

RESPONSE INFORMATICS LIMITED

**16th
ANNUAL REPORT
2012-2013**

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CORPORATE INFORMATION

Board of Directors:

1. Mr. P. Maheswaran Nair	--	Director
2. Mr. I V S Suryanarayana Raju	--	Director
3. Mr. K. Subba Rao	--	Director
4. Mr. Hemraj Baid	--	Director
5. Mr. K. Ravi Kumar	--	Director
6. Mr. K. Praveen Nair	--	Director

Registered Office:

Flat No.312, Arun Apartment,
Lakdikapool, Red Hills,
Hyderabad – 500004

Auditors:

M/s. Hari Babu & Associates
Chartered Accountants, Hyderabad

Audit Committee:

- 1) Mr. K. Subba Rao
- 2) Mr. I V S Suryanarayana Raju
- 3) Mr. P. Maheswaran Nair

Remuneration Committee:

- 1) Mr. K. Subba Rao
- 2) Mr. I V S Suryanarayana Raju
- 3) Mr. P. Maheswaran Nair

Investor Grievance Committee/ Share Transfer Committee :

- 1) Mr. K. Subba Rao
- 2) Mr. I V S Suryanarayana Raju
- 3) Mr. P. Maheswaran Nair

Listing:

Calcutta Stock Exchange Limited

Registrar & Share Transfer Agents:

Aarathi Consultants Private Limited
1-2-285, Domalguda, Hyderabad
Ph No: 04027638111/27634445
Email Id: info@aarthiconsultants.com

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the Shareholders of M/s Response Informatics Limited will be held on Monday, the 30th day of September, 2013 at 11.00 a.m. at Flat No.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad – 500004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2013, the Profit and Loss Account for the year ended on that date, together with notes and schedules attached thereto along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. I V S Suryanarayana Raju who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Hari Babu & Associates, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. Hemraj Baid, who was appointed as an Additional Director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 09.08.2013 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office is liable to be determined by retirement of Directors by rotation.”
5. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:
“RESOLVED THAT Mr. K. Ravi Kumar, who was appointed as an Additional Director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 09.08.2013 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office is liable to be determined by retirement of Directors by rotation.”

6. To consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Mr. K Praveen Nair, who was appointed as an Additional Director of the Company pursuant to the provisions of section 260 of the Companies Act, 1956 by the Board of Directors w.e.f. 09.08.2013 and who holds the office up-to date of the ensuing annual general meeting and in respect of whom the Company has received a notice in writing under section 257 read with section 190 of the said Act, along with requisite deposit proposing him as candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office is liable to be determined by retirement of Directors by rotation.”

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date:03.09.2013**

**Sd/-
P. M. Nair
Director**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will be closed from 26.09.2013 to 30.09.2013 (Both days inclusive).
3. Members are requested to produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
4. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e., Electric /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the company/RTA without delay.

5. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
6. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send the same to the office of the Registrar and Transfer Agent of the Company.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. It shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of transfer of shares for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Aarathi Consultants Private Limited, Share Transfer Agents of the Company for their doing the needful.
11. As part of Green Initiative in Corporate Governance the Ministry of Corporate Affairs (MCA), Government of India vide its Circular has allowed paperless compliances by Companies inter-alia stating that if the Company sends official documents to their shareholders electronically, it will be in compliance with the provisions of Section 53 of the Companies Act, 1956. Keeping in view shareholders are requested to update their E-Mail ID with their DP.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date:03.09.2013**

**Sd/-
P. M. Nair
Director**

EXPLANATORY STATEMENT

(Pursuant To Section 173(2) of the Companies Act, 1956)

Item No. 4

The members may note that Mr. Hemraj Baid was inducted into Board as an Additional Director of the company, with effect from 09.08.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. Hemraj Baid may be deemed to be concerned or interested in the resolution.

Item No. 5

The members may note that Mr. K. Ravi Kumar was inducted into Board as an Additional Director of the company, with effect from 09.08.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. K. Ravi Kumar may be deemed to be concerned or interested in the resolution.

Item No. 6

The members may note that Mr. K Praveen Nair was inducted into Board as an Additional Director of the company, with effect from 09.08.2013 pursuant to the provisions of section 260 of the Companies Act, 1956 and holds the office as such up to the date of ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company along with the requisite deposit under Section 257 read with section 190 of the Companies Act, 1956 proposing the candidature of the above said person for the Office of Director whose period of office is determinable by retirement of Directors by rotation.

As per the provisions of section 257 of the Act, any such proposal ought to be approved by the members in their General Meeting.

Hence, the Board recommends the resolution for your approval.

None of Directors except Mr. K Praveen Nair may be deemed to be concerned or interested in the resolution.

**For and on behalf of the Board
Response Informatics Limited**

**Sd/-
P. M. Nair
Director**

**Place: Hyderabad
Date:03.09.2013**

DIRECTOR'S REPORT

To
The Members

We have pleasure in presenting the 16th Annual Report with Audited Statements of Accounts for the year ended 31st March 2013.

FINANCIAL RESULTS:

(Amt. in Rs.)

Particulars	2012-2013	2011-2012
Profit / (Loss) before depreciation	431660	773796
Depreciation	130356	718896
Profit / (Loss) before tax	301304	718896
Provision for Tax		
-Current Tax	103483	102380
-Deferred Liability (Asset)	(2339)	(142790)
Profit / (Loss) after Tax	303643	759306

DIVIDEND:

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

LISTING:

The equity shares of your company are listed on Calcutta Stock Exchange Limited.

