

ANNEXURE B

CORPORATE GOVERNANCE REPORT

I. Company's Philosophy on Code of Governance

Your Company believes that sound ethical practices, transparency in operations and timely disclosures go a long way in enhancing long-term shareholders value while safeguarding the interest of all the stakeholders. It is this conviction that has led the Company to make strong corporate governance values intrinsic in all operations. The Company is led by a distinguished Board. The Board provides a strong oversight and strategic counsel. The Company has established systems and procedures to ensure that the Board of the Company is well-informed and well-equipped to fulfill its oversight responsibilities and to provide management the strategic direction it needs to create long-term shareholders value.

The Company has adopted a Code of Conduct for its Board of Directors and Senior Management Personnel and its employees. In addition, the Company has adopted Code of Conduct for Independent Directors which suitably incorporates the duties of Independent Directors as laid down in the Companies Act, 2013. The Company also laid down under Insider Trading Regulations, Insider Trading Code and Code on fair disclosure of unpublished price sensitive information to safe guard interest of the shareholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as applicable, with regard to corporate governance.

II. Board of Directors

Board diversity

Company recognizes the benefits of a Board that possesses a balance of skills, experience, expertise and diversity for effective decision making. Diversity at the Board level is an important element in strong corporate governance. The Board diversity enhances decision-making capability and a diverse Board is more effective in dealing with organizational changes and less likely to suffer from group thinking. The Board diversity policy adopted by the Board is available on the website of the Company at www.responsiveindustries.com/policies/.

Composition

Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the Company having Non-Executive Chairman who is also a Promoter shall have half of the Board independent. Further, SEBI (Listing Obligations and Disclosure Requirements) (Amendments) 2018 mandates that the Board of top 500 listed companies should have at least one Woman Director on the Board. The Board of the Company is having appropriate mix of Executive, Non-Executive and Independent Director.

As on March 31, 2021, the Board comprised of Four (4) members, One (1) Non-Executive Chairman, Two (2) Executive Directors and One (1) Independent Non-Executive Director out of which One (1) was a Woman Director. Consequent to the resignation of Mr. Rajiv Kumar Bakshi on February 25, 2021 and Ms. Jyoti Rai on March 19, 2021 on personal grounds, the number of Independent Directors on Board had fallen to One(1). However, new Independent Directors were appointed on May 24, 2021 bringing the composition of the Board in conformity with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereof.

The details of Board members along with their tenure during the financial year 2020-21 are as follows:

Name of Director	Category	Date of Appointment/ Reappointment	Date of Cessation
Mr. Rishabh Agarwal	Non - Executive Chairman & Promoter	02.05.2018	---
Mr. Mehul Vala	Whole-Time Director and Chief Executive Officer	14.02.2019	---
Mr. Mrunal Shetty	Executive Director and Chief Financial Officer	14.02.2019	---
Mr. Rajiv Kumar Bakshi	Independent Director	17.10.2018	25.02.2021
Ms. Jyoti Rai	Independent Director (Re-appointed for 2 nd term)	13.02.2015 08.06.2018	19.03.2021
Ms. Bhumika Jain	Independent Director	24.05.2019	---

Details of the Directorships and Committee Chairmanship/Membership held by the Directors in other public companies as on March 31, 2021 are as under:

Name of Director	No. of Directorships in other Public Limited Companies ¹	No. of Board Committees of other companies in which Member/Chairperson ^{1&2}		Name of the other Listed Entity(ies) in which the Director hold Directorship
		Member	Chairperson	
Mr. Rishabh Agarwal	3	-	-	-
Mr. Mehul Vala	1	-	-	-
Mr. Mrunal Shetty	1	1	-	-
Mr. Rajiv Kumar Bakshi	3	3	1	NR Agarwal Industries Limited WH Brady & Co. Limited
Ms. Jyoti Rai	1	-	-	-
Ms. Bhumika Jain	1	1	-	-

Notes:

1. Directorship(s) and Membership(s)/ Chairmanship(s) in the Committees of the Board of Directors exclude Responsive Industries Limited, foreign Companies, Companies formed under Section 25 of the Companies Act, 1956 and Section 8 of the Companies Act, 2013.
2. Chairmanship/ Membership of Committee only include the Audit Committee and Stakeholders' Relationship Committee in other Indian Public Companies (Listed and Unlisted & excludes Responsive Industries Limited).
3. None of the Directors hold Directorship in more the Eight (8) Listed Entities as per Regulation 17A of the Listing Regulations.
4. No Director holds membership(s) of more than Ten (10) Committees of any Board nor is a Chairperson of more than Five (5) Committees of any Board across all listed companies with which he/ she is associated as a Director.
5. The particulars of Director seeking re-appointment at the forthcoming AGM are provided in the Notice to the Annual General Meeting. The brief profile of the Directors is also placed on the website of the Company.
6. The tenure of the Independent Directors is in compliance with the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria of independence as mentioned under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013.
7. None of the Directors have any inter-se relation among themselves.

