

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company : RESPONSIVE INDUSTRIES LIMITED

Quarter Ended On : 31<sup>st</sup> March 2011

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
<b>I Board of Directors</b>	49 I		-
(A) Composition of Board	49(IA)	Yes	-
(B) Non-Executive Director's Compensation & Disclosures.	49(IB)	Yes	-
(C) Other Provisions as to Board and Committees	49 (IC)	Yes	-
(D) Code of Conduct	49(ID)	Yes	Compliance affirmed for the year 2009-10 and declaration by CFO has been duly incorporated in the Annual Report for the year 2009-2010.
<b>II Audit Committee</b>	49 (II)		-
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	-
(B) Meeting Audit Committee	49 (IIB)	Yes	-
(C) Power of Audit Committee 49 (IIC)	49 (IIC)	Yes	-
(D) Role of Audit Committee	49 II (D)	Yes	-
(E) Review of Information by Audit Committee	49(IIE)	Yes	-
<b>III Subsidiary Companies</b>	49 III	Yes	-
<b>IV. Disclosures</b>	49 IV		-
(A) Basis of related party transactions	49 IVA	Yes	-
(B) Disclosure of Accounting Treatment	49 IV B	Yes	-
(C) Board Disclosures	49 IVC	Yes	-
(D) Proceeds from public issues, right issues, preferential issues etc.	49 IV D	N.A.	-
(E) Remuneration of Directors	49 IV E	Yes	Complied in the Annual Report of 2009-2010

<b>Particulars</b>	<b>Clause of Listing Agreement</b>	<b>Compliance Status (Yes/No)</b>	<b>Remarks</b>
(F) Management	49 IV F	Yes	Formed Part of the Annual Report of 2009-2010.
(G) Shareholders	49 IV G	Yes	Formed Part of the Annual Report of 2009-2010 .
<b>V. CEO/CFO Certification</b>	49 V	Yes	Complied in respect of Financial Year 2009-10. Also forms part of Annual Report for the year 2009-10.
<b>VI. Report on Corporate Governance</b>	49 VI	Yes	Formed part of the Annual Report for the year 2009-10.
<b>VII. Compliance</b>	49 VII	Yes	Formed part of the Annual Report for the year 2009-10.

**For Responsive Industries Limited**

*Done*  
**Company Secretary**