

1. Name of Listed Entity: **Responsive Industries Limited**

2. Quarter ending: **March 31, 2018**

**I. Composition of Board of Directors**

Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson / Executive / Non-Executive/ independent/ Nominee) <sup>&amp;</sup>	Date of Appointment in the current term / cessation	Tenure <sup>*</sup>	No. of Directorships in listed entities including this entity  (Refer Regulation 25(1) of Listing Regulations)	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity  (Refer Regulation 26(1) of Listing Regulations)	No. of post of chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity  (Refer Regulation 26(1) of Listing Regulations)
Mr.	Atit Agarwal	AAJPA4997K 02330412	Chairperson/ Non-Executive	22/08/2008	-	1	1	-
Mr.	Rajesh Pandey	ACKPP0690D 00092767	Executive	30/10/2006	-	1	3	-
Mr.	Shobhasingh Thakur	AABPT5854A 00001466	Independent	29/09/2017	5 Years	2	1	3
Mr.	Jagannadham Thunuguntla	ADQPT1704R 02254282	Independent	22/09/2015	3 Years	1	1	-
Ms.	Jyoti Rai	ADOPR9763Q 07091343	Independent	22/09/2015	3 Years	1	1	-

<sup>§</sup> PAN number of any director would not be displayed on the website of Stock Exchange.

<sup>&</sup> Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

<sup>\*</sup> to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

**II. Composition of Committees**

Name of Committee	Name of Committee members	Category (Chairperson/ Executive /Non-Executive /Independent /Nominee) <sup>§</sup>
1. Audit Committee	Mr. Shobhasingh Thakur	Chairperson/Independent
	Mr. Jagannadham Thunuguntla	Independent
	Ms. Jyoti Rai	Independent
	Mr. Rajesh Pandey	Executive
2. Nomination & Remuneration Committee	Mr. Shobhasingh Thakur	Chairperson/Independent
	Mr. Jagannadham Thunuguntla	Independent
	Ms. Jyoti Rai	Independent
3. Risk Management Committee (if applicable)	N.A.	N.A.
4. Stakeholders Relationship Committee	Mr. Shobhasingh Thakur	Chairperson/Independent
	Mr. Rajesh Pandey	Executive
	Mr. Atit Agarwal	Non-Executive



5. Corporate Social Responsibility (CSR) Committee	Mr. Atit Agarwal	Chairperson/Non-Executive
	Mr. Jagannadham Thunuguntla	Independent
	Ms. Jyoti Rai	Independent
	Mr. Rajesh Pandey	Executive

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen.

### III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
14.11.2017	14.02.2018	91 days

### IV. Meeting of Committees

Date(s) of meeting of the Committee in the relevant quarter	Whether the requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
14.02.2018 (Audit Committee)	Yes	14.11.2017	91 days
14.02.2018 (Nomination & Remuneration Committee)	Yes	14.11.2017	91 days
-- (Stakeholders Relationship Committee)	--	14.11.2017	--
-- (Corporate Social Responsibility Committee)	--	--	--

\* This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional.

### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer note below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

#### Note

- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

### VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - Audit Committee- Yes
  - Nomination & remuneration committee - Yes
  - Stakeholders relationship committee - Yes
  - Risk management committee (applicable to the top 100 listed entities) - N.A.



3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here- Yes (No comments made by the Board of Directors.)

**Name & Designation:**

**M<sup>rs</sup>. Ruchi Jaiswal**  
**Company Secretary & Compliance Officer**



**Note:**

Information at Table I and II above need to be necessarily given in 1<sup>st</sup> quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.

**Annexure II**

**Format to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

<b>I. Disclosure on Website in terms of Listing Regulations</b>		
<b>Item</b>		<b>Compliance Status (Yes/No/NA) refer note below</b>
Details of Business		Yes
Terms and conditions of appointment of Independent Directors		Yes
Composition of various committees of Board of Directors		Yes
Code of conduct of Board of Directors and Senior Management Personnel		Yes
Details of establishment of vigil mechanism/ Whistle Blower Policy		Yes
Criteria of making payments to Non-Executive Directors		Yes
Policy on dealing with Related Party Transactions		Yes
Policy for determining 'material' subsidiaries		Yes
Details of familiarization programmes imparted to Independent Directors		Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances		Yes
Email address for grievance redressal and other relevant details		Yes
Financial Results		Yes
Shareholding Pattern		Yes
Details of agreements entered into with the media companies and/or their associates		N.A.
New name and the old name of the listed entity		N.A.
<b>II. Annual Affirmation</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance Status (Yes/No/NA)refer note below</b>
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board Composition	17(1)	Yes
Meeting of Board of Directors	17(2)	Yes
Review for Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of Nomination & Remuneration Committee	19 (1) &(2)	Yes



Composition of Stakeholders Relationship Committee	20 (1) &(2)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	Yes
Policy for Related Party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Membership in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of Directors and Senior Management	26(2) & 26(5)	Yes

**Note:-**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

**III. Affirmations**

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

**Name & Designation : Ms. Ruchi Jaiswal  
Company Secretary & Compliance Officer**

