

March 25, 2025

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 under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") – Notice of Postal Ballot

Dear Sir/ Madam,

Pursuant to Regulation 30 of the SEBI LODR Regulations, we hereby enclose the Notice of Postal Ballot dated February 10, 2025 along with explanatory statement for seeking approval of Members through electronic voting (remote e-voting) in relation to following resolutions:

Sr. No.	Description of Resolution	Type of Resolution
1.	Re-appointment of Mr. Mehul Vala (DIN: 08361696) as a Whole-Time Director & Chief Executive Officer ("CEO") of the Company and payment of remuneration	Ordinary Resolution
2.	Conversion of loan into equity, in case of default in repayment of loan	Special Resolution

In compliance with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") and Securities and Exchange Board of India ("SEBI") from time to time, the Notice of Postal Ballot along with the explanatory statement and instructions for remote e-voting is being sent by electronic mode only on Tuesday, March 25, 2025 only to those Members whose names appear in the Register of Members / List of Beneficial Owners and whose e-mail addresses are registered with the Company/Company's Registrar and Share Transfer Agent/Depositories as on the "**Cut-off date**" i.e. **Friday, March 21, 2025**. Shareholders whose names appeared in the Register of Members/List of Beneficial Owners as on the Cut-off date shall be eligible for the purpose of remote e-voting.

In compliance with applicable circulars issued by the MCA and SEBI read with Regulation 44 of SEBI LODR, the manner of voting on the proposed resolutions is restricted only to remote e-voting

In this connection, the Company has engaged the services of M/s. MUFG Intime India Private Limited ("MUFG") for providing e-voting facility to all the Members. The remote e-voting facility would be available during the following period:

Commencement of remote e-voting	Friday, March 28, 2025 at 09:00 A.M. (IST)
Conclusion of remote e-voting	Saturday, April 26, 2025 at 05:00 P.M. (IST)

RESPONSIVE INDUSTRIES LIMITED

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

T: +91 22 6656 2727 / 2704
F: +91 22 6656 2799
E: enquiry@responsiveindustries.com

www.responsiveindustries.com

CIN NO. L65100MH1982PLC027797

The Notice along with the explanatory statement and instructions for remote e-voting is available on the website of the Company is being placed on the website of the Company <https://www.responsiveindustries.com/news-announcements/> and on the website of MUFG Intime Private Limited at <https://instavote.linkintime.co.in/>.

The results of remote e-voting will be declared on or before Tuesday, April 29, 2025 and the same shall be intimated to BSE Limited and National Stock Exchange of India Limited and will also be displayed on the Company's website www.responsiveindustries.com. The Company will also display the results of the Postal Ballot at its Registered Office.

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

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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 OF POSTAL BALLOT

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014]

To

The Members of Responsive Industries Limited,

NOTICE is hereby given that 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 and General Circular No.9/2024 dated September 19, 2024 (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), that the Special Resolution as set out in this notice are proposed for the approval by the Members of Responsive Industries Limited (the “**Company**”) by means of Postal Ballot by voting through electronic means (“**e-voting**”) only.

SPECIAL BUSINESS:

ITEM NO.1: RE-APPOINTMENT OF MR. MEHUL VALA (DIN: 08361696) AS A WHOLE-TIME DIRECTOR & CHIEF EXECUTIVE OFFICER (“CEO”) OF THE COMPANY AND PAYMENT OF REMUNERATION

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

“**RESOLVED THAT** pursuant to the provisions of Sections 152, 161, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) (including any statutory

modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company [hereinafter referred to as the "Board", which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution], Mr. Mehul Vala (DIN: 08361696), be and is hereby re-appointed as a Whole-Time Director & Chief Executive Officer ("CEO") of the Company, a Key Managerial Personnel within the meaning of the Act, not liable to retire by rotation, for term of 5 (five) consecutive years commencing from February 15, 2025 to February 14, 2030 [both days inclusive], on the terms as to the remuneration or otherwise, as set out in the Explanatory Statement and with authority to the Board to alter the said terms and conditions in such manner as may be agreed to between the Board and Mr. Mehul Vala in the best interest of the Company subject to the limits approved by the Members and restrictions, if any, contained in the Act or otherwise as may be permissible by law."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197 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 Securities and Exchange Board of India (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. Mehul Vala (DIN: 08361696) of the Company at a remuneration of Rs.28.80 lakhs per annum; 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. Mehul Vala (DIN: 08361696) shall be in accordance with Schedule V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the resolution."