Board Meetings

During the year, 5 (Five) Board meetings were held on July 17, 2020, September 14, 2020, November 10, 2020, February 13, 2021 and February 25, 2021 and the particulars of attendance of the Directors are as under:

Name of Director	Attendance at AGM held on 24/12/2020	No. of Board Meetings held during tenure	No. of Board Meeting attended
Mr. Rishabh Agarwal	Yes	5	4
Mr. Mehul Vala	Yes	5	5
Mr. Mrunal Shetty	Yes	5	5
Mr. Rajiv Kumar Bakshi*	Yes	4	4
Ms. Jyoti Rai#	Yes	5	4
Ms. Bhumika Jain	Yes	5	5

* Mr. Rajiv Kumar Bakshi resigned from the office w.e.f. February 25, 2021

Ms. Jyoti Rai resigned from the office w.e.f. March 19, 2021

The terms and conditions of appointment of Independent Directors are disclosed on the website of the Company at www.responsiveindustries.com.

Meeting of Independent Directors

Schedule IV of the Companies Act, 2013 and the Rules thereunder mandate that the Independent Directors of the Company shall hold at least one meeting in a year, without the attendance of Non-Independent Directors and members of the Management. During the year under review, separate meeting of the Independent Directors was held on February 11, 2021 to review the performance of Non-Independent Directors, Chairman and the Board as whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information between the Management and the Board and it's Committees which is necessary to effectively and reasonably perform and discharge their duties.

Board Skill/ Expertise/ Competence

The Board has identified the following skill set with reference to its Business and Industry which are available with the Board:

Business understanding	Industry knowledge/experience & technical expertise, understanding global business and its dynamics, various geographical markets, industry trends and verticals, regulatory jurisdictions, Brand building, sales and marketing expertise.
Strategic Skill & Planning	Understanding Company's strategic objectives and choices, strategic thinking, experience in guiding and leading management in decision making uncertain environment, analysis and reporting and leadership.
Governance	Understanding the roles and responsibilities of the Board member within the governance framework and developing best corporate governance practices, serving to the best interest of all stakeholders and building long term relationship with them, driving corporate ethics and values, ability to display independence in word and actions.
Human Resource	Ability to oversee strategic human resource requirement and management, determining appropriate mix of executive & non-Executive directors on Board, levels of remuneration to Directors, KMPs, and succession plan.

In the opinion of the Board, the Independent Directors of the Company fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management.

Further, Mr. Rajiv Kumar Bakshi resigned from the office w.e.f. February 25, 2021 and Ms. Jyoti Rai resigned from the office w.e.f. March 19, 2021 on personal grounds.

III. Committees of the Board

The Board has formed various Committees as required under Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board reviews and amends the policies/terms of reference of the Committee as and when needed. The Board has formed following Committees:

Audit Committee

The Audit Committee is constituted as per the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part C of Schedule II and amendments thereto. Members of the Audit Committee possess financial/accounting expertise. The Audit Committee invites executives, as it considers appropriate, representatives of Statutory Auditors and Internal Auditors to be present at its Meetings. The Company Secretary acts as the Secretary to the Audit Committee.

Composition Meetings & Attendance

During the year under review, the Committee met 4 (Four) times on July 17,2020, September 14, 2020, November 10, 2020, and February 13, 2021 and not more than one hundred and twenty days lapsed between two consecutive meetings of the Audit Committee.

Names of the Committee Members along with their attendance during the financial year are given below:

Name of Member	Designation	Date of Appointment/ Cessation	No. of Committee Meetings held during tenure	No. of Committee Meetings attended
Mr. Rajiv Kumar Bakshi	Chairman	Appointment: August 09, 2019 Cessation: February 25, 2021	4	4
Mr. Mrunal Shetty	Member	Appointment: May 24, 2019	4	4
Ms. Jyoti Rai	Member	Appointment: February 13, 2015 Cessation: March 19, 2021	4	4

Terms of reference

Powers of Audit Committee

- To investigate any activity within its terms of reference.
- To seek information from any employee.
- To obtain outside legal or other professional advice.
- To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee, inter alia, includes

- Oversight of the Company’s financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending the appointment, remuneration and terms of appointment of auditors of the Company;
- Approving payment for any other services rendered by the Statutory Auditors;
- Reviewing with the Management the Annual Financial Statements and Auditor’s report thereon before submission to the Board for approval with particular reference to:
 - Matters required to be included in the Director’s Responsibility Statement in the Board’s report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013;
 - Changes, if any, in accounting policies and practices and reasons for the same;

- Major accounting entries involving estimates based on the exercise of judgment by management;
- Significant adjustments made in the financial statements arising out of audit findings;
- Compliance with listing and other legal requirements relating to financial statements;
- Disclosure of any related party transactions;
- Modified opinion(s) in the draft Audit report;
- Reviewing with the Management the quarterly Financial Statements before submission to the Board for approval;
- Reviewing with the Management the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever it is necessary;
- Evaluation of Internal Financial Controls and Risk Management Systems;
- Reviewing, with the management, performance of Statutory and Internal Auditors, adequacy of the Internal Control Systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with Internal Auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the Internal Auditors into matters where there is suspected fraud or irregularity or a failure of Internal Control Systems of a material nature and reporting the matter to the Board;
- Discussion with Statutory Auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the Whole-Time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments.

Review of Information by Audit Committee:

- Management Discussion and Analysis of financial condition and results of operations;
- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;

- Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
- Review the statement of deviations:
 - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - (b) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination & Remuneration Committee

The Nomination and Remuneration Committee of the Company is constituted under Section 178 of the Companies Act, 2013 and pursuant to the provisions of Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Committee has formulated the policy setting out the criteria for determining qualifications, positive attributes, independence of a Director and policy relating to remuneration for Directors, Key Managerial Personnel and other employees. The Committee has developed the criteria for appointment of Independent Directors, Non-Executive Directors and Executive Directors in compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Part D of Schedule II and amendments thereto.

