

5th

ANNUAL REPORT
2000 - 2001

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Response Informatics Limited

RESPONSE INFORMATICS LIMITED

BOARD OF DIRECTORS

Shri. P.M. Nair	Chairman
Shri. R. Ganesh	Managing Director
Shri. I.V.S.S.N. Raju	Executive Director
Shri. H.R. Baid	Director
Shri. K. Harinath	Director
Shri. K. Subba Rao	Director
Smt. Kiron Mahesh	Director

AUDITORS

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

BANKERS

1. The South Indian Bank Ltd.,
2. The Federal Bank Ltd.,

REGISTERED OFFICE

Plot No.1132, H.No.8-3-966/13,
Nagarjuna Nagar, Srinagar Colony,
Ameerpet, Hyderabad – 500 073.



RESPONSE INFORMATICS LIMITED**NOTICE**

Notice is hereby given that the Fifth Annual General Meeting of the Members of **RESPONSE INFORMATICS LIMITED** will be held on Friday the 28th September, 2001 at 11.00 AM at the Registered Office of the Company, Plot No.1132, H.No.8-3-966/13, Nagarjuna Nagar, Srinagar Colony, Ameerpet, Hyderabad - 500 073 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt The Audited Balance Sheet as at 31st March 2001 and Profit and Loss Account for the year ended 31st March, 2001 together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in the place of Shri. P.M. Nair who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and 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. H.R. Baid be and is hereby appointed as a Director of the Company and whose period of office shall be liable to retirement 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. Harinath be and is hereby appointed as a Director of the Company and whose period of office shall be liable to retirement 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. Subba Rao be and is hereby appointed as a Director of the Company and whose period of office shall be liable to retirement by rotation."

For and On Behalf of The Board

Place : Hyderabad
Date : 29th June, 2001.

P.M. NAIR
Chairman

NOTES:

1. A Member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/ herself and proxy need not be a member of the Company. Proxy Form in order to be effective must be deposited at the Company's Registered Office not less than 48 hours before the time for holding the meeting.
2. The Register of Members and Share Transfer Books remain closed from 21.09.2001 to 28.09.2001 (Both days Inclusive) in connection with the Annual General Meeting

RESPONSE INFORMATICS LIMITED**EXPLANATORY STATEMENT**

PURSUANT TO THE PROVISIONS OF SECTION 173(2) OF THE COMPANIES ACT, 1956.

ITEM No: 4 to 6

Mr. H.R. Baid, Mr. K. Harinath and Mr. K. Subba Rao were appointed as Additional Directors of the Company on 31.03.2001 till conclusion of this Annual General Meeting. Hence suitable resolutions are set out in Item No. 4 to 6 for Re-appointment of the aforesaid Directors.

For and On Behalf of The Board

Place : Hyderabad
Date : 29.06.2001.

P.M. NAIR
Chairman

RESPONSE INFORMATICS LIMITED

'Details of the Directors seeking reappointment in Annual General Meeting fixed on 28.09.2001.

Name of Director	: Shri. P.M. Nair
Date of Birth	: 15-03-1941
Date of Appointment	: 05-12-1996
Expertise in Specific functional area	: Technocrat
Qualification	: a) DCE – Kerala Board of Technical Education b) FIPE – All India Professional Body of Plant Engineers – Hyderabad Chapter c) MBA – Institute of Business Management – Bombay d) PGDCA
List of outside Directorship held	: 1. Response Projects (India) Ltd., 2. Response Finance and Allied Services Ltd., 3. Ganpati Sugar Ind. Ltd. 4. Divya Technical Services Ltd. 5. Capricon Projects (India) Pvt. Ltd., 6. Telangana Sugars & Power Projects Ltd., 7. Shiva Hitech Projects (I) (P) Ltd. 8. Shiva Hitech Non-Conventional Systems (P) Ltd.

Chairman/Member of the Committee of the Board of Directors of the Company : NIL

Chairman/Member of the Committee of Director of other Companies in which he/she is a Director : NIL

a) Audit Committee	: NIL
b) Shareholders Committee	: Nil
c) Remuneration Committee	: NIL
d) Share Transfer Committee	: NIL
e) Compensation Committee	: NIL

RESPONSE INFORMATICS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31st MARCH, 2001

To

The Members,

Your Directors have pleasure in presenting their Fifth Annual Report and Audited Accounts of the Company for the year ended 31st March 2001.

FINANCIAL RESULTS

(Rs. in Lakhs)

	2000-01	1999-2000
Total Income	75.65	27.82
Profit before Interest and Depreciation	37.39	9.86
Less: Interest	4.39	NIL
Profit after interest but before Depreciation & Tax	33.00	9.86
Less: Depreciation	10.49	1.92
Profit before Tax	22.51	7.94
Less: Provision for Tax	8.71	2.50
Profit after Tax	13.80	5.44
Add: Balance brought from Previous Year	5.57	0.13
Surplus carried to Balance Sheet	19.37	5.57

DIVIDEND:

In view of the meagre profit earned by the Company, your Directors express their inability to recommend payment of Dividend for the year.

REVIEW OF THE OPERATIONS:

Market being totally down, there is less workload with the Company. However employees are fully loaded with work. Company is also completed its study on call centre business and finding it highly lucrative and hence decided to enter this business to strengthen its bottom line and thereby benefit to share holders.

ISSUE OF SHARES:

During the year under review, your Company has successfully made an initial public offer to the tune of 47,42,500 equity shares of Rs.10/- each for cash at par.

PUBLIC DEPOSITS:

During the year under review, your Company has neither accepted nor renewed any public deposits Section 58A of the Companies Act, 1956.

CONSERVATION OF ENERGY, TECHNOLOGY

ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO: — NIL —

RESPONSE INFORMATICS LIMITED**DIRECTORS' RESPONSIBILITY STATEMENT PURSUANT TO SECTION 217 (2AA) OF THE COMPANIES ACT, 1956.**

The Directors hereby confirm:-

- i) That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) That the directors had selected such accounting policies and applied them consistently and made judgements 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 and of the profit or loss of the Company for that period;
- 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 safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the directors had prepared the annual accounts on a going concern basis.

PARTICULARS OF EMPLOYEES:

None of the employees of the Company is in receipt of remuneration at the rate of Rs.12,00,000/- per annum or at the rate of Rs.1,00,000/- per month, where employment is for a part of the year whose particulars are required to be given under Section 217(2A) of the Companies Act, 1956, read with (Particulars of Employees) Rules, 1975.

DIRECTORS:

Mr. P.M. Nair, a Director of the Company retired by the rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment to the office of a Director on the Board of your Company.

Mr. K.V. Vaiteeswaran, Mr. C.S. Jagdeesh Chandran and Mr. M.L. Swamy Directors of the Company have resigned from the Board with effect from 31.03.2001. Your Directors place on record their sincere appreciation of the valuable services rendered by them during their tenure as the Directors of the Company.

Mr. H.R. Baid, Mr. K. Harinath and Mr. K. Subba Rao were appointed on the Board as the Directors of the Company with effect from 31.03.2001.

AUDITORS:

M/s. Hari Babu and Associates., Chartered Accountants, Secunderabad, retire at the ensuing Annual General Meeting of the Company and have given their consent for re-appointment. The Company has also received a Certificate from the under Section 224(1-B) of the Companies Act, 1956.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Corporate Governance and Management Discussion and Analysis Reports are set out as separate Annexures to this Report.

On behalf of the Board

Place : Hyderabad
Date : 29th June, 2001

P.M. NAIR
Chairman