CAPITAL OF THE COMPANY:

The authorized capital of the company stands at Rs. 8,00,00,000 divided into 80,00,000 shares of Rs. 10/- each and the paid up capital of the company stands at Rs. 5,96,28,000 divided into 5875300 equity shares of Rs. 10/- each fully paid up and 175000 equity shares partly paid up.

MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report.

DIRECTORS:

In accordance with the Companies Act, 1956 read with Articles of Association of

the company the Director namely, Mr. I V S Suryanarayana Raju retires by rotation and is eligible for re-appointment. Your Board recommends the re-appointment of the Director.

During the year, Mr. Hemraj Baid, Mr. K. Ravi Kumar and Mr. K. Praveen Nair were appointed as Additional Directors to hold office up to the date of ensuring annual general meeting. In view of versatile experiences held by them, your directors recommend their appointment.

BRIEF PROFILE OF MR. HEMRAJ BAID:

Name	Mr. Hemraj Baid
Date of Birth	10/04/1965
Date of Appointment	09/08/2013
Qualifications	B.com, FCS, LLB
No. of Shares held in the Company	64,700
Directorships held in other companies (excluding private limited and foreign companies)	2

BRIEF PROFILE OF MR. K. RAVI KUMAR:

Name	Mr. K. Ravi Kumar
Date of Birth	15/08/1954
Date of Appointment	09/08/2013
Qualifications	B.Com, CA, ACS, OCP
No. of Shares held in the Company	Nil
Directorships held in other companies (excluding private limited and foreign companies)	2

BRIEF PROFILE OF MR. K. PRAVEEN NAIR:

Name	Mr. K. Praveen Nair
Date of Birth	17/03/1973
Date of Appointment	09/08/2013
Qualifications	Diploma in Electronics
No. of Shares held in the Company	Nil
Directorships held in other companies (excluding private limited and foreign companies)	2

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm:

- i) that in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year.
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.
- iv) that the directors had prepared the annual accounts on the going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.217 (1) (e) of the Companies Act 1956 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

- 1. Research and Development (R&D) : NIL
- 2. Technology absorption, adoption and innovation : NIL

C. Foreign Exchange Earnings and Out Go:

- Foreign Exchange Earnings : NIL
- Foreign Exchange Outgo : NIL

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

The Code of Conduct has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. Code of Conduct has also been placed on the website of the company. A declaration to this effect is given in Annexure.

AUDITORS:

M/s. Hari Babu & Associates, Chartered Accountants, Hyderabad, will retire as auditors of the company at the ensuing Annual General Meeting and being eligible have expressed their willingness for reappointment. Your directors propose the appointment of M/s. Hari Babu & Associates as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors forms part of this Report as Annexure.

ACKNOWLEDGMENTS:

Your directors would like to express their appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

DECLARATION BY DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders,

I, P. Maheshwaran Nair, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the Company and have adhered to the provisions of the same.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date:03.09.2013**

**Sd/-
P. M. Nair
Director**

MANAGEMENT DISCUSSIONS AND ANALYSIS

1. Overview

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

2. Industry Structure and Developments:

Changing economic and business conditions, evolving consumer preferences, rapid technological innovation and adoption and globalization are creating an increasingly competitive market environment that is driving corporations to transform the manner in which they operate. Companies in this environment are now focusing even more on their core business objectives, such as revenue growth, profitability and asset efficiency.

Technology has evolved from merely driving cost efficiency. It is now also driving tangible business value. As a result there is an increasing need for highly-skilled professionals in the market to help corporations transform their business, optimize operations and drive innovation by leveraging technology. At the same time, enterprises are reluctant to expand their internal IT department and increase costs. These factors have led to the increased reliance of corporations on their outsourcing providers and are expected to continue to drive future growth for outsourced technology services.

3. Opportunities and Threats

Though the overall scenario for the smaller companies is extremely competitive, there are some niche areas where there are some opportunities for growth. The management is exploring these areas to consider entering these areas and develop expertise in such areas.

4. Outlook

The management is doing its best to forge relations with other companies and take the company forward in the new business lines. However, the outlook of the management is cautious in view of the competitive nature of the market.

5. Risks and Concerns

The company has managed to sail through challenges in the past year, thanks to the unstinted support of its employees. With the worst of the economic crisis

behind us we are poised for new challenges, increased productivity and profitability. Competition from the existing and emerging local and international players continues to pose challenges to the domestic markets. The company has to reckon with aggressive strategies from the new entrants in the market.

6. Internal Control Systems

The Company has adequate internal control systems commensurate with the size and the nature of business of the Company.

The internal control system is constantly assessed and strengthened with tighter control procedures. The internal control systems ensures efficacy of operations, compliance with internal policies and applicable laws and regulations, protection of resources and assets, and accurate reporting of financial transactions.

The audit committee periodically reviews the adequacy and efficacy of the said internal control systems. All the issues relating to internal control systems are resolved by the audit committee.

7. Human resource development and industrial relations

The Company has a group of able and experienced employees. The Company believes that the quality of its employees is the key to its success in the long run. The Company continues to have cordial relations with its employees and provides personal development opportunities for all round exposure to them. Further, we also encourage individual and team awards to sustain and institutionalize the various workforce practices. This helped in giving lots of encouragement to the workforce who have been striving hard to achieve various goals.

REPORT ON CORPORATE GOVERNANCE
(Forming part of Directors' Report)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company strongly believes that for attaining sustainable growth in this competitive corporate world, Corporate Governance is a pre-requisite. The governance practices followed by your Company have played a vital role in its journey of continued success. Our endeavor over the years has been to strengthen the governance processes and systems attributing to constant improvisations, sustainability, profitable growth and creating long-term value for the stakeholders.

