

NOTICE

Notice is hereby given that the Thirty Sixth Annual General Meeting of the members of Responsive Industries Limited will be held on Friday, 08th June, 2018 at Hotel Silver Avenue, Ostawal Empire, Next to Big Bazar, Boisar (West), Thane-401501 at 10.00 am to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2018, 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, 2018, together with the Report of the Auditors thereon.
2. To declare dividend on equity shares of the Company at the rate of Re. 0.10 per equity share (10%) for the financial year 2017-18 as final dividend.
3. To appoint a Director in place of Mr. Rajesh Pandey (**DIN 00092767**), who retires by rotation and being eligible, offers himself for re-appointment.
4. To ratify appointment of Statutory Auditors:

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

“**RESOLVED THAT** pursuant to provision of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and rules framed thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. SGCO & Co. LLP, Chartered Accountants, Mumbai (Firm Reg. No: 112018W/W100184) as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Annual General Meeting of the Company scheduled to be held in the year 2022, on such remuneration as may be determined by Board of Directors of the Company on yearly basis.”

SPECIAL BUSINESS

5. **Approval of Remuneration to Cost Auditor:**

To approve remuneration of the Cost Auditors for the financial year ending March 31, 2019 and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S.K. Agarwal & Associates, Cost Accountants (Firm Reg. No: 100322) appointed as the Cost Auditors of the Company by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2019, be paid remuneration as set out in the statement annexed to the Notice convening this meeting.

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

6. Appointment of Mr. Rishab Agarwal (DIN: 05011607) as Managing Director of the Company:

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

“RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 read with Schedule V and other applicable provisions, thereto, (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Companies Act, 2013 and the Article of Association, subject to approval of Central Government and such other consents as may be necessary, and subject to such modifications, variations as may be approved and acceptable, approval of the Company be and is hereby accorded for the appointment of Mr. Rishab Agarwal (DIN: 05011607) as a Managing Director of the Company, whose office will be liable for retirement by rotation, for a period of 5 years with effect from 02 May, 2018 on such terms and conditions as set out in the Explanatory Statement annexed to this Notice convening this AGM and with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/ or remuneration in accordance within the limits specified in Schedule V and other applicable provisions of the Companies Act, 2013, or any amendments thereto and as may be agreed to between the Board and Mr. Rishab Agarwal from time to time.”

RESOLVED FURTHER THAT any Director or Company Secretary of the Company, be and hereby authorized to take such steps and to do all other acts, deeds and things as may be necessary to desirable to give effect to this resolution.

7. Re-appointment of Mr. Jagannadham Thunuguntla (DIN: 02254282) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 ((including any statutory

modification(s) or re-enactment thereof for the time being in force), Mr. Jagannadham Thunuguntla (DIN 02254282), who was appointed as an Independent Director for a term up to the conclusion of the 36th Annual General Meeting to be held in the calendar year 2018 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years up to the conclusion of the 41st Annual General Meeting to be held in the calendar year 2023, not liable to retire by rotation.

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

8. Re-appointment of Ms. Jyoti Rai (DIN: 07091343) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rule, 2014 ((including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Jyoti Rai (DIN 07091343), who was appointed as an Independent Director for a term up to the conclusion of the 36th Annual General Meeting to be held in the calendar year 2018 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of five consecutive years up to the conclusion of the 41st Annual General Meeting in the calendar year 2023, not liable to retire by rotation.

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

9. Regularization of Mrs. Rohini Agarwal (DIN: 08057122) as Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions (including any modification or re-enactment thereof), if any, of the Companies Act, 2013, Mrs. Rohini Agarwal (DIN: 08057122) who was appointed as Additional Director of the Company in the Board of Directors meeting held on 02 May, 2018 and whose term expires in this Annual General meeting, and in respect of whom the Company has received a notice in writing from her along with the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT anyone of the Directors of the Company be and is hereby authorized to do all the acts, deeds and things which are necessary and to file necessary forms with the Registrar of Companies, Maharashtra, Mumbai and to complete such other formalities as may be required in this regard.”

