"** as desired. Enter the number of shares (which represents No. of votes) as on the cut-off date under **"Favour/Against"**. You may also choose the option **"Abstain"** and the shares held will not be counted under **"Favour/Against"**.

5. After selecting the appropriate option i.e. “**Favour/Against**” as desired and you have decided to vote, click on “**Save**”. A confirmation box will be displayed. If you wish to confirm your vote, click on “**Confirm**”, else to change your vote, click on “**Back**” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the Meeting.

Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the Meeting.

In case the Members have any queries or issues regarding e-voting, you can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

V. Instructions for Members for attending the AGM through InstaMeet (VC/OVAM):

1. Members are entitled to attend the Annual General Meeting through VC/OAVM provided by Link Intime India Private Limited by following the below mentioned process. Facility for joining the Annual General Meeting through VC/ OAVM shall open 15 minutes before the time scheduled for the Annual General Meeting and will be available to the members on first come first serve basis.
2. Members are requested to participate on first come first serve basis as participation through VC/OAVM is limited and will be closed on expiry of 15 (fifteen) minutes from the scheduled time of the Annual General Meeting. Members with > 2% shareholding, Promoters, Institutional Investors, Directors, KMPs, Chairpersons of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Auditors, etc. may be allowed to the meeting without restrictions of first come first serve basis. Members can log in and join 15 (fifteen) minutes prior to the schedule time of the Meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time.
3. Members will be provided with InstaMeet facility wherein they shall register their details and attend the Annual General Meeting as under:
 1. Open the internet browser and launch the URL for InstaMeet <https://instameet.linkintime.co.in> and register with your following details:
 - Select the “**Company**” and ‘**Event Date**’ and register with your following details:
 - a. **Demat Account No:** Enter your 16 digit Demat Account Number or Folio Number registered with the Company
 - Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
 - Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
 - b. **PAN:** Enter your 10 digit Permanent Account Number (PAN) Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - c. **Mobile No.** Enter your mobile number.
 - d. **Email ID:** Enter your email id, as recorded with your DP/Company.
 2. Click “Go to Meeting”

Note:

Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches. In case the Members have any queries or issues regarding e-voting, they can write an e-mail to instameet@linkintime.co.in or Call on 022-49186175.

Instructions for Members to register themselves as Speakers during Annual General Meeting:

Members who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request mentioning their name, demat account number/ folio number, e-mail id, mobile number at taxation@responsiveindustries.com on or before December 20, 2020 (5:00 p.m. IST).

Members who would like to ask questions, may send their questions in advance mentioning their name, demat account number/ folio number, e-mail id, mobile number at taxation@responsiveindustries.com. The same will be replied by the Company suitably.

Note:

Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time for the Annual General Meeting.

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

Place : Mumbai Ruchi Jaiswal
Date : September 14, 2020 Company Secretary & Compliance Officer

ANNEXURE TO THE NOTICE

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

ITEM NO: 4

In accordance with the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

On recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s. S K Agarwal & Associates, Cost Accountants (Firm Reg. No: 100322) as Cost Auditors of the Company at an annual remuneration of Rs. 1,50,000- (Rupees One Lakh Fifty Thousand Only) inclusive of out of pocket expenses for conducting the audit of the cost records of the Company for the financial year ending March 31, 2021.

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

Accordingly, the Board recommends **Ordinary Resolution** in relation to payment of remuneration to M/s. S K Agarwal & Associates, Cost Accountants, Mumbai for the financial year 2020-21 for members' approval.

ITEM NO: 5

The Audit Committee, Nomination and Remuneration Committee and Board has reviewed and recommended payment of professional fee to Ms. Bhumika Jain, Independent Non-Executive Director for availing legal services from her in the area of legal matters of the Company in the professional capacity. As per Regulation 17(6)(a) of the SEBI Listing Regulation, 2015 all fees or compensation paid to any Non-Executive Director including Independent Director shall require approval of the shareholders of the Company. The said approval shall be effective from May 24, 2020 for a period of 1 year.

The key details as required under Rule 15 of the Companies (Meeting of Board and its power) Rules, 2014 are as follows:

1. Name of the related party and nature of relationship: Ms. Bhumika Jain, Director (Independent Non-Executive)
2. Nature, duration and material terms and particulars of the arrangement

Name of the party	Purpose	Duration
Ms. Bhumika Jain	Payment of professional fees for rendering services in the area of legal matters of the Company in professional capacity.	1 year w.e.f. 24.05.2020

3. Any advance paid or received for the arrangement: No
4. Manner of determining the pricing and other commercial terms: On arm's length basis, as far as possible and in line with market price.
5. Any other information relevant or important for the members to make a decision on the proposed transactions: None.

Ms. Bhumika Jain, and her relatives may be deemed to be interested in the resolution to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Accordingly, the Board recommended the **Ordinary Resolution** in relation to the payment of professional fees to Bhumika Jain, Independent Director for members' approval.

ITEM NO: 6

The Company had received letter from the following persons falling under the category of Promoter Group of the Company requesting to the Company for reclassification of their shareholding and status from the category of "Promoter Group" to "Public Category":

Name of the person	No of equity shares held	% of equity shares
Abhishek Agarwal	0	0
Saudamini Agarwal	1489000	0.56
Total	1489000	0.56

Mr. Abhishek Agarwal and Mrs Saudamini Agarwal belong to Promoter Group in the Company. They together holds 14,89,000 (Fourteen Lakh Eighty Nine Thousand Only) number of equity shares

constituting 0.56% of the total equity share capital and voting rights in the Company. Further Mr. Abhishek Agarwal and Mrs. Saudamini Agarwal do not exercise any control over the affairs of the Company and do not involve in any decision making process. Their aggregate voting rights are less than 10% of total shares and voting rights in the Company.

Pursuant to clause (b) sub-regulation 3 of Regulation 31A of SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2018, the aforesaid person(s) seeking re-classification have confirmed that:

- i. they do not hold more than ten percent of the total voting rights in the Company;
- ii) they do not exercise control over the affairs of the Company directly or indirectly;
- iii) they do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
- iv) they are not been represented on the Board of Directors (including not having a nominee director) of the Company;
- v) they do not act as a key managerial person in the Company;
- vi) they are not a 'wilful defaulter' as per the Reserve Bank of India Guidelines
- vii) they are not a fugitive economic offender.

And they have also confirmed that at all times from the date of such reclassification, they shall continue to comply sub-clauses (i), (ii) and (iii) of aforesaid Clause (b) of Sub- regulations (3) of Regulation 31A and shall also comply with conditions mentioned at sub-clause (iv) and (v) of clause (b) of sub-regulation (3) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 for period of not less than three years from the date of reclassification, failing which they shall automatically be reclassified as persons belonging to Promoter Group as applicable.

Based on the letter received from the above persons and in view of the provisions of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018 and on satisfaction of the conditions (i) to (vii) specified in clause (b) of sub- regulation (3) and compliance of sub-regulation (4) of Regulation 31A of SEBI (LODR) (Sixth Amendment) Regulations, 2018, directors at their meeting held on July 17, 2020 considered and approved the application for reclassification of Mr. Abhishek Agarwal and Mrs Saudamni Agarwal from Promoter Group to Public Category subject to approval of the members of the Company at the Annual General meeting and also subject to the approval of the Stock Exchanges.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board, recommends the **Ordinary Resolution** for reclassification of the status of Mr. Abhishek Agarwal and Mrs Saudamini Agarwal from Promoter group to Public category for the approval of the members' of the Company.

ITEM NO: 7

The Board of Directors of the Company has approved alteration in the Object Clause of the Memorandum of Association of the Company by adding new object along with the existing clause in their meeting held on July 17, 2020.

Looking into the lucrative business opportunities the Company wish to expand its operation in the area of manufacturing of battery operated electric vehicles, IT projects (software and hardware) including manufacturing of IT related products, EPC electrical contracts, power trading. Pursuant to the provisions of Section 13 of the Companies Act, 2013, if the Company intends to alter/amend/delete clauses of Memorandum of Association, the Company is required to pass Special Resolution.

Further, none of the directors, managers, key managerial personnel of the Company and their respective relatives are in any way interested in the resolution except to the extent of their shareholding in the Company.

The Board, therefore recommend passing of **Special Resolution** for addition of new object clause in the existing object clause and alteration of MOA of the Company for the approval of the members' of the Company.

A copy of the proposed new set of the Memorandum of Association of the Company would be available for inspection during the time of AGM.

Detail of Director Seeking appointment/re-appointment at the 38th Annual General Meeting of the Company pursuant to Regulation 36 of SEBI LODR and Secretarial Standard-2 are as follows:

Name of Director	Mr. Mrunal Shetty
Designation	Director & CFO
DIN	08362895
Date of Birth	11.10.1985
Nationality	Indian
Date of Appointment	14.02.2019
Expertise in Specific Functional Area	Finance
Qualifications	Chartered Accountant & B. Com graduate
Shareholding in the Company	Nil
Number of meetings of the Board attended during the year	5
Directorships held in other listed entity company	Nil
Membership / Chairmanship in the Committees of other public company	Member- Audit Committee Axiom Cordages Limited
Disclosure of relationships between directors inter-se	Nil
Remuneration drawn during the year	Refer Annual Report

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

**Place : Mumbai
Date : September 14, 2020**

**Ruchi Jaiswal
Company Secretary & Compliance Officer**