Composition, Meetings & Attendance

During the year under review, the Committee met 3 (Three) times on July 17, 2020, November 10, 2020, and February 13, 2021.

Names of the Committee Members along with their attendance during the financial year 2020-21 are given below:

Name of Member	Designation	Date of Appointment/ Cessation	No. of Committee Meetings held during tenure	No. of Committee Meetings attended
Mr. Rajiv Kumar Bakshi	Chairman	Appointment: August 09, 2019 Cessation: February 25, 2021	3	3
Mr. Rishabh Agarwal	Member	Appointment: August 09, 2019	3	3
Ms. Jyoti Rai	Member	Appointment: February 13, 2015 Cessation: March 19, 2021	3	3

Terms of Reference

- To identify persons who are qualified to become Directors and who may be appointed in Senior Management Level in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- To carry out evaluation of every Director’s performance;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director and to recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees;

- To formulate the criteria for evaluation of performance of Independent Directors and the Board;
- To devise a policy on Board diversity;
- To deal with the matters relating to the remuneration payable to Whole Time Directors, Key Managerial Personnel and Senior Management Executives and commission, if any, to be paid to Non-Executive Directors, apart from sitting fees;
- To review the overall compensation policy, service agreement and other employment conditions of Whole-Time Directors, Key Managerial Personnel and Senior Management Executives;
- To evaluate whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors;
- To deal with other matters as the Board may refer to the Nomination and Remuneration Committee (“the Committee”) from time to time;
- To recommend to the Board, all remuneration, in whatever form, payable to Senior Management.

Nomination & Remuneration Policy

The Company recognizes the competitive nature of the current labour market conditions and this requires the Company to provide competitive remuneration offering to Directors and employees to ensure that a high caliber of staff is attracted to the Company and retained once they have gained experience. The Company further acknowledges that it can only excel in service delivery through the exceptional performance of its people and that the remuneration offering to the Directors and employees plays a substantial motivational role when exceptional performance is compensated with exceptional rewards.

The Remuneration of Directors, Key Managerial Personnel and Senior Executives and Employees of the Company are decided based on predetermined criteria and as per the recommendation of the Committee. The Company will pay remuneration to Directors, Key Managerial Personnel and Senior Executives and employees by way of fixed component i.e. salary, retirement benefits perquisites, allowances and by way of variable component i.e. incentives and commission based on the recommendation of the Committee and approval of the Board of Directors and shareholders, if applicable and shall be governed by the provisions of the Companies Act, 2013, rules framed thereunder and the notifications issued by the Ministry of Corporate Affairs from time to time.

The Nomination and Remuneration policy is also available on the web site of the Company at www.responsiveindustries.com/policies.

Guaranteed Portion of Remuneration:

Executive Directors and employees are receiving guaranteed portion of their total package on a monthly basis. The total package includes in it guaranteed benefits such as employer’s contribution to retirement funds i.e. provident fund and/or pension & gratuity and/or medical aid funds and/or group life insurance fund contribution etc. as applicable.

Variable Portion of Remuneration:

Incentive bonus to reward employees for exceptional performance above the accepted standard and is variable. These rewards are based on individual, departmental or Company’ performance relative to predefined targets. Performance is measured over a 12 months period. Vehicle allowance and telephone expenses are flexible remuneration options available to the employees.

Remuneration of Executive Directors:

For deciding remuneration of the Executive Directors, the Committee considers the performance of the Company, the current trends in the industry, their experience, past performance and other relevant factors. The Committee regularly keeps track of the market funds in terms of compensation levels and practices in relevant industries.

The Company may pay remuneration by way of salary, remuneration and/or commission (variable components) to its Executive Directors. Annual increments may be decided by the Committee within salary scale approved by the members.

Remuneration of Non-Executive Directors:

The Non-Executive Directors are paid remuneration by way of sitting fees. The Company pays a sitting fee per meeting of the Board and the Committee (as may be decided from time to time) to the Non-Executive Directors for attending the meetings within the limit prescribed under the Act.

The remuneration by way of Annual Commission to the Non-Executive Directors shall be decided by the Board of Directors and subject to approval of members as applicable and will be paid to them based on their participation and contribution at the Board/Committee meetings and the time spent on matters other than at meetings.

An Independent Director may receive remuneration by way fees provided under sub-section (5) of Section 197 of the Act, reimbursement of expenses for participation in the Board and other meetings and profit related commission as may be approved by the members of the Company. The terms & conditions of appointment of Independent Directors are also available on the website of the Company at www.responsiveindustries.com/notices&announcements.

