

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

2. Quarter ending: **March 31, 2019**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN [§] & DIN	Category (Chairperson / Executive / Non-Executive/ independent/ Nominee) ^{&}	Date of Appointment in the current term / cessation	Tenure *	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.	Rishab Agarwal	AGMPA6792M 05011607	Chairman Non-Executive	02/05/2018		1	-	-
Mr.	Mehul Vala	ABOPV7416Q 08361696	Director Executive	14/02/2019		1	-	-
Mr.	Mrunal Shetty	BMNPS0395C 08362895	Director Executive	14/02/2019		1	-	-
Mr.	Shobha Singh Thakur	AABPT5854A 00001466	Independent Director Non- Executive	29/09/2017	60 months	2	1	4
Mr.	Mr. Rajiv Kumar Bakshi	ABQPB8389L 00264007	Independent Director Non-Executive	17/10/2018	60 months	3	7	1
Ms.	Jyoti Rai	ADOPR9763Q 07091343	Independent Director Non-Executive	08/06/2018	60 months	1	2	-
Mr.	Rajesh Pandey	ACKPP0690D 00092767	Director Executive	30/10/2006 (27/02/2019 Cessation)		1	3	-
Ms.	Rohini Agarwal	AFGPR9467K 08057122	Director Non-Executive	02/05/2018 (14/02/2019 Cessation)		1	-	-

[§] PAN number of any director would not be displayed on the website of Stock Exchange.

[&] 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.

* 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			
<i>Name of Committee</i>	<i>Name of Committee members</i>	<i>Category (Chairperson/ Executive /Non-Executive /Independent /Nominee)*</i>	
1. Audit Committee	Mr. Shobha Singh Thakur	Chairperson/Independent/Non-Executive	
	Mr. Rajiv Kumar Bakshi	Independent/Non-Executive	
	Ms. Jyoti Rai	Independent/Non-Executive	
	Mr. Rajesh Pandey	Executive (Cessation w.e.f. 27/02/2019)	
2. Nomination & Remuneration Committee	Mr. Shobha Singh Thakur	Chairperson/Independent/Non-Executive	
	Mr. Rajiv Kumar Bakshi	Independent/Non-Executive	
	Ms. Jyoti Rai	Independent/ Non-Executive	
3. Risk Management Committee (if applicable)	N.A.	N.A.	
4. Stakeholders Relationship Committee	Mr. Shobhasingh Thakur	Chairperson/Independent/ Non-Executive	
	Mr. Rajesh Pandey	Executive (Cessation w.e.f. 27/02/2019)	
	Ms. Jyoti Rai	Independent/ Non-Executive	
5. Corporate Social Responsibility (CSR) Committee	Ms. Jyoti Rai	Chairperson/Independent/ Non-Executive	
	Mr. Rajiv Kumar Bakshi	Independent/ Non-Executive	
	Mr. Rajesh Pandey	Executive (Cessation w.e.f. 27/02/2019)	
	Mrs. Rohini Agarwal	Non-Executive (Cessation w.e.f. 14/02/2019)	
* 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			
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting(if any) in the relevant quarter</i>	<i>Maximum gap between any two consecutive (in number of days)</i>	
17.10.2018	---	47 days	
04.12.2018	14.02.2019	71 days	
IV. Meeting of Committees			
<i>Date(s) of meeting of the Committee in the relevant quarter</i>	<i>Whether the requirement of Quorum met (details)</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
14.02.2019 (Audit Committee)	Yes	17.10.2019	119 days
14.02.2019 (Nomination and Remuneration Committee)	Yes	17.10.2019	119 days
* This information has to be mandatorily be given for audit commitce, 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**
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.

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 - Yes
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <ol style="list-style-type: none"> a. Audit Committee- Yes b. Nomination & Remuneration Committee - Yes c. Stakeholders Relationship Committee - Yes d. 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 adverse comments made by the Board of Directors.)

Name & Designation:

Ruchi Jaiswal

**Ms. Ruchi Jaiswal
Company Secretary & Compliance Officer**



Note:

Information at Table I and II above need to be necessarily given in 1st 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)

I. Disclosure on Website in terms of Listing Regulations		
Item		Compliance Status (Yes/No/NA) refer note below
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.
II. Annual Affirmation		
Particulars	Regulation Number	Compliance Status (Yes/No/NA)refer note below
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**