ITEM NO.2: CONVERSION OF LOAN INTO EQUITY, IN CASE OF DEFAULT IN REPAYMENT OF LOAN

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

"RESOLVED THAT in accordance with the provisions of Section 62(3) and other applicable provisions of the Companies Act, 2013 and the rules issued thereunder (as amended from time to time) and in accordance with the memorandum and articles of association of the Company and applicable regulations, guidelines and/or rules issued by Reserve Bank of India (the "RBI") and/or any appropriate statutory, governmental and other authorities and departments from time to time in this regard, the consent of the Members be and is hereby accorded to the Board of Directors of the

Company to borrow the Facilities from the Lender, on the terms and conditions contained in the financing agreements executed in relation to the Facilities, inter-alia, by giving an option to the Lender, at their sole discretion, to convert either whole or part of the outstanding Facilities, outstanding interest and any other outstanding secured obligation, in relation to the Facilities (whether then due and payable or not) into fully paid up and voting equity shares of the Company (in accordance with the applicable laws and terms of the financing agreements executed in relation to the Facilities) in the event-(i) the Company commits a default under the terms of the financing agreements executed in relation to the Facilities or restructuring of debt, or (ii) restructuring of outstanding Facilities and/or (iii) in the event of exercise of right by the Lender under the extant RBI guidelines and applicable laws, at the valuation to be decided by the valuer appointed by the Lender at the time of such conversion, whether under the rights of the Lender as per the financing agreements for the Facilities or under the extant guidelines of the RBI, subject to the applicable laws on the date of conversion and in the manner specified in the written notice provided by the Lender to the Company of their intention to convert such outstanding Facilities. Subject to applicable laws, the conversion right reserved as aforesaid may be exercised by the Lender on one or more occasions according to the provisions of the financing agreements executed in relation to the Facilities executed in relation to the Facilities or in accordance with the extant guidelines of the Reserve Bank of India.”

“RESOLVED FURTHER THAT on receipt of the notice of conversion, the Company shall, subject to the provisions of the financing agreements executed in relation to the Facilities entered in connection with the Facilities, take all steps necessary to get the equity shares issued to the Lender or such other person identified by them as a result of such conversion and allot and issue the requisite number of fully paid-up equity shares to the Lender or such other person identified by the Lender as from the date of conversion and the Lender shall accept the same in satisfaction of the part of the outstanding Facilities so converted.”

“RESOLVED FURTHER THAT the fully paid up equity shares so allotted and issued to the Lender or any other person identified by the Lender pursuant to their exercising the right of conversion shall carry from the date of such conversion the right to receive proportionate dividends and other distributions declared or to be declared in respect of the equity share capital of the Company and shall rank pari passu in all respects with other equity shares of the Company, provided further that the Company shall increase, if required, the authorized capital of the Company to satisfy the conversion for the time being available to the Lender.”

“RESOLVED FURTHER THAT the consent of Members is hereby given for any amendment, change, modification to the memorandum and articles of association of the Company to give effect to the above resolution.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to issue and allot such number of shares to the Lender or such other person identified by the Lender, as may be required or as may be necessary in regard to such conversion.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and matters flowing from, connected with and incidental to any of the matters mentioned in the aforesaid resolution, the Board of Directors be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to create, offer, issue and allot the aforesaid fully paid up equity shares and to resolve and settle all questions and difficulties or doubts that may arise in this regard including in the proposed allotment, utilization of the proceeds and to do all acts, deeds and things in connection therewith as the Board may in its absolute discretion deem fit, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board of Directors is also authorized to increase the authorized share capital of the Company accordingly, if required and take necessary steps to complete the compliance in this regard”.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to accept such modifications and to accept such terms and conditions as may be imposed or required by the Lender arising from or incidental to the aforesaid term providing for such option and to do all such acts and things as may be necessary to give effect to the above resolution.”