Criteria for appointment and performance evaluation – related remuneration for Directors/Key Managerial Personnel and Senior Executives of the Company

- At the time of selection of a Director the Company must examine the integrity of the person and possession of relevant expertise, qualifications and experience.
- In case of appointment of Independent Director, the Company must observe the pecuniary relationship with the promoters and group companies.
- The level and composition of remuneration should be reasonable and sufficient to attract, retain and motivate Directors/executives to run the Company successfully.
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks.
- Financial and operating performance vis-à-vis the Annual and Operating Budget of the Company.
- Remuneration of Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
- External Competitiveness: The quantum and nature of the total offering to Directors and employees determines how competitive the Company is in recruiting and retaining them. The appropriate mix of guaranteed benefits and incentives further enhances the Company's ability to motivate them in a manner that will improve the Company's competitiveness.
- The size and complexity of a position is determined through a valid job evaluation system and individual performance is measured through the established and approved Performance Management System.
- Remuneration recognizes and rewards both high levels of competence and superior performance through the use of incentive bonuses linked to performance.
- The Nomination and Remuneration Committee shall consider whether the Directors are eligible for annual bonuses. If so, performance conditions should be relevant, stretching and designed to promote the long term success of the Company. Upper limits should be set and disclosed.
- The said Committee shall consider whether the Directors are eligible for benefits under long-term incentive schemes. Any new long-term incentive schemes which are proposed should be approved by shareholders.
- Remuneration incentives should be compatible with risk policies and systems, if any.
- The above committee shall consider the consequences and associates costs to the Company if basic salary increases and any other changes, whenever required.

Details of Remuneration, Sitting fees, Commission and professional fee paid to Directors during the financial year 2020-21 are given below:

Sr. No.	Name of Director	Sitting Fees (Rs. in Million)	Annual Remuneration/ Commission (Rs. in Million)	Professional fees (Rs.in Million)
Executive Directors				
1	Mr. Mehul Vala	-	2.198	-
2	Mr. Mrunal Shetty	-	0.728	-
Non-Executive Directors				
3	Mr. Rajiv Bakshi	0.180	0.250	-
4	Ms. Jyoti Rai	0.195	0.100	-
5	Ms. Bhumika Jain	0.075	-	-

Shareholding of Directors of the Company during the financial year 2020-21 are given below:

Sr. No.	Name	Designation	No. of Shares	% of Shares
1	Mr. Rishabh Agarwal	Non-Executive Chairman	37830	0.01%

Other than above, no other Directors by himself/herself or for any other person on a beneficial basis hold any shares in the Company. The Company has not issued any convertible instruments. There were no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company. The Company is having Employee Stock Option Scheme. However, no shares are issued under ESOP Scheme during the year.

Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for Independent Directors are determined by the Nomination and Remuneration Committee. The Committee has formulated criteria and questionnaires to evaluate the performance of Board, its Committees and Individual Directors including the Independent Directors. The performance evaluation criteria are determined by the Committee taking into consideration the composition of the Board, role of the Directors and Committees etc. An indicative list of factors that may be evaluated include level of engagement and contribution by a director, independence of judgment, commitment, effective deployment of knowledge and expertise, effective management of relationship with stakeholders, integrity and maintenance of confidentiality.

Based on the feedback received on the questionnaires, the performance of every Director was evaluated. Independent Directors at their separate meeting carried out evaluation on the performance of Non Independent Directors and Board as a whole. Chairman's evaluation was carried out by entire Board of Directors including the Independent Directors.

Stakeholders Relationship Committee

The Stakeholders Relationship Committee is constituted pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition, Meetings & Attendance

During the year under review, the Committee met 1 (One) time on November 10, 2020.

Name of the Committee Members along with their attendance during the financial year 2020-21 are given below

Name of Member	Designation	Date of Appointment/ Cessation	No. of Committee Meetings held during tenure	No. of Committee Meetings attended
Mr. Rishabh Agarwal	Chairman	Appointment: August 09, 2019	1	1
Ms. Jyoti Rai	Member	Appointment: October 17, 2018 Cessation: March 19, 2021	1	1
Mr. Mehul Vala	Member	Appointment: May 24, 2019	1	1

Ms. Ruchi Jaiswal, Company Secretary of the Company had been designated as Compliance Officer (E-mail ID: investor@responsiveindustries.com) for complying with the requirements of SEBI Regulations and the Listing Agreements with the Stock Exchanges.

Consequent to resignation of Ms. Ruchi Jaiswal as the Company Secretary of the Company w.e.f. April 15, 2021, Ms. Rishika Puri, Company Secretary, has been designated as Compliance Officer of the Company.

The “SCORES” website of SEBI for redressing of Grievances of the Investors is being visited at regular intervals by the Company Secretary and there are no pending complaints registered with SCORES for the financial year ended on 31st March, 2021.

Terms of Reference

- The Committee looks into the various aspect of interest of investors such as transfer of shares, non-receipt of declared dividend/notices/annual reports, etc;
- Resolving the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividend, issue of new/duplicate certificates, general meeting etc;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & share Transfer Agent;
- Review of the various measures and initiative taken by the listed entity for reducing the quantum of unclaimed dividend and ensuring timely receipt of dividend warrant/annual report/statutory notices by the shareholders of the Company.

Details of Investor Complaints

Number of Complaints from 01.04.2020 to 31.03.2021			
Pending as on 01.04.2020	Received	Redressed	Pending as on 31.03.2021
Nil	0	0	Nil

Corporate Social Responsibility (CSR) Committee

The Company has constituted a CSR Committee as required under Section 135 of the Companies Act, 2013. The Company has developed a CSR Policy which is available on the website of the Company at www.responsiveindustries.com/policies.

Composition, Meetings & Attendance

During the year under review, the Committee met 1 (One) time on July 17, 2020.

