

**V. K. Chopra**

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Maharashtra, Mobile no. -98196 67092

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Date : 29<sup>th</sup> September, 2014

To,  
Mr. Atit Agarwal  
Chairman & Managing Director  
Responsive Industries Limited  
Esperanca Building, 1st Floor,  
Shahid Bhagat Singh Road,  
Colaba, Mumbai 400 001.

Dear Sir,

**Re: Resignation as Independent Director from the Company due to health reasons.**

I draw your attention to the fact that I met with a road accident at Kolkatta, on 30.07.2014, where after, I have been under treatment at Kolkata and Mumbai . In view of the same, I have not been able to attend most of the Board Meetings, during the month of August and September, 2014

The present position as it exists today is that I have still not been able to regain normal health and am taking medicines as advised by the doctors. I also feel lot of weakness to attend all the Board meetings whenever they are fixed.

In view of what has been explained above, as also due to health reasons, I am hereby submitting my resignation from the Company with immediate effect, for your kind acceptance.

I express my gratitude to the Company's top management, like yourself and your family member for their cooperation, during my tenure as Independent Director with your company.

I am also grateful to the entire management team and other Directors for their co-operation during my stay with the Company.

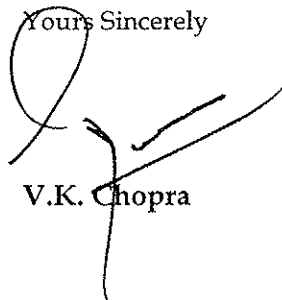
In view of what has been explained above and particularly due to the health reason, I am not able to continue my directorship any longer and accordingly submit my resignation from the company with immediate effect for your kind acceptance.

Further, you are aware that under the new Companies Act, 2013, companies where an Independent Director can function as Director, is now reduced and hence I am requesting you accept my resignation in view of falling health reasons.

During the next few weeks after I recover, I will contact you and explain the situation.

With regards

Yours Sincerely



V.K. Chopra