“RESOLVED FURTHER THAT subject to applicable law, the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more directors of the Company, with power to delegate to any authorized officer of the Company, 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.: FCS-13427

Place: Mumbai

Date: February 10, 2025

Registered Office:

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 Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act"), in respect of the proposed resolution given in this Notice of Postal Ballot, the details under Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and Clause 1.2.5 of the Secretarial Standard on General Meeting ("SS-2") issued by the Institute of Company Secretaries of India, in respect of the person seeking appointment as a Director is furnished as an Annexure to the Notice of Postal Ballot.
2. In compliance with Regulation 44 of the SEBI LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules framed thereunder and the relevant circulars issued by the MCA from time to time, the manner of voting on the proposed resolution is restricted only to remote e-voting i.e. by casting votes electronically instead of submitting Postal Ballot Form physically. Accordingly, the Notice is being sent in electronic form only to the Members and the physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. Accordingly, the communication of the assent or dissent of the Members would take place through the e-voting system only.
3. The Notice of Postal Ballot is being sent to all the Members of the Company, whose names appear on the Register of Members/list of beneficial owners as on **Friday, March 21, 2025 ("Cut-off date")** as received from M/s. MUFG Intime India Private Limited ("MUFG") being the Registrar and Share Transfer Agent of the Company.
4. A copy of this Postal Ballot Notice shall also be available on the website of the Company i.e., www.responsiveindustries.com, the websites of the Stock Exchange where the equity shares of the Company are listed i.e., BSE Limited ("BSE") at www.bseindia.com and National Stock Exchange of India Limited ("NSE") www.nseindia.com and on the website of M/s. MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.
5. The voting for this Notice cannot be exercised through proxy.
6. Members holding equity shares as on the cut-off date can cast their vote using remote e-voting facility only. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.
7. Voting rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as at the **Cut-off date** i.e. **Friday, March 21, 2025**.
8. The Resolution, if passed through Postal Ballot, will be deemed to have been passed on the last date specified for remote e-voting i.e. **Saturday, April, 26, 2025**. Further, resolution passed by the Members through Postal Ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.

9. To facilitate such Members to receive this notice electronically and cast their vote electronically, the Company has made arrangement with M/s. MUFG Intime India Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company for registration of email addresses in terms of the General Circulars issued by the MCA.
10. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the SEBI LODR Regulations, the Company is offering remote e-voting facility to all the shareholders. For this purpose, the Company has appointed M/s. MUFG Intime India Private Limited (hereinafter referred to as "**MUFG Intime**" or "**Service Provider**") for providing remote e-Voting facilities to the Members, enabling them to cast their vote electronically and in a secure manner.
11. The voting period begins on **Friday, March 28, 2025 at 09:00 A.M. (IST)** and ends on **Saturday, April 26, 2025 at 05:00 P.M. (IST)**. During this period, shareholders of the Company, holding shares as on the Cut-off date i.e. on Friday, March 21, 2025, may cast their vote electronically. The e-voting module shall be disabled by MUFG Intime upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
12. To support the 'Green Initiative', the Company has made necessary arrangements for the members to register their email address. The Members who have not yet registered their e-mail addresses are requested to register the same with their Depository Participant(s) ("DPs") where they maintain their demat accounts and with the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited.
13. 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.
14. The results declared along with the Scrutinizer's Report, will be intimated to the Stock Exchanges where the Company's shares are listed i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and shall also be placed on the website of the Company at www.responsiveindustries.com and on the website of M/s. MUFG Intime India Private Limited at <https://instavote.linkintime.co.in> within 2 (two) working days from the end of the e-voting period in accordance with the provisions of the SEBI LODR Regulations. The result of the Postal Ballot will also be displayed at the Registered Office of the Company.
15. All the documents referred to in the accompanying Notice and the Explanatory Statement shall be available for inspection through electronic mode, basis the request being sent on investor@responsiveindustries.com during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting.

16. In case shareholders/ members have any queries regarding Postal Ballot through remote 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 can write an e-mail to enotices@linkintime.co.in or call on 022-49186000.

The detailed process and manner for remote e-voting is explained herein below:

17. INSTRUCTION FOR MEMBERS FOR REMOTE E-VOTING:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login".
- c) 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.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
 - a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
 - b) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab.
- c) Login with existing my easi username and password.
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
[https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration /](https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/)
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "Link InTime / MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account.