Name of the Committee Members along with their attendance during the financial year 2020-21 are given below

Name of Member	Designation	Date of Appointment/ Cessation	No. of Committee Meetings held during tenure	No. of Committee Meetings attended
Mr. Rishabh Agarwal	Chairman	Appointment: May 24, 2019	1	1
Ms. Jyoti Rai	Member	Appointment: May 26, 2015 Cessation: March 19, 2021	1	1
Mr. Rajiv Kumar Bakshi	Member	Appointment: October 17, 2018 Cessation: February 25, 2021	1	1

Terms of Reference

- Formulate and recommend to the Board, a CSR Policy;
- Recommend the amount of expenditure to be incurred on CSR activities;
- Institute a transparent monitoring mechanism for implementation of CSR projects or programs or activities undertaken by the Company;
- Monitor CSR policy from time to time.

Risk Management Committee

The Company constituted Risk Management Committee comprising of Board members to identify various risks that the Company is exposing to and frame, implement and monitor the risk management plan for the Company.

The objective of the Risk Management policy is to ensure that the Board, its Audit Committee and its executive management should collectively identify the risks impacting the Company's business and document their process of risk identification, risk minimization, risk optimization as a part of a risk management policy or strategy.

Composition, Meetings & Attendance

During the year under review, the Committee met 1 (One) time on July 17, 2020.

Name of the Committee Members along with their attendance during the financial year 2020-21 are given below

Name of Member	Designation	Date of Appointment/ Cessation	No. of Committee Meetings held during tenure	No. of Committee Meetings attended
Mr. Rishabh Agarwal	Chairman	Appointment: May 24, 2019	1	1
Mr. Mrunal Shetty	Member	Appointment: May 24, 2019	1	1
Mr. Mehul Vala	Member	Appointment: May 24, 2019.	1	1

Terms of Reference

- To lay down procedures for identifying managing and mitigating the risks associated with the Company through integrated risk management system and mechanism;
- To ensure that the risks identified and assessed, are mitigated effectively;
- To periodically review business, operational and financial risks, as well as the adequacy of insurance and other risk mitigation measures adopted by the Company;
- To submit the management reports to the Audit Committee and the Board for review periodically.

IV. General Body Meetings

(i) Annual General Meetings (AGM):

Location, date and time of the Annual General Meeting held during the last 3 years.

Financial Year	Date	Time	Location/Mode	Special Resolutions Passed
2019-20	December 24, 2020	11.10 A.M.	Through Video Conferencing/Other Audio Visual Means	Addition of New Object in the Main Object Clause and alteration of MOA
2018-19	September 27, 2019	10.00 A.M.	Hotel Express Inn, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane-401501	To appoint Mr. Mehul Vala (DIN: 08361696) as Whole-Time Director of the Company

Financial Year	Date	Time	Location/Mode	Special Resolutions Passed
2017-18	08 June, 2018	10.00 A.M.	Hotel Silver Avenue, Ostwal Empire, Next to Big Bazar, Boisar (West), Thane-401501	To re-appoint Mr. Jagannadham Thunuguntla as Independent Director for second term of 5 (Five) years. To re-appoint Ms. Jyoti Rai as Independent Director for second term of 5 (Five) years. To approval Responsive ESOP 2018 Scheme.

(ii) Extra-Ordinary General Meetings held during last three years

No Extra-Ordinary General Meeting of the Shareholders was held during last 3 (Three) financial years.

(iii) No postal ballot was conducted during the financial year 2020-21.

V. Disclosures

(i) Related Party Transactions

The Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in nature. All Related Party Transactions are placed before the Audit Committee and the Board for approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of a foreseen and repetitive nature. Your Directors draw attention of the members to note no. 31 to the standalone financial statement which sets out related party disclosures and they are not in conflict with the interest of the Company at large. The Company has adopted a policy for Related Party Transactions which is available on the Company's website at www.responsiveindustries.com/policies.

(ii) The Company has complied with the requisite regulations relating to capital markets. No Penalties/ strictures have been imposed on the Company by the Stock Exchange or SEBI or any other statutory authority on any matter related to capital market during the last three years.

(iii) Whistle Blower Policy

The Company has adopted Whistle Blower Policy and has established the necessary vigil mechanism for Directors and employees to report concerns about unethical behavior. No person has been denied access to the Chairman of the Audit Committee. The said policy has been also put on the website of the Company i.e. www.responsiveindustries.com/policies.

(iv) Details of Compliance with mandatory requirements and adoption of non- mandatory requirements

The Company has complied with the applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also adopted following non-mandatory requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Adoption of Non-Mandatory Requirements

- i. As the quarterly and half yearly financial performance are published in the newspapers and are also posted on the Company's website, the same are not being sent to the shareholders.
- ii. The Company's financial statement for the financial year 2020-21 does not contain any audit qualification.
- iii. The Internal Auditor of the Company is a permanent invitee to the Audit Committee Meeting and directly inter-acts to the Audit Committee.
- iv. Separate position for the office of Chairperson and Chief Executive Officer of the Company

(v) Disclosure of Accounting Treatment

The Company has followed the treatment laid down in the Indian Accounting Standards (Ind AS) prescribed by the Institute of Chartered Accountants of India, in the preparation of financial statements. No deviation is made in following the same.

(vi) Code of Conduct

The Code of Conduct has been put on the Company’s website. The members of the Board and Senior Management personnel have affirmed the compliance with the Code applicable to them during the year ended March 31, 2021. The Report contains declaration to this effect signed by Mr. Mehul Vala.