II. BOARD OF DIRECTORS

- a.) The Board of Directors consists of 6 Members of whom 4 are Non-Executive Independent Directors. The Composition of the Board is in conformity with the listing requirements.
- b.) The details of the Directors being appointed / re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Clause 49(IV) (G) of the Listing Agreement, are mentioned in the Notice to the Annual General Meeting, forming part of the Report.
- c.) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India.
- d.) Pecuniary relationship or transaction of the Non – executive Directors vis-à-vis the company. None of the Non-executive Directors has any pecuniary relationship or transactions with the company.
- e.) The Board of Directors met 5 times during the year on 30.05.2012, 10.08.2012, 03.09.2012, 12.11.2012 and 11.02.2013 and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

The details of Composition of Board of Directors, directors' attendance at Board Meetings, AGM and details of other directorships during the year are as follows:

S. No.	Name of the Directors	Category	Attendance Particulars			No. of other Director ships
			No. of Board meetings held during the tenure of the director		Last AGM	
			Held	Attended		
1.	Mr. P. Maheswaran Nair	Promoter & Executive	5	5	Yes	6
2.	Mr. I V S Suryanarayana Raju	Independent & Non-Executive	5	5	Yes	1
3.	Mr. K. Subba Rao	Independent & Non-Executive	5	5	Yes	1
4.	Mr. Hemraj Baid*	Promoter & Non-Executive	0	0	No	2
5.	Mr. K. Ravi Kumar*	Independent & Non-Executive	0	0	No	2
6.	Mr. K. Praveen Nair*	Independent & Non-Executive	0	0	No	2

* appointed w.e.f. 09.08.2013

Board's Procedure:

Agenda papers along with explanatory statements were circulated to the directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

Committees of the Board:

Currently, there are three (3) Committees of the Board, namely: Audit Committee, Remuneration Committee, Shareholders/ Investors Grievance Committee and Share Transfer Committee. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

III. AUDIT COMMITTEE

- a) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- b) The terms of reference of the Audit Committee includes;
- i) Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - ii) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - iii) Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - iv) Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - v) Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - 1. Any changes in accounting policies and practices;
 - 2. Qualification in draft audit report;
 - 3. Significant adjustments arising out of audit;
 - 4. The going concern concept;
 - 5. Compliance with accounting standards;
 - 6. Compliance with stock exchange and legal requirements concerning financial statements;
 - 7. Any related party transactions
 - vi) Reviewing the company's financial and risk management's policies.
 - vii) Disclosure of contingent liabilities.
 - viii) Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - ix) Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - x) Discussion with internal auditors of any significant findings and follow-up thereon.
 - xi) Reviewing the findings of any internal investigations by the internal auditors into the 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.
 - xii) Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - xiii) Reviewing compliances as regards the Company's Whistle Blower

- c) The previous Annual General Meeting of the Company was held on 26th September 2012 and Mr. K. Subba Rao, Chairman of the Audit Committee, attended previous AGM.
- d) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2012-2013, (4) four meetings of the Audit Committee were held on the 30.05.2012, 10.08.2012, 12.11.2012 and 11.02.2013.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings attended
Mr. K. Subba Rao	Chairman	NED (I)	4
Mr. I V S Suryanarayana Raju	Member	NED (I)	4
Mr. P. Maheswaran Nair	Member	ED (P)	4

NED (I): Non Executive Independent Director

ED (P): Executive Director – Promoter

The necessary quorum was present at all the meetings.

IV. REMUNERATION COMMITTEE

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings attended
Mr. K. Subba Rao	Chairman	NED (I)	4
Mr. I V S Suryanarayana Raju	Member	NED (I)	4
Mr. P. Maheswaran Nair	Member	ED (P)	4

NED (I): Non Executive Independent Director

ED (P): Executive Director – Promoter

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director or other key employees of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

Remuneration Policy:

The objectives of the remuneration policy are to motivate Directors to excel in their performance, recognize their contribution and retain talent in the organization and reward merit.

The remuneration levels are governed by industry pattern, qualifications and experience of the Directors, responsibilities shouldered, individual performance etc.

No remuneration was paid to any of the directors during the year.

V. SHAREHOLDERS / INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE

A.) Composition during the year:

The Details of composition of the Committee at the meetings are given below:

Name	Designation	Category
Mr. K. Subba Rao	Chairman	NED (I)
Mr. I V S Suryanarayana Raju	Member	NED (I)
Mr. P. Maheswaran Nair	Member	ED (P)

NED (I): Non Executive Independent Director

ED (P): Executive Director – Promoter

B.) Powers:

The committee has been delegated with the following powers:

- To redress shareholders and investor complaints relating to transfer of shares, dematerialization of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
- To approve, transfer, transmission, and issue of duplicate/ fresh share certificate(s).
- Consolidate and sub-division of share certificate etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc. received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

The Board has designated Mr. P. Maheswaran Nair, Director as the Compliance Officer.

The Company has designated an exclusive e-mail ID csresponseinfo@gmail.com for redressal of shareholders' complaints/grievances.

Complaints received and redressed by the Company during the financial year:
During the year no complaints were received.