- e) After successful authentication, click on “Link InTime / MUFG InTime” or “e-voting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH DEPOSITORY PARTICIPANT

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website.
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

LOGIN METHOD FOR SHAREHOLDERS HOLDING SECURITIES IN NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE

Shareholders holding shares in Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

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

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 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 **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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab:
 - A. User ID: Enter your User ID
 - B. Password: Enter your Password
 - C. Enter Image Verification (CAPTCHA) Code
 - D. Click “Submit”
- d) Cast your vote electronically:
 - A. After successful login, you will be able to see the “Notification for e-voting”.
 - B. Select ‘View’ icon.
 - C. E-voting page will appear.
 - D. 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).
 - E. 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 (“CUSTODIAN / CORPORATE BODY/ MUTUAL FUND”)

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “**Sign Up**” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote).

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Investor Mapping**” tab under the Menu Section
- c) Map the Investor with the following details:
 - A. ‘Investor ID’ –
 - NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
 - C. ‘Investor PAN’ - Enter your 10-digit PAN.
 - D. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.
**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) 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).
- f) 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

HELPDESK:

NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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 : 022 - 4886 7000
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

FORGOT PASSWORD:

NON-INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE:

Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on **“Login”** under ‘SHARE HOLDER’ tab.
- Click **“forgot password?”**
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click **“forgot password?”**
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on **“SUBMIT”**.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NSDL/ CDSL HAS FORGOTTEN THE PASSWORD:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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.: FCS-13427**

Place: Mumbai

Date: February 10, 2025

Registered Office:

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

CIN: L65100MH1982PLC027797

Website: www.responsiveindustries.com

E-mail: investor@responsiveindustries.com

EXPLANATORY STATEMENT

(Pursuant to Section 102 and 110 of the Companies Act, 2013)

ITEM NO.1: RE-APPOINTMENT OF MR. MEHUL VALA (DIN: 08361696) AS A WHOLE-TIME DIRECTOR & CEO OF THE COMPANY

Pursuant to the provisions of Section 152, 161 and 203 of the Companies Act, 2013 ("the Act") read with the rules made thereunder, the Articles of Association of the Company and based on the recommendation of the Nomination and Remuneration Committee of the Company, the Board of Directors at its meeting held on February 14, 2019, appointed Mr. Mehul Vala, (DIN: 08361696) as a Whole-Time Director & Chief Executive Officer ("CEO") of the Company for a period of 3 (three) years commencing from February 14, 2019 upto February 14, 2022. He was further re-appointed as the Whole-Time Director & CEO for a further period of 3 (years) from February 14, 2022 upto February 14, 2025 (both days inclusive).

The Board of Directors at its meeting held on February 10, 2025, on the recommendation of the Nomination and Remuneration Committee of the Company and after considering the past experiences of Mr. Mehul Vala (DIN: 08361696), had re-appointed Mr. Mehul Vala, (DIN: 08361696) as the Whole-Time Director & CEO of the Company for a further period of 5 (five) years effective from February 15, 2025 to February 14, 2030 (both days inclusive), and had also approved the remuneration to be paid to Mr. Mehul Vala subject to the approval of Members of the Company.

The terms and conditions of the remuneration as set out in the draft agreement to be entered into by the Company with Mr. Mehul Vala are as under:

Mr. Mehul Vala would be paid remuneration as given below in terms of the provisions of Sections 196 and 197 of the Companies Act, 2013 ("Act") read with the Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014] ("Rules") and Schedule V of the Act:

- 1) Basic Salary: Rs.28.80 lakhs per annum and he may be eligible for such annual increments, as may be decided by the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee of the Company;
- 2) Other benefits like Gratuity, Leave etc. as applicable to the employees of the Company;
- 3) Reimbursement of medical expenses incurred and travelling expenses as per rules of the Company, if any;
- 4) Reimbursement of any other expenses properly incurred by him, if any, in the course of the business of the Company in accordance with the rules and policies of the Company;
- 5) Mr. Mehul Vala shall not be entitled for the fees for attending meeting of the Board of Directors or Committees thereof.
- 6) The appointment may be terminated at any time by either party giving three months' notice of such termination to the other party.