(vii) Subsidiary Companies

The Company has one (1) material non listed Indian subsidiary Axiom Cordages Limited, two (2) wholly owned foreign subsidiary Responsive Industries Limited, Hong Kong and Responsive Industries Private Limited, Singapore and three (3) foreign-step down subsidiaries Axiom Cordages Limited, Hong Kong, Responsive Industries Limited, UAE and Axiom Cordages Limited, UAE. The policy for determining Material Subsidiaries of the Company is available on the website of the Company i.e. www.responsiveindustries.com/policies. The Company does not have any associate company & joint venture. The requirement of appointing Independent Director of the Company on the Board of Directors of the subsidiary company has been duly complied with. All requirements with regard to subsidiary company have been complied with.

(viii) Material Subsidiary policy

The Company has framed policy for determining “Material subsidiaries” to ensure that Board of Directors has overall supervision of functioning of subsidiaries of the Company and to provide the governance framework for such subsidiaries, pursuant to SEBI Listing Regulations and amendments thereto. The policy is available on the website of the Company at www.reponsiveindustries.com/policies.

(ix) Certificate under Regulation 17(8)

The Certificate pursuant to the Regulation 17(8) of the SEBI Listing Regulations (LODR), certifying that the Financial Statements do not contain any materially untrue statement and these statements represent a true and fair view of the Company’s affairs is annexed to this report.

(x) Familiarisation Programme

The Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company’s procedures and practices. The details are available on the website of the Company at www.responsiveindustries.com/news-announcements.

(xi) The Company has adopted policy on Preservation of Documents and Archival Policy as well as policy for Determination of Materiality of Events or Information. The policy is available on the website site of the Company at www.responsiveindustries.com/policies.

(xii) Dividend Distribution Policy

The Company has adopted Dividend Distribution Policy and annexed to this corporate governance report. The Policy is available at www.responsiveindustries.com/policies.

(xiii) Credit Rating

During the year under review the Company has obtain revised credit rating on working capital loan from CRISIL on May 07, 2021.

Sr. No.	Total Bank Loan Facilities	Rating
1	Fund Based working capital	IVR A-/ Stable Outlook/ IVR A2+
2	Non Fund based working capital	IVR A2+

VI. Means of Communication

The Board of Directors of the Company approves and takes on record the quarterly, half yearly and annual results along with Limited Review Report/ Auditors’ Report & announces forthwith results to National Stock Exchange of (India) Limited (NSE) and BSE Limited (BSE), where the shares of the Company are listed. The aforesaid results are also published normally in Free Press Journal and Navshakti and are also displayed on the Company’s website at www.responsiveindustries.com/results.

The Company issues official investor presentation/media release, significant corporate decisions/activities and filed the same to the Stock Exchanges and post them on the website of the Company at www.responsiveindustries.com under investor presentation and Notices and Announcements.

Annual Report containing, inter alia, Audited Annual Accounts, Consolidated Financial Statements, Directors' Report, Auditors' Report and other important information is circulated to Members and others entitled thereto. The Management Discussion and Analysis Report, Business Responsibility Report forms part of the Annual Report and is displayed on the Company's website.

A separate section "Investor Relations" on the website of the Company gives information on the aforesaid results, shareholding pattern and other relevant information of interest to the investors/ public. The Company has also designated the email-id: investor@responsiveindustries.com exclusively for investor servicing.

VII. General Shareholder Information

1. Annual General Meeting

- Date** : September 30, 2021
- Time** : 11.30 A.M.
- Venue** : The Company is conducting meeting through VC / OAVM pursuant to the MCA Circular dated May 5, 2020 and as such there is no requirement to have a venue for the AGM. For details please refer to the Notice of this AGM.

2. Financial Calendar

Financial Year of the Company April 01, 2020 to March 31, 2021

Results for the Quarter ending (Tentative):

- June 30, 2021 on or before 15th August, 2021
- September 30, 2021 on or before 14th November, 2021
- December 31, 2021 on or before 14th February, 2022
- March 31, 2022 on or before May, 2022

3. Date of Book Closure: Friday, September 24, 2021 to Thursday, September 30, 2021 (both days inclusive)

4. Dividend Payment Date

Dividend, if declared, shall be paid/credited after September 30, 2021.

5. Listing of Equity Shares on the Stock Exchange

BSE Limited, P.J.Towers, Dalal Street, Fort, Mumbai - 400 001	National Stock Exchange of India Limited, Exchange Plaza, Bandra- Kurla Complex, Bandra (East), Mumbai - 400 051
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Listing Fees as applicable have been paid.

