

Date: 03rd October, 2017

To,

Mr. S.S. Thakur

1161, Abdul Court, Flat No. 20,
7th Floor, Suryavanshi Marg,
Off. Cadel Road, Dadar,
Mumbai – 400028

Dear Sir,

Sub: Your appointment as an Independent Director.

This letter confirms your appointment as an Independent Director of the Company on the following terms:

Duration of appointment

We are pleased to inform you that you are appointed as an Independent Director on the Board of the Company w.e.f. 29th September, 2017. You shall hold office up to the date of 40th Annual General meeting of the Company or the last date on which the 40th Annual General meeting should have been held, whichever is earlier.

The appointment is subject to the Company's Articles of Association, the provisions of the Companies Act, 2013 and the Rules framed thereunder, listing agreement entered by the Company with Stock Exchanges. As an Independent Director you will not be liable to retire by rotation.

Your appointment may be terminated at any time by the Company in accordance with the Articles of Association of the Company, the Companies Act, 2013 or upon your resignation.

During the period you may be asked to serve on one or more of Board Committees including Audit, Nomination and Remuneration Committee, Whistle Blower, Stakeholder Relationship Committee, Corporate Social Responsibility Committee or any other committees of Board as may be decided from time to time.

You are considered to be an Independent Non-Executive Director and will be identified as such in the Annual Report and other documents. If the circumstances changes and you believe that your independence may be in doubt, you should discuss this with the Board as soon as practicable.

You will attend regular and emergency Board Meetings, Committee Meetings of which you are a member, Annual General Meetings/Extra Ordinary General Meetings etc.

The Board as a whole is collectively responsible for promoting the success of the Company by directing and supervising the Company's affairs. As an Independent Director, you will be expected to perform your general fiduciary duties and exercise the skill and care expected from every Director. In particular your role will be to make suggestions about, advice on and monitor matters as under:

- a) You will undertake appropriate induction and regularly update and refresh your skills, knowledge and familiarity with the company.
- b) Constructively contribute to the development of the Strategy of the Company.

- c) Scrutinize the performance of management in meeting goals and objectives and monitor the reporting of performance.
- d) Satisfy that the financial information is accurate and that financial controls and systems of Risk Management are robust and defensible.
- e) Involve in the process of policy decisions regarding remuneration of Board Members, Key managerial personnel and appointment and remuneration to Senior Managers and in succession planning.
- f) Safeguard the interest of all stakeholders particularly the minority shareholders, balance the conflicting interest of the stakeholders.
- g) Not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- h) Pay sufficient attention and ensure that adequate deliberations are held before approving related party transactions and assure that the same are in the interest of the company;
- i) Ascertain and ensure that the company has an adequate and functional vigil mechanism and to ensure that the interests of a person who uses such mechanism are not prejudicially affected on account of such use;
- j) Report concerns about unethical behaviour, actual or suspected fraud or violation of the company's code of conduct or ethics policy;
- k) Acting within your authority, assist in protecting the legitimate interests of the company, shareholders and its employees;
- l) Not to disclose confidential information, including commercial secrets, technologies, advertising and sales promotion plans, unpublished price sensitive information, unless such disclosure is expressly approved by the Board or required by law.
- m) One meeting of Independent Directors in a year will be held to review the performance of Non-Independent Directors and the Boards as a whole where your presence is necessary.

While you hold office in the Company, you should not without the prior consent of the Board be a director or hold shares in any company where to do so puts or could reasonably be expected to put you in conflict with the fiduciary duties you owe to the Company.

You will be subject to the Model Code for dealings by directors in shares of the Company. You are required to comply with Code of Conduct for Board of Directors and Senior Management and the regulations contained in Schedule IV of Companies Act, 2013 and Listing Obligation.

Fees

You will be paid sitting fees for attending the meetings as may be decided by the Board and as per Articles of Association of company. Further, you will also be paid commission as may be approved by the Board and the Shareholders from time to time. You shall not be entitled to any stock option of the Company, if any.

Access

We confirm that:-

- a) You will be given full access to all information in or about the Company and its affairs which is available to the executive directors;
- b) Agendas for Board meetings and all relevant papers which require study before Board meetings will be provided to you in good time (save in exceptional circumstances) to allow you to consider them in advance of meetings (and likewise for the proceedings of committees); and
- c) You will be given access to the Chairman of the Company, on a personal basis, whenever you request to see them.

General

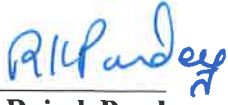
As a non-executive director, you should note that you do not have authority to commit the Company in any way, nor should you make any statements on the Company's behalf or concerning the Company to the media, financial institutions or anyone associated with the stock market or investor community without the express authorization of the Board.

You will not disclose or permit to be disclosed to any person, firm or organization outside the Company any confidential information relating to the Company or its subsidiaries nor shall you use to the detriment of the Company any information relating to the Company or its subsidiaries.

It is pleasure to have you on board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Thanking you,

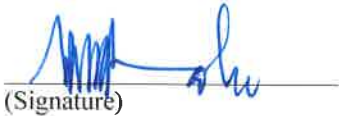
Yours faithfully,
For **Responsive Industries Limited**



Mr. Rajesh Pandey
Director
(DIN 00092767)

Agree and Accept

I have read and understood the terms of my appointment as an Independent Director of the Company and I hereby affirm my acceptance to the same.



(Signature)

Name: **S. S. Thakur**