10. Approval of RESPONSIVE INDUSTRIES LIMITED – Employee Stock Option Scheme and grant of stock options to the Eligible Employees / Directors of the Company and its Subsidiaries Companies under the Scheme

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

“**RESOLVED THAT** pursuant to the provisions of Section 62(1)(b) and all other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred to as “SEBI SBEB Regulations”), issued by the Securities and Exchange Board of India (“SEBI”) and subject to such other approvals, permissions and sanctions as may be necessary from time to time and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, approval and consent is be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination & Remuneration Committee (“**NRC**”) and/or any other Committee constituted by the Board for this purpose), to adopt the **RESPONSIVE INDUSTRIES LIMITED - Employee Stock Option Scheme, 2018 (“RESPONSIVE ESOS 2018”)** and to create, offer, issue and allot equity shares under RESPONSIVE ESOS 2018, from time to time, to the eligible employees whether working in India or out of India and to Directors of the Company, excluding Promoters of the Company, Independent Directors and Whole-Time Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company, and to such other persons as may from time to time be allowed to be eligible for the benefits of the stock options under applicable laws and regulations prevailing from time to time (all such persons are hereinafter referred to as “**Eligible Employees**”) on the terms and conditions as detailed in the Explanatory Statement annexed hereto or on such other terms and conditions and at such price and in such number of tranches as may be decided by the Board in its absolute discretion.

RESOLVED FURTHER THAT the maximum number of stock options to be granted to Eligible Employees under **RESPONSIVE ESOS 2018** shall not exceed 10% of the issued & paid up share capital of the Company from time to time, in aggregate under the **RESPONSIVE ESOS 2018** and shall be not more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company in any financial year.

RESOLVED FURTHER THAT the Board and any committee formed for this purpose be and is hereby authorised to issue and allot Equity Shares upon exercise of options by Employee from time to time in accordance with the **RESPONSIVE ESOS 2018** and other applicable laws in force and such Equity shares shall rank pari passu in all respects with the then existing Equity Shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, regarding creation, offer, issue, allotment and listing of such shares, the Board be and is hereby authorized to evolve, decide upon and bring into effect **RESPONSIVE ESOS 2018** and to make any modifications, changes, variation, alteration or revisions in it or to suspend, withdraw or revive the same from time to time in accordance with applicable laws and/or as may be specified by any appropriate authority and to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as it may in its absolute discretion deem necessary, desirable, usual or proper in relation there to with the liberty to the Board on behalf of the Company to settle any question, difficulties or doubts whatsoever may arise with regard to such creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT the Company shall conform to the accounting policies prescribed from time to time under the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws and regulations to the extent relevant and applicable to the **RESPONSIVE ESOS 2018**.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issue, bonus issue, merger, restructuring or such other similar event, the Board be and is hereby authorized to do all such acts, deeds and things as may be necessary and which are within the provisions of the applicable laws & regulations, so as to ensure that fair and equitable benefits under **RESPONSIVE ESOS 2018** are passed on to the Eligible Employees.

FURTHER RESOLVED THAT the Board be and is any of the Directors of the Company or Company Secretary of the Company be and is hereby authorized to take necessary steps for listing of the shares allotted under the **RESPONSIVE ESOS 2018** on the Stock Exchanges, as per the provisions of SEBI LODR Regulations, SEBI (Share Based Employee Benefits) Regulations, 2014, and other applicable guidelines, rules and regulations.

FURTHER RESOLVED THAT the Board, be and is hereby authorized to do all such acts, deeds, and things, as may, at its absolute discretion, deems necessary including authorizing or directing the Nomination and Remuneration Committee to appoint Merchant Bankers, Brokers, Solicitors, Registrars, Advertisement Agency, Compliance Officer, Investors Service Centre and other Advisors, Consultants or Representatives, being incidental to the effective implementation and administration of **RESPONSIVE ESOS 2018** as also to prefer

applications to the appropriate Authorities, Parties and the Institutions for their requisite approvals as also to initiate all necessary actions for the preparation and issue of public announcement and filing of public announcement, if required, with the SEBI/Stock Exchange(s), and all other documents required to be filed in the above connection and to settle all such questions or difficulties whatsoever which may arise and take all such steps and decisions in this regard.”

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

Place : Mumbai
Date : 02nd May, 2018

Ruchi Jaiswal
Company Secretary & Compliance Officer

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint proxy to attend and vote instead of himself/herself and the proxy need not be a member of the Company. The instrument appointing a proxy in order to be effective must be duly filled in all respects and should be deposited at the registered office of the company not later than 48 hours before the commencement of the meeting. A person can act as a proxy on behalf of Members not exceeding fifty in number and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books will remain closed from 2nd June, 2018 to 8th June, 2018 (both days inclusive) for the purpose of Annual General Meeting and dividend on equity shares, if declared at the meeting.
3. The relative Explanatory Statements pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business set out at item No 5 to 10 of the Notice is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking appointment and re-appointment as Director under Item No. 6 to 9 of the notice, forms integral part of the notice.
4. Corporate Members are requested to send a duly certified copy of the Board Resolution/ Power of Attorney authorizing their representative to attend and vote at the meeting.
5. Members / Proxies are requested to bring their attendance slips duly filled in along with their copies of the Annual Report to the AGM.

- Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, etc. from the Company electronically. Members holding shares in electronic mode are requested to ensure to keep their email addresses updated with the Depository Participants. Members holding shares in physical mode are also requested to update their email addresses by writing to the Registrar and Transfer Agent of the Company at the address mentioned below quoting their folio number(s).

Link Intime India Pvt. Ltd.

C-101, 247 Park, L.B.S. Marg, Vikhroli (West), Mumbai- 400 083

- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Link Intime India Pvt. Ltd.
- Electronic copy of the Notice and Annual Report for 2017-18 is being sent to the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2017-18 is being sent in the permitted mode.
- The Annual Report 2017-18 of the Company will be made available on the website of the Company at www.responsiveindustries.com.
- The route map showing directions to reach the venue of the Thirty Sixth AGM is annexed.

11. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015 and in compliance of Regulation 44 of the SEBI Listing Regulations, the Company is pleased to provide its members voting by electronic means (remote e-voting i.e. voting electronically from a place other than the venue of the general meeting) to cast their votes electronically in respect of businesses to be transacted at the 36th Annual General Meeting. Necessary arrangements have been made by the Company with Central Depository Services (India) Limited (CDSL) to facilitate voting by electronic means. The facility for voting through polling paper shall be made available at the Annual General meeting (AGM) venue. Only those members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting through polling paper. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again.

The Company has appointed P.P. Shah & Co., Practising Company Secretary [Address: 218, Veena Chambers, 21, Dalal Street, Fort, Mumbai-400023] as the scrutinizer for conducting remote e-voting and the voting process at the AGM in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Tuesday, 05th June, 2018 (09.00 a.m. IST) and ends on Thursday, 07th June, 2018 (05.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 01st June, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) *Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share

- your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <**RESPONSIVE INDUSTRIES LIMITED**> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE

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

ITEM NO.: 5

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

On recommendation of the Audit Committee, the Board has approved the appointment and remuneration of M/s. S.K. Agarwal & Associates, Cost Accountants (Firm Reg. No: 100322) as Cost Auditor of the Company at a remuneration of Rs. 2,25,000/- (Rupees Two lakhs 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 31st March, 2019.

Accordingly, consent of the members is sought for passing an ordinary resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31st March, 2019.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 of the Notice.

The Board recommends the ordinary resolution set out at Item No. 5 of the Notice for approval by the members.

ITEM NO.: 6

Mr. Rishab Agarwal has been appointed as Managing Director of the Company in the Board meeting held on 02 May, 2018 subject to shareholders approval for five consecutive years for a term up to the conclusion of the 41st Annual General Meeting in the calendar year 2023. The present proposal is to seek shareholders' approval in the ensuing Annual General for the same in terms of applicable provisions of the Companies Act, 2013.

Mr. Rishab Agarwal is a BSC graduate from Carnegie Mellon University, Pittsburgh, PA in the fields of Mechanical Engineering and Business Administration. He worked for better part of one year for CRA International strategy consultants in Boston, MA. Thereafter, he has been engaged in the complete value chain of the vinyl flooring business for more than 10 years. His experience spans sales, marketing, production, finance, strategy and human resources. He will bring his experience to strategically align the business towards a growth trajectory by focusing on improving sales infrastructure, upgrading marketing message, streamlining finance activities and focusing on human resources.

Following are his terms of appointment:

Remuneration:

Remuneration of Rs. 5,00,000/- per month will be paid for a period of 5 year with effect from 02nd May 2018 subject to annual increment as determined by the Board on the recommendation of the Nomination & Remuneration Committee subject to the maximum limit prescribed under the section 197 read with Schedule V of the Companies Act, 2013.