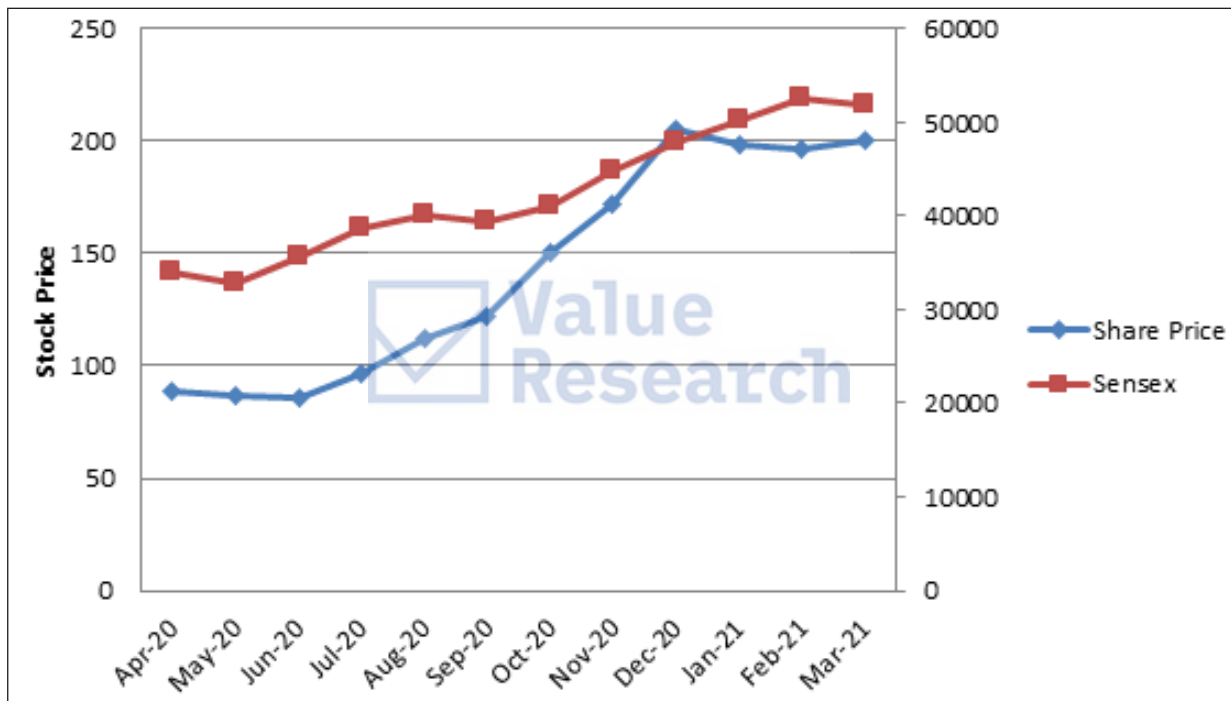
6. Stock code/Symbol

(a) Stock Exchange	Stock Code
BSE Ltd.	505509
National Stock Exchange of India Ltd.	RESPONIND
(b) Demat ISIN Number in NSDL & CDSL for Equity Shares	INE688D01026

7. Stock Market Data

Month	BSE Limited		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April-2020	89	80	85.1	80
May-2020	86.5	80.15	86.5	80
June-2020	86	72	86.35	72
July-2020	97	67.9	97	67.6
Aug -2020	112.05	91	111.7	91.1
Sep-2020	121.95	91.15	122	91
Oct-2020	150	103.5	150.45	102.65
Nov -2020	172	142.5	172.7	142
Dec-2020	205	170.3	200	168
Jan-2021	198.05	176.2	198.7	175.9
Feb -2021	195.95	168.1	194.9	167
Mar -2021	200.6	152.1	202	153

8. Performance of Responsive Industries Limited share price in comparison to BSE Sensex:



9. Registrar and Transfer Agents

Shareholders correspondence should be addressed to the Registrar and Transfer Agents of the Company at the following Address:

Link Intime India Private Ltd.,
C 101, 247 Park,
LBS Marg, Vikhroli (West),
Mumbai- 400 083

Tel No.: (022) 49186000
Fax No.: (022) 49186060
E-mail: rnt.helpdesk@linktime.co.in
Website: www.linkintime.co.in

10. Share Transfer System

100% equity shares of the Company are in dematerialized form. Transfers of these shares are done through the depositories with no involvement of the Company. A Certificate is obtained every six months from a Practicing Company Secretary with regard to, inter alia, effecting transfer, sub-division, consolidation, renewal, exchange of equity shares within fifteen days of their lodgment. The certificate is also filed with BSE Limited & National Stock Exchange of India Limited where the equity shares of the Company are listed.

11. Distribution of Shareholding as on March 31, 2021

Range	No. of shareholders	% of total shareholders	No. of Shares held	% of shareholding
1 to 500	4017	95.8254	144786	0.0542
501 to 1000	66	1.5744	53260	0.0200
1001 to 2000	43	1.0258	68794	0.0258
2001 to 3000	13	0.3101	33915	0.0127
3001 to 4000	5	0.1193	19073	0.0071
4001 to 5000	7	0.167	31777	0.0119
5001 to 10000	10	0.2385	70214	0.0263
10001 and above	31	0.7395	266490881	99.8420
Total	4192	100	266912700	100

12. Shareholding Pattern as on March 31, 2021

Category	No. of shares held	% of Shareholding
Promoter Holding		
Total promoter & promoter group holdings	132325527	49.5763
Non Promoter Holding		
Institutions		
Foreign Portfolio Investor	14156358	5.3037
Insurance Companies	9584233	3.5908
Mutual Funds	734	0.0003
Alternate Investment Funds	197215	0.0739
Central/State Government		
Central Government	200	0.0001
Non-Institutions		
Foreign Bodies Corporates	80960228	30.3321
Other Bodies Corporate	27641493	10.356
Public	2002757	0.7504
Non Resident Indians	14151	0.0053
Clearing Member	20507	0.0077
HUF	9297	0.0035
Grand Total	266912700	100.00

13. Dematerialization of shares and liquidity

As of March 31, 2021, 266912700 equity shares representing 100% of the paid up equity capital of the Company have been dematerialized with the following depositories:

Description	ISIN No.	Depositories
Fully Paid	INE688D01026	National Securities Depository Ltd.(NSDL) Trade World , A Wing , 4 th Floor , Kamala Mills Compound , Lower Parel, Mumbai - 400 013
		Central Depository Services (India) Ltd.(CDSL) Marathon Futurex, 25th Floor, NM Joshi Marg, Lower Parel(East), Mumbai- 400 013

The equity shares of the Company are regularly traded on NSE and BSE.