S.No	Particulars	Remarks
1.	At the beginning of the year	NIL
2.	Received during the year	NIL
3.	At the end of the year	NIL

VI. GENERAL BODY MEETINGS:

Financial Year	Venue	Date	Time	Special Resolution
2011-12	Flat No.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad – 500004	26.09.2012	11.00 AM	Nil
2010-11	Flat No.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad – 500004	29.09.2011	11.00 AM	Nil
2009-10	Flat No.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad – 500004	30.09.2010	11.00 AM	Nil

During the year no resolutions was passed by way of postal ballot

VII. OTHER DISCLOSURES

- (a) There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- (b) In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- (c) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- (d) Whistle Blower policy: We have established a mechanism for employees to

report concerns about unethical behavior, fraud or violation of code of conduct of the company. The mechanism provided direct access to the Managing Director/Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the company.

- (e) The Company has complied with the non – mandatory requirements to relating to remuneration committee and Whistle Blower policy.
- (f) The Company has furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

VIII. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same.

IX. GENERAL SHAREHOLDERS INFORMATION

a) 16th Annual General Meeting:

Date and Time	Monday, the 30th day of September, 2013 at 11.00 A.M.
Venue	Flat No.312, Arun Apartment, Lakdikapool, Red hills, Hyderabad –500004

b) Book Closure Date : 26.09.2013 to 30.09.2013 (Both days inclusive)

c) Financial Year and Calendar (Tentative) 2013-14:

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:

Financial Calendar

Financial Reporting for 2013-14 (tentative)	On or before
The First Quarter results	14.08.2013
The Second quarter results	14.11.2013
The Third quarter results	14.02.2014
The Fourth quarter results	30.05.2014

d) Listing on Stock Exchanges : Calcutta Stock Exchange Limited

e) Listing Fees : Listing fee for the year 2013-14 has been paid

f) ISIN No. : For equity shares: - INE401B01010

i) Registrar & Share Transfer Agents (for shares held in both physical and demat mode):

Aarathi Consultants Pvt. Ltd.,
1-2-285, Domalguda, Hyderabad - 500029.
Ph No: 04027638111/27634445
E-mail Id: info@aarthiconsultants.com

j) Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the shareholders within a maximum period of 15 days from the date of receipt, subject to the document being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization of shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days on receipt.

k) Shareholding Pattern as on 31st March, 2013:

Particulars	Category	No. of shares held	Percentage of shareholding
A.	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert	2638950	43.62
	Sub- Total A	2638950	43.62
B.	Public Shareholding		
1.	Institutions	0	0
2.	Non-Institutions		
a)	Bodies Corporate	1033295	17.08
b)	Indian public and others	2378055	39.30
c)	Any others	-	-
	i) NRI's	-	-
	ii) Clearing Members	-	-
	Sub Total B	3411530	56.38
	Grand Total (A+B)	6050300	100.00

l) Dematerialization of Shares:

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is INE401B01010. As on 31st March, 2013, 7,25,590 equity shares are dematerialized which is 11.99% of the paid up capital of the company and out of which 145320 shares are in CDSL and 580270 shares are in NSDL and the balance are in physical form.

m) Address for Investors Correspondence:

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

Flat No.312, Arun Apartment,
Lakdikapool, Red Hills,
Hyderabad – 500004
Tel No: 040 23317935, 040 23317945

n) CEO/MD Certification:

As required by the clause 49 (V) of the Listing Agreement, the certificate is attached elsewhere in the annual report.

o) Compliance Certificate of the Auditors:

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The Certificate from the statutory auditor will be sent to the stock exchange along with the Annual Report of the Company.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date:03.09.2013**

**Sd/-
P. M. Nair
Director**

Dear Shareholder,

Please find below the certificate as per Clause 49(V) of the Listing Agreement:

CERTIFICATE

I, P. Maheshwaran Nair, Director of M/s Response Informatics Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date:03.09.2013**

**Sd/-
P. M. Nair
Director**

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
**The Members of
Response Informatics Limited**

We have examined the Compliance with conditions of Corporate Governance of M/s. Response Informatics Limited for the year ended 31st March, 2013 as stipulated in clause 49 of the Listing Agreement with stock Exchanges.

The Compliance with the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management, we certify that the company has complied with conditions of the Corporate Governance as stipulated in Clause 49 of the above mentioned Listing agreement. As required by the guidance note issued by the institute of Chartered Accountants of India, we have to state that no grievances of investors are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Hari Babu & Associates
Chartered Accountants
FRN: 01064S**

**Sd/-
(CA. Ch. HariBabu)
Partner
Membership No: 022361**

**Place: Hyderabad
Date: 03.09.2013**

Independent Auditor's Report

To
The Members of
RESPONSE INFORMATICS LIMITED

Report on the Financial Statements

We have audited the accompanying financial statements of **RESPONSE INFORMATICS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, and the Statement of Profit and Loss for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- b) in the case of the Profit and Loss Account, of the Profit for the year ended on that date; and

Report on Legal and Regulatory Requirements:

- 1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
- 2. As required by section 227(3) of the Act, we report that:
 - a) we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books
 - c) the Balance Sheet, Statement of Profit and Loss dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the Balance Sheet, Statement of Profit and Loss comply with the Accounting Standards referred to in subsection (3C) of Section 211 of the Companies Act, 1956;
 - e) on the basis of written representations received from the directors as on March 31, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For HARI BABU & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN No: 01064S**

**Place: Hyderabad
Date: 03/09/2013**

**CH. HARI BABU
(PARTNER)
M.No.022361**

The Annexure referred to in our Report of even date to the members of RESPONSE INFORMATICS LIMITED on the accounts of the company for the year ended 31st March, 2013.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) As explained to us, fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanations given to us, no fixed asset has been disposed during the year and therefore does not affect the going concern assumption.
2. (a) As explained to us, inventories have been physically verified during the year by the management at reasonable intervals.
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
(c) In our opinion and on the basis of our examination of the records, the Company is generally maintaining proper records of its inventories. No material discrepancy was noticed on physical verification of stocks by the management as compared to book records.
3. (a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Consequently, the provisions of clauses iii (b), iii(c) and iii (d) of the order are not applicable to the Company.
(e) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956. Thus sub clauses (f) & (g) are not applicable to the company.
4. In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company and the nature of its business, for the purchase of inventories & fixed assets and payment for expenses & for sale of goods. During the course of our audit, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.