Other Perquisites:

1. **Medical Expenses Reimbursement:** Medical benefits as per rules of the Company for self and family, as applicable to the Officers of the Company.
2. **Leave Travel Concession:** for self and family once in a year as per the rules of the Company.
3. **Club Fees:** Payment of fees of clubs subject to a maximum of two clubs (including admission or entrance fees and monthly or annual subscriptions).
4. **Encashment of Leave:** Encashment of leave at the end of the tenure as per the rules of the Company.
5. **Reimbursement of actual travelling and entertainment expenses:** The travelling and entertainment expenses incurred on behalf of the Company, subject to such ceiling on entertainment expenses as may be imposed by the Board of Directors from time to time.
6. **Reimbursement of expenses on mobile phone and landline phone at residence:** As per rules of the Company.
7. **Provision of Company's Car with Driver:** Free use of the Chauffer driven Company's car and fuel expenses for use on the Company's business as well as for own use, in line with the position of Managing Director.
8. **Provident Fund, Superannuation benefits and Gratuity:** As per the rules of the Company.

Other Terms and Conditions:

- 1 He shall not be paid any sitting fees for attending Board / Committee Meetings.
- 2 He shall not become interested or otherwise concerned directly or through his wife and/or minor children in any selling agency without prior approval of the Central Government.
- 3 He shall not be disqualified under section 164 and subject to the conformity with Part I of Schedule V.
- 4 The appointment may be terminated by the Company or by Mr. Rishab Agarwal by giving notice of not less than three months' prior in writing.

Accordingly, consent of the members is sought for passing a special resolution as set out at Item No. 6 of the Notice for the appointment of Mr. Rishab Agarwal as Managing Director of the Company.

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

The Board recommends the special resolution set out at Item No. 6 of the Notice for approval by the members.

ITEM NO.: 7

Mr. Jagannadham Thuuguntla was appointed as an Independent Director for three consecutive years for a term up to the conclusion of the 36th Annual General Meeting to be held in the calendar year 2018. Based on his skills, experience, knowledge and performance evaluation, the Board has approved his re-appointment as an Independent Non-Executive Director of the Company for another term of five years for a term up to the conclusion of the 41st Annual General Meeting to be held in the calendar year 2023, subject to approval of the members in the Annual General Meeting.

In accordance with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the company and disclosure of such appointment in the Board's report.

Mr. Jagannadham Thuuguntla fulfills the requirements of Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received consent in writing to act as director in Form DIR 2 & other necessary declarations from Mr. Jagannadham Thunuguntla.

The Board is desirable to continue to avail services of Mr. Jagannadham Thunuguntla (holding DIN 02254282), as an Independent Director. His continued association would be of immense benefit to the Company and accordingly, it is proposed to re-appoint Mr. Jagannadham Thunuguntla as an Independent Director of the Company.

Accordingly, consent of the members is sought for passing a special resolution as set out at Item No. 7 of the Notice for the appointment.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.7 of the Notice.

The Board recommends the special resolution set out at Item No.7 of the Notice for approval by the members.

ITEM NO: 8

Mrs. Jyoti Rai was appointed as an Independent Director for three consecutive years for a term up to the conclusion of the 36th Annual General Meeting to be held in the calendar year 2018. Based on her expertise, skills, experience, knowledge and performance evaluation, the Board has approved the re-appointment of Mrs. Jyoti Rai as an Independent Non-Executive Director of the Company for another

term of five years up to the conclusion of the 41st Annual General Meeting in the calendar year 2023, subject to approval of the members of the Company in the Annual General Meeting.

In accordance with Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term up to five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

Mrs. Jyoti Rai fulfills the requirements of Independent Director as laid down under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received her consent in writing to act as director in Form DIR 2 & other necessary declarations from Mrs. Jyoti Rai.

The Board is desirable to continue to avail services of Mrs. Jyoti Rai (holding DIN 07091343), as an Independent Director. Her continued association would be of immense benefit to the Company and accordingly, it is proposed to re-appoint her as an Independent Director of the Company.

Accordingly, consent of the members is sought for passing a special resolution as set out at Item No. 8 of the Notice for the appointment.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.8 of the Notice.

The Board recommends the special resolution set out at Item No.7 of the Notice for approval by the members.

ITEM NO.: 9

Mrs. Rohini Agarwal is appointed as Additional Director of the Company in the Board Meeting held on 02 May, 2018 till the conclusion of ensuing Annual General meeting of the Company. The Board has proposed to appoint her as Director of the Company in the ensuing AGM.

Mrs. Rohini Agarwal is a BFA in Graphic Design from Rhode Island School of Design in Providence, RI with an MFA in Design & Technology from Parsons, New School of Design in New York, NY. She has started her career in Lippincott in New York, NY after which she spent 2 years working in a boutique design firm called Hecht Horton Partners in Boston, MA.