14. Outstanding GDRs/ADRs/Warrants or any convertible Instruments

As of date the Company has not such securities.

15. Reconciliation of Share Capital Audit Report

A qualified Practicing Company Secretary carries out Secretarial Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed equity share capital. The audit confirms that the issued/paid up capital is in agreement with the total number of dematerialized shares held with NSDL and CDSL.

16. Registered Office & Plant Location

Village Betegaon, Mahagaon Road,Boisar (E), Dist. Palghar – 401501.

17. Address for correspondence

Shareholders should address correspondence to the Company’s Registrars and Transfer Agents at the address mentioned below. Shareholders could also contact the Registered Office of the Company at the address mentioned below.

Registrar & Transfer Agents:	Registered Office:
Link Intime India Private Ltd., C 101, 247 Park, LBS Marg, Vikhroli (West), Mumbai- 400 083 Tel No.:(022) 4918 6270 Fax No.:(022) 4918 6060 Email: rnt.helpdesk@linktime.co.in Website: www.linkintime.co.in	Responsive Industries Limited Village Betegaon, Mahagaon Road, Boisar (E), Tal. Palghar, Dist. Palghar Boisar - 401501 Tel No: (022) 6656 2821 Fax No: (022) 6656 2798 Email: investor@responsiveindustries.com Website: www.responsiveindustries.com

18. Unclaimed Dividends

Pursuant to Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 (“IEPF Rules”), dividend, if not claimed for a period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund (“IEPF”).

Further, all the shares in respect of which dividend has remained unclaimed for seven consecutive years or more from the date of transfer to unpaid dividend account shall also be transferred to IEPF Authority. The said requirement does not apply to shares in respect of which there is a specific order of Court, Tribunal or Statutory Authority, restraining any transfer of the shares.

During the year under review, the Company has not transferred any unclaimed dividends and shares to Investor Education Protection Fund authority.

19. Certificate from practicing Company Secretary’s under Regulation 34(3) of SEBI Listing Regulations

M/s. P.P. Shah & Co., Practicing Company Secretaries, Mumbai have verified the compliance of the Corporate Governance norms by the Company. Certificate issued by them in this regard is annexed hereto. The Company has also availed a certificate from them that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Company by SEBI/ Ministry of Corporate Affairs or any other Statutory Authority. The said Certificate is also annexed to this Report.

20. Where the Board had not accepted recommendation(s) of any Committee

During the year under review, all the recommendations made by all the Committees, which are mandatorily required, have been duly accepted by the Board of Directors.

21. Details of total fees paid to Statutory Auditors

Details of total fees paid to the Statutory Auditor relating to all services availed by the Company and its subsidiaries, on consolidated basis, are given in Note 27 to the Standalone Financial Statements and **Note 29** to the Consolidated Financial Statements.

20. Foreign Exchange Risk

The Company is having adequate risk assessment and minimization system in place. The Company has foreign exchange risk as it deals in foreign currencies by importing and exporting of goods. The Company doesn’t enter into 100% forward contract to hedge the exchange fluctuations. However, to mitigate these risks the company has a natural hedge against its imports and exports. Also on few occasions the Company enters into forward contracts as well.

For and on behalf of the Board of Directors

Place: Mumbai
Date: August 13, 2021

Mr. Mehul Vala
Whole-Time Director & CEO
DIN: 08361696

Mr. Mrunal Shetty
Director & CFO
DIN: 08362895

DECLARATION ON CODE OF CONDUCT**Pursuant to Part D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

This is to confirm that the Company has a Code of Conduct for its Board members and Senior Management Personnel, Which is available on the Company's Website.

I hereby declare that all members of the Board and the Senior Management Personnel of the Company have affirmed compliances with the Code of Conduct as applicable to each one of them for the financial year ended March 31, 2021.

This Certificate is being given pursuant to part D of Schedule V of SEB LODR Regulations, 2015 as amended from time to time.

Mr. Mehul Vala

Chief Executive Officer DIN: 08361696

Place: Mumbai

Date: August 13, 2021

CERTIFICATE**Pursuant to Regulation 17(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,
The Board of Directors
Responsive Industries Limited

We, Mr. Mehul Vala, Chief Executive Officer and Mr. Mrunal Shetty, Chief Financial Officer of the Company hereby certify that

- (a) We have reviewed the financial statements and the cash flow statement of Responsive Industries Limited for the year ended March 31, 2020 and that to the best of our knowledge and belief:
- i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- (b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the financial year 2019-20 which are fraudulent, illegal or violate the Company's code of conduct.
- (c) We accept the responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
- (d) We have indicated to the Auditors and the Audit committee that:
- i. There have been no significant changes in internal control over financial reporting during the year;
 - ii. There have been no significant changes in accounting policies during the year; and
 - iii. There are no instances of significant fraud of which we have become aware.

For and on behalf of the Board of Directors

Mr. Mehul Vala
Whole-Time Director & CEO
DIN: 08361696

Mr. Mrunal Shetty
Director & CFO
DIN: 08362895

Place: Mumbai

Date: August 13, 2021