

Date: September 08, 2022

To,
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai-400 001

To,
National Stock Exchange of India Limited
Exchange Plaza, C - 1, Block G,
Bandra-Kurla Complex, Bandra (East),
Mumbai- 400 051

Scrip Code: 505509

Symbol: RESPONIND

Subject : Submission of Notice of the 40th Annual General Meeting and Annual Report 2021-22 in compliance with Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 34(1) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Notice of the 40th Annual General Meeting and Annual Report 2021-22 of the Company.

Kindly take the same on your record.

Thanking you,

Yours sincerely,

For Responsive Industries Limited

Ankit Pandit
Company Secretary & Compliance Officer



Encl.: As above

RESPONSIVE



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ANNUAL REPORT 2021-2022

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**40th Annual General Meeting on Friday, September 30, 2022 at 02.00 P.M. at
Registered Office : Betegaon, Mahagaon Road, Boisar east
Taluka Palghar, Dist. Thane Betegaon, Maharashtra- 401501**

CORPORATE INFORMATION**BOARD OF DIRECTORS**

Mr. Rishabh Agarwal

Mr. Mehul Vala

Ms. Kanak Jani

Mr. Mrunal Shetty (till 24.03.2022)

Ms. Bhumika Jain (till 31.03.2022)

Mr. Manish Kumar Agarwal

Ms. Mita Jha

Mr. Anand Sadashiv Kapre

Non-Executive Chairman

Whole-Time Director

Executive Director

Executive Director

Independent Non - Executive Director

Independent Non - Executive Director

Independent Non - Executive Director

Independent Non - Executive Director

KEY MANAGERIAL PERSONNEL

Mr. Mehul Vala

Mr. Santosh Kudalkar (from 11.05.2022)

Mr. Ankit Pandit (from 28.10.2021)

Chief Executive Officer

Chief Financial Officer

Company Secretary & Compliance Officer

STATUTORY AUDITORS

M/s. Shah & Taparia

Chartered Accountants

B 502, Business Square,

Solitaire Corporate Park,

Andheri East, Mumbai – 400 059

SECRETARIAL AUDITOR

M/s. P.P. Shah & Co

Company Secretaries

218, Veen Chambers,

Dalal Street,

Mumbai- 400 023

REGISTRARS &**SHARE TRANSFER AGENT**

Link Intime (India) Pvt. Ltd.

C-101, 247 Park, LBS Marg

Vikhroli (West), Mumbai-400 083

Tel No.: (022) 4918 6270

Fax No.: (022) 4918 6060

Email: rnt.helpdesk@linkintime.co.in**PRINCIPAL BANKER**

Union Bank of India, Mumbai

REGISTERED AND CORPORATE OFFICE

Village Betegaon, Mahagaon Road,

Boisar (East), Taluka Palghar,

Dist. Palghar – 401501

Tel No.: (022) 66562821

Fax No.: (022) 66562798

Email: investor@responsiveindustries.comWebsite: www.responsiveindustries.com

CIN: L65100MH1982PLC027797

NOTICE

Notice is hereby given that the 40th Annual General Meeting ("AGM") of the Members of Responsive Industries Limited ("the Company") will be held on Friday, September 30, 2022 at 02.00 P.M. at the registered office of the company 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, 2022, 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, 2022, together with the report of the Auditors thereon.
2. To declare final dividend on equity shares of the Company at the rate of Re. 0.10 per equity share (10%) for the financial year 2021-22.
3. To appoint a Director in place of Mr. Rishabh Agarwal (DIN: 05011607), 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(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), M/s. S. K. Agarwal & Associates, Cost Accountants (Firm Reg. No.: 100322), appointed as the Cost Auditor by the Board of Directors, based on the recommendation of the Audit Committee for conducting the audit of cost accounting records maintained by the Company relating to manufacturing of the products covered under the Companies (Cost Records and Audit) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), be paid a remuneration of Rs. 1,25,000/- (Rupees One lakh twenty five thousand only) inclusive of out of pocket expenses as determined by the Board in consultation with the Cost Auditor for the financial year 2022-23;

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

By order of the Board
For Responsive Industries Limited

Place : Mumbai
Date: August 12, 2022

Ankit Pandit
Company Secretary & Compliance Officer

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXIES NEED NOT BE A MEMBER OF THE COMPANY. IN ORDER TO BE VALID, PROXY FORMS DULY COMPLETE IN ALL RESPECTS, SHOULD BE LODGED WITH THE COMPANY AT ITS REGISTERED OFFICE NOT LATER THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM FOR THE AGM IS ENCLOSED. A person can act as a proxy on behalf of members not exceeding Fifty (50) and holding in the aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other member.
2. Members / proxies / authorised representative(s) attending the meeting are requested to bring with them the Attendance Slip enclosed herewith duly filled in and signed and handover the same at the entrance of the hall along with the proof of identity. Members are requested to bring their copies of Annual Report while attending the meeting.

3. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 as well as the Register of Contracts and Arrangements in which the Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Registered Office of the Company and at the AGM.
4. Route Map to the venue of the meeting is provided on the back side of the Attendance slip.
5. During the period beginning 24 hours before the time fixed for the commencement of meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours at the registered office of the Company, provided that a requisition for the same from a member is received in writing not less than 3 days before the commencement of the meeting.
6. All the documents referred to in the accompanying notice are open for inspection at the Registered Office of the Company during the business hours on all working days except Saturdays, Sundays and Public Holidays between 11.00 a.m. to 1.00 p.m. upto the date of AGM and will also be available at the meeting.
7. Corporate members intending to send their authorised representative(s) to attend the AGM pursuant to Section 113 of the Companies Act, 2013 are requested to send a duly certified copy of the Board Resolution together with their specimen signature(s) authorizing their representative(s) to attend and vote on their behalf at the AGM.
8. In case of joint holders attending the AGM, 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.
9. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the Dividend Warrants as per the applicable regulations of the Depository. The Company will not act on any direct request from such members for change/deletion in such bank details. Further, instructions if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members may, therefore, give instructions regarding bank accounts in which they wish to receive dividend, to their Depository Participants immediately.
11. As a part of the 'Green Initiative', members who have not yet registered their email addresses are requested to register the same with their Depository Participants ("DPs") in case the shares are held in electronic form.
12. Members may please note that pursuant to the provisions of Sections 124, 125 and any other applicable provisions, if any, of the Companies Act, 2013, ("the Act") along with the Investor Education and Protection Fund (IEPF) Authority (Accounting, Audit, Transfer and Refund) Amendment Rules, 2017 ("IEPF Rules") as amended from time to time, dividend for the financial year ended 2011 and thereafter, which remains unclaimed for a period of 7 years will be transferred by the Company to the Investor Education and Protection Fund established by the Central Government, as and when the same falls due for such transfer.
13. Register of Members and the Share Transfer Register of the Company will remain close from Friday, September 23, 2022 to Friday, September 30, 2022 (both days inclusive) for determining the names of members eligible for dividend on shares, if declared at the meeting
14. Dividend when declared, will be payable to those members of the Company, whose names appear in the Register of Members of the Company at the close of business hours on Monday, September 19, 2022 and to those members of the Company, holding shares in electronic form, whose names appear in the Benpos (Beneficiary Position) downloaded at the close of business hours on Monday, September 19, 2022.
15. In accordance with the provisions of Section 101 and other applicable provisions of the Companies Act, 2013, read with Rule 18 of the Companies (Management and Administration) Rules, 2014, as amended, the Notice of AGM, Attendance Slip, Proxy Form and Annual Report are being sent by email to those members who have registered their email addresses with their Depository Participants (in case of shares held in demat form) unless any member has requested for a physical copy of the same.
16. In compliance with the aforementioned MCA and SEBI Circulars, Notice of the AGM along with the Annual Report for the financial year 2021-22 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 for the financial year 2021-22 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 RT.
17. Brief resume of Director proposed to be appointed/ reappointed along with such other details as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015,

as amended, and Secretarial Standards on General Meetings (SS-2), are provided in the Corporate Governance Report that forms part of the Annual Report.

18. In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 and the Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Company is pleased to provide members facility to cast their votes either for or against each resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM ('remote e-voting'), provided by Link Intime India Pvt. Ltd and the business may be transacted through such voting
19. 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 Auditor at 40th AGM of the Company.
20. 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. The Company shall be able to co-ordinate with the Bankers only on receipt of necessary information.
21. 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 Thursday, September 22, 2022 through email on taxation@responsiveindustries.com. The same will be responded to by the Company suitably.
22. 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.

