

March 28, 2024

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

Sub: Certified true copy of proceedings of Postal Ballot in accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations")

Dear Sir/ Madam,

This is further to our letter dated February 26, 2024, submitting the Postal Ballot Notice dated February 05, 2024 to the Members of the Company for approval of appointment of Dr. Anita Shantaram (DIN: 00786517) as an Independent Director of the Company not liable to retire by rotation w.e.f. February 05, 2024 to February 04, 2029.

In this regard, we are attaching herewith certified true copy of the proceedings of the Postal Ballot in accordance with Regulation 30 read with clause 13 of Para A of Part A of Schedule III of SEBI LODR Regulations.

The details of Voting Result on the business transacted through postal ballot in accordance with Regulation 44(3) of SEBI LODR Regulations along with the Scrutinizer's report will be sent in due course.

The said proceedings is also 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.

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CIN NO. L65100MH1982PLC027797

CERTIFIED TRUE COPY OF THE PROCEEDINGS OF THE RESOLUTION PASSED BY THE MEMBERS OF RESPONSIVE INDUSTRIES LIMITED ("THE COMPANY") ON THURSDAY, MARCH 28, 2024 BY WAY OF POSTAL BALLOT, PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013 ("THE ACT") READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 ("THE RULES")

Pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ("Rules") and other applicable provisions of the Act and the Rules; guidelines prescribed by the Ministry of Corporate Affairs (the "MCA"), Government of India, for conducting postal ballot process through voting by electronic means ("remote e-voting") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars issued in this regard, including General Circular No.09/2023 dated September 25, 2023 (collectively, the "MCA Circulars"); Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI LODR Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and any other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force); Responsive Industries Limited ("the Company") seeks approval of the Members for the Special Business by way of a Special Resolution as set out in the Notice of Postal Ballot dated February 05, 2024 along with the Explanatory Statement by way of electronic means ("i.e. remote e-voting").

The Notice of Postal Ballot dated February 05, 2024 which comprised resolution proposed for approval of the members and the explanatory statement thereto and reasons thereof was sent to all the Members of the Company on Monday, February 26, 2024, whose names appear on the Register of Members/list of beneficial owners as on **Friday, February 23, 2024 ("Cut-Off date")** as received from M/s. Link Intime India Private Limited ("LI IPL") being the Registrar and Share Transfer Agent of the Company.

The Postal Ballot, as per the MCA Circulars meant voting only by electronic means through the remote e-voting facility and accordingly the Members were required to communicate their assent or dissent through the remote e-voting facility only.

In compliance with the MCA circulars, the Company issued a public notice by way of advertisement in the newspapers viz., Financial Express (English Language) Mumbai Lakshadeep (Marathi Language) on Tuesday, February 27, 2024 in respect of Notice of Postal Ballot, completion of dispatch of notice by Email to members on registered emails, manner and duration of remote e-voting, manner of registering email address and other required information. The copy of the same was submitted to BSE Limited and National Stock Exchange of India Limited and was also placed on the website of the Company.

In compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company has offered **remote e-voting** facility to all the shareholders. For this purpose, the Company has appointed M/s. Link Intime India Private Limited (hereinafter referred to as "Link Intime" or "Service Provider") for facilitating remote e-voting and is pleased to offer remote e-voting facility as an alternate, to its Shareholders to enable them to cast their votes electronically instead of exercising their votes by physical postal ballot forms.

RESPONSIVE INDUSTRIES LIMITED

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The remote e-voting period commenced on Wednesday, February 28, 2024 at 09:00 A.M. (IST) and concluded on Thursday, March 28, 2024 at 05:00 P.M. (IST).

The members were informed that the remote e-voting would not be allowed beyond the aforesaid date and time and the e-voting module was disabled upon expiry of aforesaid period.

The Company has appointed M/s. Mayank Arora & Co., Practicing Company Secretaries having address at Office no. 101, Udyog Bhavan, Sonawala Lane, Goregaon East, Mumbai-400063 Maharashtra, India as the scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the applicable laws in a fair and transparent manner.

Accordingly, the following resolution as set out in Item No.1 of the Notice of Postal Ballot was declared as passed with requisite majority as a Special Resolution on March 28, 2024:

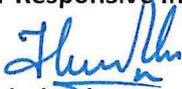
“RESOLVED THAT pursuant to the provisions of Sections 149, 150 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“Act”); the Companies (Appointment and Qualification of Directors) Rules, 2014 (“Rules”) (including any statutory modification(s), amendment(s) 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, Dr. Anita Shantaram (DIN: 00786517) who was appointed by the Board of Directors as an Additional Non-Executive Independent Director of the Company on February 05, 2024 and who has given her 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 05.02.2024 to 04.02.2029.”

“RESOLVED FURTHER THAT Dr. Anita Shantaram shall be entitled to the sitting fees (if any), as may be prescribed by the Board and subject to the limits prescribed under section 197(1) of Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and rules and regulations made there under.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the above resolution.”

Certified true copy

For Responsive Industries Limited



Mehul Vala

Whole-Time Director & CEO

DIN: 08361696



Date: March 28, 2024

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