5. a) Based on the audit procedures applied by us and according to the information and explanations provided by the management, the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section.
- b) As per information & explanations given to us and in our opinion, the transaction entered into by the company with parties covered u/s 301 of the Act does not exceeds five lacs rupees in a financial year therefore requirement of reasonableness of transactions does not arises.
6. The Company has not accepted any deposits from the public covered under section 58A and 58AA of the Companies Act, 1956.
7. As per information & explanations given by the management, the Company has an internal audit system commensurate with its size and the nature of its business.
8. As per information & explanation given by the management, maintenance of cost records has not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act. Hence, this clause is not applicable.
9. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues except listing fee to Calcutta stock exchange have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2013 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, there is no amounts payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
10. The Company has no accumulated loss and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
11. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institution, bank or debenture holders.

12. According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The Company is not a chit fund or a nidhi /mutual benefit fund/society. Therefore, the provision is not applicable to the Company.
14. The Company is not trading in Shares, Mutual funds & other Investments. Therefore, the provision is not applicable to the Company.
15. Company has not given any guarantees for loans taken by others from a bank or financial institution.
16. The company has not obtained term loan during the year under report002E
17. According to records examined by us and the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that no funds raised on short-term basis have been used for long-term investment.
18. Company has not made any preferential allotment of shares to parties and companies covered in the register maintained u/s 301 of the Companies Act, during the year.
19. The Company has not issued or has any outstanding debentures during the period under audit.
20. The Company has not raised any money by public issue during the year under report.
21. According to the information and explanations given to us and on the basis of our examination of books and records of the company in accordance with the generally accepted auditing practices, we report that no fraud on or by the Company has been noticed or reported during the year, nor have we been informed of such case by the management.

**For HARI BABU & ASSOCIATES
CHARTERED ACCOUNTANTS
FRN No: 01064S**

**Place: Hyderabad
Date: 03/09/2013**

**CH. HARI BABU
(PARTNER)
M.No.022361**

BALANCE SHEET AS AT 31/03/2013

In 'Rs

Balance Sheet as at	Note	31/03/2013	31/03/2012
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	59628000.00	59628000.00
Reserves and surplus	2.2	1844413.00	1561812.00
Money received against share warrants		-	-
		61472413.00	61189812.00
Share application money pending allotment		-	-
Non-current liabilities			
Long-term borrowings	2.3	6574492.00	11671457.00
Deferred tax liabilities (Net)		-	-
Other Long term liabilities		-	-
Long-term provisions		-	-
		6574492.00	11671457.00
Current liabilities			
Short-term borrowings		-	-
Trade payables		-	-
Other current liabilities		-	-
Short-term provisions	2.4	206844.00	146912.00
		206844.00	146912.00
TOTAL		68253749.00	73008181.00
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	2.5	382561.00	208916.00
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
		382561.00	208916.00
Non-current investments	2.6	23375000.00	27375000.00
Deferred tax assets (net)	2.7	145129.00	142790.00
Long-term loans and advances	2.8	21590459.00	20590459.00
Other non-current assets		-	-
		45493149.00	48317165.00
Current assets			
Current investments		-	-
Inventories		-	-
Trade receivables	2.9	11157088.00	8652708.00
Cash and cash equivalents	3.0	2090190.00	10157717.00
Short-term loans and advances		-	-
Other current assets	3.1	9513322.00	5880591.00
		22760600.00	24691016.00
TOTAL		68253749.00	73008181.00

In terms of our attached report of even date
For HARIBABU AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 01064S

For RESPONSE INFORMATICS LIMITED

CH.HARI BABU
(PARTNER)
M. NO. : 022361

P M NAIR
(DIRECTOR)

K SUBBA RAO
(DIRECTOR)

Place: Hyderabad
Date: 03/09/2013

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31/03/2013

In/Rs

Statement of Profit and Loss for the	Note	31/03/2013	31/03/2012
Revenue from operations	3.2	3020000.00	0.00
Other income	3.3	1194871.00	1535203.00
Total Revenue		4214871.00	1535203.00
Expenses			
Employee benefits expense	3.4	2020000.00	180000.00
Finance costs	3.5	363166.00	429935.00
Depreciation and amortization expense	3.6	130355.00	54899.00
Other expenses	3.7	1150045.00	151472.00
Total expenses		3663566.00	816306.00
Profit before tax		551305.00	718897.00
Tax expense:	3.8	0.00	0.00
Current tax		271043.00	102380.00
Deferred tax		(2339.00)	(142790.00)
Profit (Loss) for the period from continuing operations		282601.00	759307.00
Tax expense of discontinuing operations		0.00	0.00
Profit/(loss) from Discontinuing operations (after tax)		0.00	0.00
Profit (Loss) for the period		282601.00	759307.00
Earnings per equity share:	3.9		
Basic		0.05	0.13
Diluted		0.00	0.00

In terms of our attached report of even date
For HARIBABU AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 01064S

For RESPONSE INFORMATICS LIMITED

CH.HARI BABU
(PARTNER)
M. NO. : 022361

P M NAIR
(DIRECTOR)