She has further experience for 8 years in Mumbai in running her own namesake design firm called "Ro Design" which is in the business of graphic design and brand building. She is actively engaged with a number of corporates. Mrs. Rohini Agarwal will bring her extensive design, communication and marketing experience in order to shape the overall communication for Responsive Industries.

Accordingly, consent of the members is sought for passing an Ordinary resolution for her appointment as Director of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.9 of the Notice.

The Board recommends the special resolution set out at Item No.7 of the Notice for approval by the members.

ITEM NO.: 10

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication and support, which has led the Company on the growth path. The Company intends to implement the **RESPONSIVE INDUSTRIES LIMITED – Employees Stock Option Scheme 2018 (RESPONSIVE ESOS 2018)**, with a view to attract and retain key talents working with the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability.

The Securities and Exchange Board of India had issued the SEBI (Share Based Employee Benefits) Regulations, 2014 (“**SEBI SBEB Regulations**”) with effect from October 28, 2014 and had replaced the earlier Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (“**SEBI ESOP Guidelines 1999**”). All listed companies having existing schemes to which the SEBI Regulations apply were required to comply with the same in their entirety.

Accordingly, it is proposed to adopt a new scheme under the SEBI SBEB Regulations, under the name and style ‘**RESPONSIVE ESOS 2018**’ for the purposes of granting options to the Employees/Directors of the Company and its subsidiaries, as applicable.

The Resolutions contained at Item Nos. 10 seek to obtain the Members’ approval to authorise the Board of Directors of the Company to create, issue, offer and allot equity shares, from time to time, to employees/Directors of the Company and its subsidiaries under this Scheme.

A copy of the proposed **RESPONSIVE ESOS Scheme 2018** will also be available for inspection at the Registered Office and Corporate Office of the Company between 10:00 a.m. to 1:00 p.m. on all working days up to the last date of the AGM.

As per Regulation 6 and Regulation 14 of the SEBI SBEB Regulations, the key details of the aforesaid Scheme are set out below:

a. Brief description of the Scheme

The objective of **RESPONSIVE ESOS 2018** is to reward the Employees for their past association and performance as well as to motivate them to contribute to the growth and profitability of the Company. The Company also intends to use this Scheme to attract and reward talent and performance in the organization. The Company views employee stock options as instruments that would enable the Employees to share the value they would create and contribute for the Company in the years to come.

b. Total number of options to be granted

Each Option would entitle an employee to acquire one equity share of the Company. The Nomination & Remuneration Committee (“NRC”) shall determine the Options to be granted to the eligible employees of the Company and its subsidiaries, as applicable, under **RESPONSIVE ESOS 2018**. However, allotment of such number of equity shares pursuant to exercise of the Options by eligible employees, shall not exceed in aggregate 10% of the issued and paid up capital of the Company from time to time.

c. Identification of classes of employees entitled to participate and be beneficiaries in the Scheme

All the employees and Directors, as defined under the SEBI SBEB Regulations 2014, of the Company and its subsidiary companies, as applicable, whether working in India or outside India, will be entitled to participate in **RESPONSIVE ESOS 2018**, subject to fulfillment of such eligibility criteria(s) as may be specified in the SEBI SBEB Regulations 2014 and/or as may be determined by NRC from time to time.

d. Requirements of vesting and period of vesting

The vesting of an option would also be subject to the terms and conditions as may be stipulated by the NRC from time to time including but not limited to satisfactory performance of the employees, their continued employment with the Company/its subsidiaries, as applicable. The vesting period shall commence any time after the expiry of one year from the date of the grant of the options to the employee and shall end over a maximum period of 5 years from the date of the grant of the options. The options could vest in tranches. The number of stock options and terms of the same made available to employees (including the vesting period) could vary at the discretion of the NRC.

e. Maximum period (subject to regulation 18(1) and 24(1) of the regulations, as the case may be) within which the options shall be vested

Five years from the date of the grant.

f. Exercise price or pricing formula

Exercise Price shall be as decided by the NRC, subject to a minimum of the face value per share.

g. Exercise period and process of exercise

Exercise period - Upto 5 Years from the date of Vesting of Options

Process of Exercise - The Option Grantee may, at any time during the Exercise Period, and subject to fulfillment of conditions of Vesting, Exercise the Options by submitting Exercise Application to the Company accompanied by payment of an amount equivalent to the Exercise Price and applicable tax amount, in respect of such Shares. The Exercise Application shall be in such form as may be prescribed in this regard and the NRC may determine the procedure for Exercise from time to time.