Considering the general industry practices, the specific Company profile, knowledge, skills, insights, vast business experience and responsibilities of Mr. Mehul Vala, the remuneration recommended by the Nomination and Remuneration Committee/Board of Directors is in line with industry standards and is fair and reasonable.

The appointment and remuneration of Mr. Mehul Vala, fixed in accordance with Sections 196, 197, 203 and Schedule V of the Companies Act, 2013, and/or amendments made/as may be made therein from time to time is subject to the approval of the Members of the Company.

The Company has received consent of Mr. Mehul Vala, to act as the Whole-Time Director & CEO of the Company along with a declaration to the effect that he is not disqualified from being re-appointed as a Director in terms of Section 164(2) of the Companies Act, 2013 and has not been debarred from holding the office of director by virtue of any order issued by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. Mr. Mehul Vala satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for this re-appointment.

The Board of Directors is of the view that the Company would benefit/continue to be benefited by the experience and guidance of Mr. Mehul Vala.

Draft agreements proposed to be entered into with Mr. Mehul Vala setting out the terms and conditions shall be open for inspection by the shareholders by sending a request to the Company on investor@responsiveindustries.com.

The details of Mr. Mehul Vala pursuant to regulation 36(3) of SEBI LODR Regulations and Secretarial Standards ("SS-2") issued by the Institute of Company Secretaries of India is provided in the "Annexure" to the Notice

The Board considers it in the interest of the Company after considering the qualification, experience and expertise of Mr. Mehul Vala recommends the Ordinary Resolution set out at Item No.1 of the Notice of Postal Ballot for approval by the Members for re-appointment of Mr. Mehul Vala (DIN: 08361696) as the Whole-Time Director & CEO of the Company for a further period of 5 (five) years effective from February 15, 2025 till February 14, 2030 and remuneration to be paid to Mr. Mehul Vala.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their respective relatives, except for Mr. Mehul Vala and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No.1 of the accompanying Notice of Postal Ballot.

ITEM NO.2: CONVERSION OF LOAN INTO EQUITY

In terms of the provisions of Section 180(1) (c) of the Companies Act, 2013, the shareholders of the Company have already accorded approval to the Board of Directors of the Company to borrow money/ moneys upto an amount of Rs.1100 crores [Rupees One Thousand One Hundred crores only] over and above the paid-up capital and free reserves by passing a Special Resolution at the Annual General Meeting ("AGM") held on August 09, 2014. In line with the regulatory changes in the recent past, the changes in the Companies Act and in line with various directives issued by Reserve Bank of India, from time to time, [more specifically with reference to RBI's circular RBI/2014-15/627-DBR.BP.BC.No.101/21.04.132/2014-15 dated June 8, 2015 on Strategic Debt Restructuring Scheme], the Company has been advised to pass a Special Resolution under Section 62(3) of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013, if any, and Rules made thereunder, to enable the Banks and Financial Institutions (hereinafter referred to as the "Lenders") to

convert the whole or part of their outstanding loans or any other financial assistance categorized as loans (hereinafter referred to as the Financial Assistances), in foreign currency or Indian Rupee, already availed by the Company from the Lenders or as may be availed from the Lenders, in the event of default and as contained in the covenants at the time of availing the facilities from banks and financial institutions, from time to time, at their option, into equity shares of the Company upon such terms and conditions as may be stipulated and agreed to by the Board and at a price to be determined in accordance with the applicable Securities and Exchange Board of India Regulations ("SEBI Regulations") at the time of such conversion.

Accordingly, the Board recommends the Special Resolution for approval of Members, as set out in Item No.2 of the Notice of Postal Ballot to enable the Lenders, to convert the whole or part of their respective outstanding Financial Assistances into equity shares of the Company, upon such terms and conditions as may be stipulated and agreed to by the Board. Since decisions for raising the Financial Assistances or agreeing to terms and conditions for raising the Financial Assistances (including option to convert loan into equity) are required to be taken in the very near future, it may not be feasible for the Company to seek shareholders' consent each time, in view of the timings and the expenses involved, hence this resolution.

Pursuant to provisions of Section 62(3) of the Companies Act, 2013, this resolution requires approval of the Members by way of passing of a Special Resolution. Therefore, the Board recommends the said enabling resolution for the approval of the Members taking into consideration RBI's latest extant guidelines / directives and the requirement of the lenders towards compliance of the same.