K SUBBA RAO
(DIRECTOR)

Place: Hyderabad
Date: 03/09/2013

RESPONSE INFORMATICS LIMITED

Cash Flow Statement	For the year ended 31.03.12	For the year ended 31.03.13 <small>In 'Rs</small>
Profit before taxation	7,18,896	5,51,305
Adjustments:		
Depreciation and amortization expense	54,900	1,30,355
Interest & Others received	(15,35,203)	(11,94,871)
Finance costs	4,29,935	3,63,166
Operating cash flows before working capital charges		
(Increase) / Decrease in trade receivables	55,38,050	(25,04,380)
(Increase) / Decrease in loans and advances and other assets	3,89,970	(36,32,731)
Increase / (Decrease) in liabilities	(3,56,090)	(53,08,075)
Cash generated from operations	52,40,458	(1,15,95,231)
Income taxes paid,net	-	
Net cash provided by operating activities	52,40,458	(1,15,95,231)
Cash Flows from (used in) Investing Activities		
(Increase) / Decrease in Fixed Assets	(1,00,000)	(3,04,000)
Long term loans and advances (given to) repaid by subsidiaries	(59,50,000)	(10,00,000)
Interest & others received	15,35,203	11,94,871
Finance costs	(4,29,935)	(3,63,166)
(Increase) or Decrease in Investments	-	40,00,000
Net cash (used in) investing activities	(49,44,732)	35,27,705
Cash Flows from (used in) Financing Activities		
Proceeds from issue of share capital	-	
Net cash from / (used in) financing activities	-	
NET INCREASE (DECREASE) IN CASH AND BANK BALANCES	2,95,726	(80,67,526)
Cash and bank balances at the beginning of the year	98,61,990	1,01,57,716
Cash and bank balances at the end of the year	1,01,57,716	20,90,190

In terms of our attached report of even date
For HARIBABU AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 01064S

For RESPONSE INFORMATICS LIMITED

CH.HARI BABU
(PARTNER)
M. NO. : 022361

P M NAIR
(DIRECTOR)

K SUBBA RAO
(DIRECTOR)

Place: Hyderabad
Date: 03/09/2013

NOTES ON ACCOUNTS:

Note 1:

1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

2) Reconciliation of Nos. of Shares

	C.Y	P.Y
Number of Equity Shares at the Beginning	60,50,300	60,50,300
ADD:- Number of Shares issued	Nil	Nil
	-----	-----
Number of Equity Shares at the end	60,50,300	60,50,300

3) Below are the names of the shareholders holding more than 5% of Shares

Name	Class of Share	No. of Share Holding	Percentage of Holding
Divya Technical Services Ltd	Equity	812900	13.44
Capricon projects India Ltd	Equity	667200	11.03
Response Projects India Ltd	Equity	490900	8.13
D2R Bio Informatics Ltd	Equity	391000	6.46

4) Investment Carried at other than at cost should be separately stated Specifying the basis of Valuation thereof

5) Aggregate amount of Quote Investment & Market Value and Also Aggregate amount of unquoted Investment

6) In case of Investment in Partnership firm, Name of the partner and Partnership firm along with total capital and Share of each partner

7) The inventories of the company is been valued **AT COST OR MARKET VALUE WHICHEVER IS LOWER**

8) SIGNIFICANT ACCOUNTING POLICIES :

A) METHOD OF ACCOUNTING:

a) The financial statements are prepared on the historical cost convention and in

accordance with the generally accepted principles.

- b) The company follows accrual system of accounting in the preparation of accounts except where otherwise stated.

B) FIXED ASSETS:

- a) Fixed assets are stated at actual cost. Actual cost is inclusive of freight. Installation cost, duties, taxes and other incidental expenses.
- b) Capital work-in-progress comprises the cost of fixed assets that are not ready for their intended use at the balance sheet date.

C) DEPRECIATION:

- a) Depreciation is provided on written down value method at the rates prescribed in schedule XIV of the companies Act, 1956.

D) PRELIMINARY & DEFERRED REVENUE EXPENSES:

- a) Preliminary expenses are written off over a period of Ten years.

E) TAXATION:

- a) Provision for Income Tax is made after confederating eligible exemptions and deductions at the rate applicable under the Income Tax Act, 1961.
- b) Deferred tax is recognized on timing differences; being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

F) RELATED PARTY DISCLOSURES:

Name of the party	31/03/13	31/03/12
Nature of Transaction	Rs	Rs
	NIL	NIL

- G) Earnings per share(EPS) is computed in accordance with accounting standards 20 Earning per share

PARTICULARS	2012-13	2011-12
Earning per share		
a) Profit after tax as per accounts(Rs)	2,82,601	7,59,307
b) No of shares outstanding during the year	60,50,300	60,50,300
c) Basic Earnings per share(EPS) (a/b)	0.05	0.13

H) ADDITIONAL INFORMATIONS PERSUANT TO PART II AND PART III OF SCHEDULE VI OF THE COMPANIES ACT, 1956.

	2012-13 Rs.	2011-12 Rs.
A. LICENSED CAPACITY	N.A	N.A
B. INSTALLED CAPACITY	N.A	N.A
C. ACTUAL PRODUCTION	N.A	N.A
D. OPENING STOCK	N.A	N.A
E. CLOSING STOCK	N.A	N.A
F. TURNOVER	30,20,000	NIL
G. OTHER INCOME	11,94,871	15,35,203

NAME OF THE IMPORTED AND INDIGENOUS RAW MATERIAL CONSUMED:

	2013 Rs.	2012 Rs.
IMPORTED	NIL	NIL
INDIGENOUS	NIL	NIL

OTHER NOTES :

1. Contingent liabilities not provided for: -
(By way of Bank Guarantee)

2. Details of securities held NIL NIL

Expenditure in foreign currency :-

3. Previous year's figures have been re-grouped / re-arranged where ever necessary, to confirm to current year's classifications.