Financial Year	Type of Dividend	Dividend per share	Date of Declaration	Last date to claim the unpaid dividend amount	Due date for transfer to IEPF
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
2019-20	Final	7% (Rs. 0.07)	24.12.2020	23.12.2026	24.12.2026
2020-21	Final	10% (Re. 0.10 per share)	30.09.2021	29.09.2028	29.09.2028

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.

23. 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.
24. Members may note that the Income-tax Act, 1961, ("the IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after April 01, 2020 shall be taxable in the hands of Members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, Members are requested to submit relevant documents, as specified in the below paragraphs, in accordance with the provisions of the IT Act.

For Resident shareholders, taxes shall be deducted at source under section 194 of the Act, as follows:

Valid PAN of shareholder available with the Company	10% or as notified by the Government of India
Shareholders without PAN/invalid PAN with the Company	20% or as notified by the Government of India
Specified Shareholder who has not filed returns of tax for FY 2019-20 and FY 2020-21 and aggregate of tax deducted at source is Rs. 50,000 or more in each of these two years	20%**

** Specified shareholders to be verified from the Government enabled utility.

However, no tax shall be deducted on the dividend payable to a resident individual shareholder if the total dividend to be received by them during the financial year 2021-22 does not exceed Rs. 5,000/- and also in cases where shareholder provides form 15G (applicable to any person other than HUF or a Company or a firm)/form 15H (applicable to an individual who is 60 years and older) subject to conditions specified in the Act. Shareholders may also submit any other document as prescribed under the Act to claim a lower/nil withholding tax. PAN is mandatory for shareholders providing form 15G/ form 15H or any other documents as mentioned above. The formats of form 15G/form 15H are also available on the website of our Registrar and Transfer agent (RTA) Link Intime India Private Limited at <https://www.linkintime.co.in/>.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable sections of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement (“DTAA”), read with Multilateral Instrument (“MLI”) between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA read with MLI, non-resident shareholders will have to provide the following:

- (i) Copy of the PAN card allotted by the Indian income tax authorities duly attested by the Member or details as prescribed under rule 37BC of Income-tax Rules, 1962;
- (ii) Copy of Tax Residency Certificate for fiscal 2022 obtained from the revenue authorities of the country of tax residence, duly attested by Member;
- (iii) Self-declaration in Form 10F;
- (iv) Self-declaration by the Member of having no permanent establishment in India in accordance with the applicable tax treaty.

25. 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 Obligations and Disclosure Requirements), 2015, 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 40th Annual General Meeting. Necessary arrangements have been made by the Company with Link Intime India Private Limited (LIPL) 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 Tuesday, September 27, 2022 at 09.00 A.M. (I.S.T.) and ends on Thursday, September 29, 2022 at 05.00 P.M. (I.S.T.). During this period, shareholders of the Company, holding shares as on the cut-off date i.e. Monday, September 19, 2022 may cast their vote by remote e-voting. Remote e-voting module shall be disabled by LIPL 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 to avail the remote e-voting facility or e-voting at the Meeting. A person who is not a Member of the Company as on the cut-off date should treat this Notice as information 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 e-voting process at the AGM in a fair and transparent manner.

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

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

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

Remote e-Voting Instructions for shareholders:

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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.**
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com **and click on New System Myeasi.**
 2. After successful login of Easi/Easiest the user will be able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
 3. If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>.
 4. Alternatively, the user can directly access e-Voting page by providing demat account number and PAN No. from a link in www.cdslindia.com **home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. LINKINTIME. Click on LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.**

3. Individual Shareholders (holding securities in demat mode) login through their depository participants. You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

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

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

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -
 - A. User ID:
Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 *Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above
 *Shareholders holding shares in NSDL form, shall provide 'D' above
 - Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - Click "confirm" (Your password is now generated).
3. Click on 'Login' under 'SHARE HOLDER' tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders:

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

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

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

Helpdesk for Individual Shareholders holding securities in demat mode:

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

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

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

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

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

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

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

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

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

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

Note:

Only those Members who have registered themselves as a speaker will 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
Date : August 12, 2022

Ankit Pandit
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 Auditor 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 Auditor of the Company at an annual remuneration of Rs. 1,25,000/- (Rupees One lakh twenty five 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, 2023.

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 2022-23 for shareholders' approval.

By order of the Board
For Responsive Industries Limited

Place : Mumbai
Date : August 12, 2022

Ankit Pandit
Company Secretary & Compliance Officer