None of the Directors and Key Managerial Personnel of the Company, and their relatives is, in any way, concerned or interested, financial or otherwise in the aforesaid special resolution except to the extent of their respective shareholdings in the Company. The Proposed Special Business does not relate to or affects any other company (financially or otherwise).

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

**Sd/-
Mohini Sharma
Company Secretary & Compliance Officer
Membership No.: FCS-13427**

**Place: Mumbai
Date: February 10, 2025**

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

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

ANNEXURE

DETAILS OF THE DIRECTORS SEEKING ~~APPOINTMENT~~ / RE-APPOINTMENT

(Pursuant to Regulation 36(3) of the SEBI LODR Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India)

NAME OF DIRECTOR	MR. MEHUL VALA
DIN	08361696
Date of Birth (Age)	September 09, 1969 (56 years)
Category	Whole-Time Director & CEO
Qualifications	Electrical Engineer graduate from MS University, Baroda Gujarat
Effective Date of Appointment /Re-appointment on the Board	February 10, 2025
Nature of expertise in specific General/ Functional area	<p>Mr. Mehul Vala is an experienced professional with more than 2 decades of experience in consulting corporates on finance, strategy, operations, resource management, communications and overall management. He has a thorough understanding of industry norms, financial structures, and business structures and has the necessary experience to navigate an organization towards operational and business excellence.</p> <p>Mr. Mehul Vala acts as the Whole-Time Director & CEO of the Company and is responsible for day to day activities of the Company across all the. In view of his qualifications and varied experience, the Board has bestowed the above responsibilities on Mr. Mehul Vala.</p>
The skills and capabilities of Director and its fulfilment	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.
Terms and conditions of appointment or re-appointment	Re-appointed as the Whole-Time Director & CEO of the Company for a further period of 5 (five) years effective from February 15, 2025 till February 14, 2030, and shall not be liable to retire by rotation.
Remuneration sought to be paid	Please refer to the Explanatory Statement forming part of this Postal Ballot Notice.
Remuneration last drawn	The remuneration paid to Mr. Mehul Vala for financial year 2023-24 was Rs.26.38 lakhs.
Date of first appointment on the Board	February 14, 2019 for a period of 3 (three) years upto February 14, 2022 and was further re-appointed for 3 (three) years upto February 14, 2025.
Shareholding in the Company	Mr. Mehul Vala does not hold any securities of the Company.
Number of Board Meetings attended during the financial year 2023-24	Mr. Mehul Vala had attended 6 (six) Board Meetings during the FY 2023-24.
List of other Companies in which Directorship is held	None

Chairperson/ Member of Committee(s) of Board of Directors of the Company	None
Memberships of committees across Listed companies (only Statutory Committees as required to be constituted under the Act are considered)	None
Chairmanship of Committees across Listed companies (only Statutory Committees as required to be constituted under the Act are considered)	NIL
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Except for the remuneration payable to Mr. Mehul Vala, there is no direct or indirect pecuniary relationship with the Company or with any of the Directors or Key Managerial Personnel of the Company.
Listed entities from which the Director has resigned from Directorship in last 3 (three) years	NIL

INFORMATION AT A GLANCE

Sr. No.	Particulars	Details
1.	Cut-off date for e-voting	Friday, March 21, 2025
2.	E-voting start date and time	Friday, March 28, 2025 at 09:00 A.M. (IST)
3.	E-voting end date and time	Saturday, April 26, 2025 at 05:00 P.M. (IST)
4.	Details of e-voting service provider	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 Contact details: enotices@linkintime.co.in Contact number: 022 4918 6000
5.	Quick e-voting link	1) For e-voting: 2) https://instavote.linkintime.co.in 3) Individual Shareholders holding securities in demat mode with NSDL: https://eservices.nsdl.com 4) Individual Shareholders holding securities in demat mode with CDSL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration / https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration
6.	Details of Registrar and Share Transfer Agent	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C 101, 247 Park, Lal Bahadur Shastri Marg, Surya Nagar, Gandhi Nagar, Vikhroli West, Mumbai, Maharashtra 400083 Contact details: enotices@linkintime.co.in Contact number: 022 4918 6000