4. Particulars of Remuneration to Directors

	2012-13 Rs.	2011-12 Rs.
1) Salary	NIL	NIL

5. Expenditures on employees who are in receipt of remuneration aggregating not less than Rs. 12,00,000/- per annum if employed through out year of Rs. 1,00,000/- per month if employed for any part of the year : - - NIL -

6. Figures or rounded off to the nearest rupee.

In terms of our attached report of even date
For HARIBABU AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 01064S

For RESPONSE INFORMATICS LIMITED

CH.HARI BABU
(PARTNER)
M. NO. : 022361

P M NAIR
(DIRECTOR)

K SUBBA RAO
(DIRECTOR)

Place: Hyderabad
Date: 03/09/2013

RESPONSE INFORMATICS LIMITED

NOTES ON ACCOUNTS FOR THE YEAR ENDED MARCH 31, 2013

2.1 Share Capital

	In'Rrs	
Particular	31/03/2013	31/03/2012
Authorised		
8000000(8000000) Equity Shares of ` 10/- Par Value	80000000.00	80000000.00
	80000000.00	80000000.00
Issued		
6050300(6050300) Equity Shares of ` 10/- Par Value	60503000.00	60503000.00
	60503000.00	60503000.00
Subscribed		
6050300(6050300) Equity Shares of ` 10/- Par Value	60503000.00	60503000.00
	60503000.00	60503000.00
Paidup		
6050300 (6050300) Equity Shares of ` 10/- Par Value Fully Paidup	60503000.00	60503000.00
	60503000.00	60503000.00
Less :		
Calls In Arrear By Others	875000.00	875000.00
	59628000.00	59628000.00

2.2 Reserve and Surplus

	In'Rrs	
Particular	31/03/2013	31/03/2012
	0.00	0.00
Profit and Loss Opening	1561812.00	802505.00
Amount Transferred From Statement of P&L	282601.00	759307.00
	1844413.00	1561812.00
	1844413.00	1561812.00

2.3 Long Term Borrowings

	In'Rrs	
Particular	31/03/2013	31/03/2012
Term Loan		
Banks		
Secured		
Rupee		
FEDERAL BANK -165	0.00	611405.00
Loan and Advances From Related Parties		
Unsecured		
Director		
Others	0.00	350000.00
Other		
Others	3774492.00	6615380.00
Others		
Unsecured		
Loans and Advances	2800000.00	4094672.00
	6574492.00	11671457.00

2.4 Short Term Provisions

	In'Rrs	
Particular	31/03/2013	31/03/2012
Tax Provision		
Current Tax		
Income Tax Provision	184372.00	102380.00
Others		
Audit fee Payable	22472.00	44532.00
	206844.00	146912.00

RESPONSE INFORMATICS LIMITED

2.5 Tangible assets

In'Rs

Particular	Gross				Depreciation					Impairment				Net	
	Open ing	Addi tion	Deduc tion	Closing	Open ing	Duri ng Per iod	Dedu ction	Othe r Adj.	Closing	Open ing	Durin g Per iod	Rever sal	Closing	Closi ng	Open ing
Equipments															
Computer Equipments															
COMPUTERS	33571 30.00	15000 0.00		3507130. 00	3323 726.0 0	7155 3.00			3395279. 00					1118 51.00	3340 4.00
Total	33571 30.00	15000 0.00		3507130. 00	3323 726.0 0	7155 3.00			3395279. 00					1118 51.00	3340 4.00
Furniture and Fixtures															
FURNITURE & FIXTURES	68033 9.00	15400 0.00		834339.0 0	5048 27.00	5880 2.00			563629.0 0					2707 10.00	1755 12.00
Total	68033 9.00	15400 0.00		834339.0 0	5048 27.00	5880 2.00			563629.0 0					2707 10.00	1755 12.00
Grand Total	40374 69.00	30400 0.00	0.00	4341469. 00	3828 553.0 0	1303 55.00	0.00	0.00	3958908. 00	0.00	0.00	0.00	0.00	3825 61.00	2089 16.00
Previous	39374 69.00	10000 0.00	0.00	4037469. 00	3773 654.0 0	5489 9.00	0.00	0.00	3828553. 00	0.00	0.00	0.00	0.00	2089 16.00	1638 15.00

2.6 Non-current investments

In'Rs

Particular	31/03/2013	31/03/2012
Other non-current investments		
NonTrade, Unquoted		
334500 (31/03/2012 : 334500) shares of ` 10 Each Fully Paidup in East India Sports Wear	3345000.00	3345000.00
850000 (31/03/2012 : 850000) shares of ` 10 Each Fully Paidup in Ganapathi Sugars	8500000.00	8500000.00
1153000 (31/03/2012 : 1153000) shares of ` 10 Each Fully Paidup in Others	11530000.00	11530000.00
(31/03/2012 : 400000) shares of ` Each Fully Paidup in Sunline Technology	0.00	4000000.00
	23375000.00	27375000.00

2.7 Deferred Taxes

In'Rs

Particular	31/03/2013	31/03/2012
Deferred Tax Assets		
Fixed Assets	145129.00	142790.00
	145129.00	142790.00

RESPONSE INFORMATICS LIMITED

2.8 Long-term loans and advances

In `

Particular	31/03/2013	31/03/2012
Security Deposits		
Unsecured, considered good		
SECURITY DEPOSITS WITH CUSTOMERS	4168015.00	4168015.00
ATM INFOTECH FRANCHISE DEPOSITS	8580000.00	8580000.00
Loans and advances to related parties		
Unsecured, considered good		
Others	1192444.00	1192444.00
Loans and advances to others		
Unsecured, considered good		
Advance to Customers	700000.00	700000.00
Loans and Advances	6950000.00	5950000.00
	21590459.00	20590459.00

2.9 Trade receivables

In'R\$

Particular	31/03/2013	31/03/2012
Trade Receivable		
Secured, considered good		
Exceeding Six Months		
SUNDRY DEBTORS	11157088.00	8652708.00
	11157088.00	8652708.00

3.0 Cash and cash equivalents

In'R\$

Particular	31/03/2013	31/03/2012
Cash in Hand	2038120.00	3487307.00
Balances With Banks		
Balance With Scheduled Banks		
Current Account		
FEDERAL BANK -6879	11815.00	25734.00
FEDERAL BANK -970	32564.00	16728.00
SOUTH INDIA BANK LTD	7691.00	7691.00
Deposit Account		
FIXED DEPOSITS	0.00	6620257.00
Others		
	2090190.00	10157717.00

3.1 Other current assets

In'R\$

Particular	31/03/2013	31/03/2012
CHIT FUND	7684160.00	4984160.00
OTHER ADVANCES	1773132.00	0.00
TDS	56030.00	146431.00
PROJECT EXPENDITURE	0.00	750000.00
	9513322.00	5880591.00

3.2 Revenue from operations

In'R\$

Particular	31/03/2013	31/03/2012
Sale of Products		
Other Goods		
SALE OF SOFTWARE	3020000.00	0.00
	3020000.00	0.00

RESPONSE INFORMATICS LIMITED

3.3 Other income

In'Rs

Particular	31/03/2013	31/03/2012
Interest		
INTEREST ON FD	560301.00	600303.00
INTEREST ON LOANS	90000.00	0.00
Dividend		
CHIT DIVIDEND & PROFIT	544570.00	934900.00
	1194871.00	1535203.00

3.4 Employee benefits expense

In'Rs

Particular	31/03/2013	31/03/2012
Salary, Wages & Bonus		
SALARIES	2020000.00	180000.00
	2020000.00	180000.00

3.5 Finance costs

In'Rs

Particular	31/03/2013	31/03/2012
Interest Expenses		
Interest Expenses		
BANK INTEREST	357517.00	426946.00
Bank Charges		
BANK CHARGES	5649.00	2989.00
	363166.00	429935.00

3.6 Depreciation and amortisation expense

In'Rs

Particular	31/03/2013	31/03/2012
Depreciation & Amortisation		
Depreciation Tangible Assets		
DEPRECIATION	130356.00	54900.00
	130355.00	54899.00

3.7 Other expenses

In'Rs

Particular	31/03/2013	31/03/2012
Administrative and General Expenses		
Rent Rates And taxes		
Rent	30000.00	60000.00
Auditors Remuneration		
Audit Fees	22472.00	22472.00
ACCOUNTING CHARGES	8000.00	60000.00
Travelling Conveyance		
CONVEYANCE	188400.00	0.00
TOURS & TRAVELLING	133700.00	0.00
Other Administrative and General Expenses		
OFFICE MAINTENANCE	12473.00	9000.00
Other Expenses		
PROJECT EXPENDITURE	750000.00	0.00
ROC FEE	5000.00	0.00
	1150045.00	151472.00

3.8 Tax expense

In'Rs

Particular	31/03/2013	31/03/2012
Current tax		
Income Tax Provision	184372.00	102380.00
SHORT PROVISION OF INCOME TAX	86671.00	0.00
Deferred tax		
depreciation	(2339.00)	(142790.00)
	268704.00	(40410.00)

3.9 Earnings per equity share

Particular	In'Rs	
	31/03/2013	31/03/2012
Earnings Per Equity Share		
Basic		
Basic EPS Before Extra Ordinary Item	0.05	0.13

In terms of our attached report of even date
For HARIBABU AND ASSOCIATES
CHARTERED ACCOUNTANTS
FRN : 01064S

For RESPONSE INFORMATICS LIMITED

CH.HARI BABU
(PARTNER)
M. NO. : 022361

P M NAIR
(DIRECTOR)

K SUBBA RAO
(DIRECTOR)

Place: Hyderabad
Date: 03/09/2013

RESPONSE INFORMATICS LIMITED

Flat No.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad – 500004

PROXY FORM

I/We _____ of _____ being a Member(s) of above named company, hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to attend and vote for me/us, on my/our behalf at the 16th Annual General Meeting of the Company to be held on Monday, the 30th day of September, 2013 at 11.00 a.m. at the registered office of the company at Flat no.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad –500004 and at any adjourned meeting thereof.

As Witnessed Signed this _____ day of September 2013

Signed by the said _____

Folio No. / Client ID _____

No. of shares held _____

Affix
Re.1/-
Revenue
Stamp.

Note:

The proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 16th Annual General Meeting of the members of the company to be held on Monday, the 30th day of September, 2013 at 11.00 a.m. at the registered office of the company at Flat no.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad –500004.

Shareholders/Proxy's full name _____
(In block letters)

Folio No. / Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

**PRINTED MATTER
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If undelivered please return to :

RESPONSE INFORMATICS LIMITED

Flat No.312, Arun Apartment, Lakdikapool,
Red Hills, Hyderabad – 500004