h. The appraisal process for determining the eligibility of employees for the Scheme

The specific Employees to whom the Options would be Granted and their eligibility criteria (including but not limited to performance, merit, grade, conduct and length of service of the Employee) would be determined by the NRC, at its absolute discretion. This power of NRC can be delegated by NRC to any official of the Company.

i. Maximum number of options to be issued per employee and in aggregate

The maximum number of stock options to be granted to Eligible Employees under **RESPONSIVE ESOS 2018** shall not exceed 10% of the issued & paid up share capital of the Company from time to time, in aggregate under the **RESPONSIVE ESOS 2018** and shall be not more than 1% of the issued Equity Share Capital (excluding outstanding warrants and conversions) of the Company in any financial year.

j. Maximum quantum of benefits to be provided per employee under a Scheme

As per applicable SEBI SBEB Regulations, 2014.

k. Whether the Scheme is to be implemented and administered directly by the Company or through a trust

Scheme is to be implemented and administered directly by the Company.

l. Whether the Scheme involves new issue of shares by the Company or secondary acquisition by the trust or both

Scheme involves new issue of shares by the Company.

m. The amount of loan to be provided for implementation of the Scheme by the company to the trust, its tenure, utilization, repayment terms, etc.

NIL

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the Scheme

Not Applicable

o. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15

The Company shall comply with the accounting policies specified in the requirements on the guidance note on accounting for employees share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including disclosure requirements prescribed therein.

p. The method which the Company shall use to value its options

The Company shall follow the intrinsic value method for computing the compensation cost for the Options Granted. The difference between the compensation cost so calculated and the compensation cost that would have been recognized if the Company had used fair value method and its impact on the profits and earnings per share shall be disclosed as per Applicable Laws, wherever required.

- q. The following statement, if applicable;** 'In case the company opts for expensing of share based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' report and the impact of this difference on profits and on earnings per share of the company shall also be disclosed in the Directors' report.'

Will be disclosed in the Boards' Report, when applicable.

r. Listing of shares

Subject to the approval of the Stock Exchanges the relevant equity shares on exercise of the Options shall be listed on the Stock Exchanges on which the securities of the Company are listed.

Pursuant to the SEBI SBEB Regulations, a separate resolution is required to be passed, if the grant of Option is made to the employees/Directors of subsidiaries.

The Board of Directors accordingly recommend passing of the Special Resolution as contained in the Notice.

The Directors, KMPs or their relatives may be deemed to be concerned or interested in these resolutions to the extent of the ESOS granted to them under the Scheme and to the extent of their shareholding as Members. .

By order of the Board
For Responsive Industries Limited

Place : Mumbai
Date : 02 May, 2018

Ruchi Jaiswal
Company Secretary & Compliance Officer

Item No: 3, 6, 7, 8 and 9

Detail of Director Seeking appointment/re-appointment at the 36th Annual General Meeting of the Company.

Name of Director	Mr. Rajesh Pandey	Mr. Rishab Agarwal	Mr. Jagannadham Thuuguntla	Ms. Jyoti Rai	Mrs. Rohini Agarwal
DIN	00092767	05011607	02254282	07091343	08057122
Date of Birth	10.05.1971	22.08.1985	03.08.1982	29.09.1977	16.01.1985
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment	30.10.2006	02.05.2018	22.09.2015	22.09.2015	02.05.2018
Expertise in Specific Functional Area	Production	Sales & Marketing	Investment Banking & Strategist	Marketing & Strategist	Graphic Designing
Qualifications	B.E Chemical	Mechanical Engineer	C.A and Cost Accountant	BSC	BFA
Listed Companies (Other than Responsive Industries Limited) in which they holds directorship and the Board Committee membership/chairpersonship	Nil	NIL	NIL	NIL	NIL
Number of shares held in the company	Nil	37830	NIL	NIL	NIL
Disclosure of relationships between directors inter-se	Nil	NIL	NIL	NIL	NIL

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

Place : Mumbai
Date : 02nd May, 2018

Ruchi Jaiswal
Company Secretary & Compliance Officer

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Boisar (East), Taluka Palghar,
Dist. Thane-401501
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Fax No: 022- 6656 2798
CIN: L99999MH1982PLC027797
Website: www.responsiveindustries.com
Email: investor@responsiveindustries.com

Route Map to the AGM Venue

AGM Venue:

