

**RESPONSE INFORMATICS LIMITED**

**17<sup>th</sup>  
ANNUAL REPORT  
2013-2014**

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**CORPORATE INFORMATION**

CIN: L72200TG1996PLC025871

**BOARD OF DIRECTORS**

Mrs. D. Swayam Prabha Nair	Managing Director (from 04.01.2014)
Mr. K. Subba Rao	Director (from 31.03.2001)
Mr. K. Praveen Nair	Director (from 09.08.2013)
Mr. Srikanth Gandini	Additional Director (from 28.05.2014)
Mr. Maheswaran Nair Paramupillai	Director (upto 04.01.2014)
Mr. K. Ravi Kumar	Director (upto 04.01.2014)
Mr. Hemraj Baid	Director (upto 04.01.2014)

**Company Secretary**

Mr. K. Ravi Kumar

**Chief Financial Officer**

Mr. G. Anil Goud

**REGISTERED OFFICE**

Flat No. 312, Arun Apartment,  
Red Hills, Lakdikapool,  
Hyderabad – 500 004

**STATUTORY AUDITORS**

M/s Hari Babu & Associates,  
Chartered Accountants,  
Plot No.10, Flat No. 201,  
A.R. Residency,  
Ravi Co-op Housing Society,  
Opp. SBI Bank, Trimulgherry  
Secunderabad – 500015

**REGISTRARS &  
SHARE TRANSFER AGENTS**

Aarthi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad-29  
Ph No: 04027638111/27634445

**BANKERS**

Federal Bank Ltd  
South Indian Bank Ltd.

E-mail : [response@responseinformaticsltd.com](mailto:response@responseinformaticsltd.com)

Web : [www.responseinformaticsltd.com](http://www.responseinformaticsltd.com)

## **NOTICE**

Notice is hereby given that the 17th Annual General Meeting of Members of Response Informatics Limited will be held on Tuesday, the 30th day of September, 2014 at 3:00 PM at J.S. Krishna Murthy Hall, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Lakadi-ka-pool, Hyderabad - 500004 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended 31st March, 2014 along with the Auditors' Report and Directors' Report thereon.
2. To appoint a Director in the place of Shri K. Praveen Nair, who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013, M/s Hari Babu and Associates, Chartered Accountants, (Registration No. 01064S), Secunderabad, be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Meeting for a period of 3 years, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company from the beginning of the financial year 2014-2015."

### **SPECIAL BUSINESS:**

4. Appointment of Shri G. Srikanth as Director

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

"RESOLVED that pursuant to the provisions of Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules framed there under as amended from time to time, Shri G. Srikanth, (DIN: 06894498) who was appointed by the Board of Directors as an Additional Director on the Board with effect from 28<sup>th</sup> May, 2014 and who holds office up to the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013 and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Independent Director of the Company, liable to retire by rotation."

5. Appointment of Smt. D. Swayam Prabha Nair as Managing Director

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

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 203 and the Schedule V and other applicable provisions (including any statutory modifications or any enactments thereof for the time being in force) of the Companies Act, 2013, and subject to the approval of the Shareholders at the ensuing Annual General Meeting, the Board hereby accords its consent to the appointment of Smt. D. Swayam Prabha Nair as the Managing Director of the company for a period of five years with effect from the 04th January, 2014 subject to the control and superintendence as contained in the Articles of Association of the Company and directions of the Board of Directors of the Company, to be delegated to her such further powers of substantial management of the company as they may deem fit.”

“RESOLVED FURTHER THAT Smt. D. Swayam Prabha Nair, Managing Director be paid a remuneration by way of commission which shall not exceed 5 % of the net profits of the company for each year during the tenure of her office.”

“RESOLVED FURTHER THAT in the event of loss or inadequacy of profits, in any financial year, the Board of Directors of the Company may sanction the minimum remuneration payable to Smt. D. Swayam Prabha Nair, Managing Director, such that the remuneration payable to her shall not exceed the maximum limits prescribed under sub-section II (A) of Section II of Part II of Schedule V of the Companies Act, 2013, based on the Effective Capital of the Company.”

By order of the Board  
K. Ravi Kumar  
Company Secretary

Place : Hyderabad  
Date : 30.08.2014

**NOTES:**

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the items of Special Business is annexed hereto.
2. 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 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.
3. Members are requested to notify immediately any change in their address to the Depository Participant (DP) and Registrar & Share Transfer Agents (RTAs) of the Company.
4. The Register of Members and share transfer books of the Company will remain closed from 24<sup>th</sup> September, 2014 to 30<sup>th</sup> September, 2014 (Both days Inclusive).
5. The members may note that share transfers, otherwise than through stock exchanges, in physical mode, will have to be sent to the company's Registrar & Share Transfer Agents M/s. Aarthi Consultants Private Limited, directly for processing. The members may contact the Registrar & Share Transfer Agents of the Company (Ph: 040-27638111 / 27634445) for any further clarification in this regard.
6. The shares of the Company are listed with Bombay Stock Exchange Limited and Calcutta Stock Exchange Limited. The equity shares of our Company were listed and commence trading on the Bombay Stock Exchange Limited from 12<sup>th</sup> June 2014 under "B" Category.  
  
The Listing Fee for the year 2014 – 2015 has been paid to the Stock Exchanges.
7. Shareholders are requested to bring their copies of Annual Report to the Annual General Meeting.
8. A member desirous of seeking any information on the accounts or operations of the Company is requested to forward his/her query to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
9. Information required under Listing Agreement entered into with the Stock Exchange(s) with respect to the Directors who are retiring at this Annual General Meeting is given under the head "Corporate Governance".
10. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 17<sup>th</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).

11. The Company has appointed Mr. MHVSNS Prasad, Membership No. A26727, Practicing Company Secretary as scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.

**12. The instructions for shareholders voting electronically are as under:**

(i) The voting period begins on Thursday, 25<sup>th</sup> September, 2014 at 9:00 a.m. and ends on Friday, 26<sup>th</sup> September, 2014 at 6:00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 5<sup>th</sup> September, 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.

(iii) Click on "Shareholders" tab.

(iv) Now, select the "RESPONSE INFORMATICS LIMITED" from the drop menu and click on "SUBMIT"

(V) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID

b. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the image Verification as displayed and Click on Login

(vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on and earlier of any company, then your existing password is to be used.

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the folio number. Eg. If your name is Ramesh Kumar with folio number 1234 then enter RA00001234 in the PAN field</li> <li>Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL client id. For example: CDSL Account holder name is Rahul Mishra and Demat A/c No. is 12058700 00001234 then default value of PAN is 'RA00001234'. NSDL Account holder name is Rahul Mishra and DP ID. is IN300000 and client ID 12345678 then default value of PAN is 'RA12345678'</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the folio/client id.</p>

(ix) After entering these details appropriately, click on “SUBMIT” tab.

(x) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN of RESPONSE INFORMATICS LIMITED.

(xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

(xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Institutional Shareholders

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- After receiving the login details they have to create a compliance user should be created using the admin login and password. The Compliance



user would be able to link the account(s) for which they wish to vote on.

- The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

### **Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)**

#### **ITEM NO.4**

The Board of Directors of the company appointed pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the company, Mr. G. Srikanth as an additional Director of the company with effect from May 28, 2014.

In terms of provisions of Section 161(1) of the act, Mr. G. Srikanth would hold office upto the date of the ensuing Annual General Meeting.

The company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. G. Srikanth for the office of Director of the company.

Mr. G. Srikanth is not disqualified from being appointed as a director in terms of Section 164 of the Act and has given his consent to act as a Director.

The Board recommends the Ordinary Resolution set out at number 4 for approval by shareholders.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. G. Srikanth is concerned or interested in passing of this resolution.

#### **ITEM NO.5**

Mrs. D. Swayam Prabha Nair was appointed as Managing Director, for a period of 5 years with effect from 04.01.2014, on the terms and conditions mentioned in the resolution.

The Board recommends the resolution for your approval. None of the Directors of the Company except Mrs. D. Swayam Prabha Nair is interested in the said resolution.

### Resume of Appointed Directors

Name	Smt. D. Swayam Prabha Nair	Shri K. Praveen Nair	Shri G. Srikanth
Date of Birth	20.11.1954	17.03.1973	24.05.1971
Date of Appointment	04.01.2014	09.08.2013	28.05.2014
Qualifications	B.Sc.	Diploma in Electronics	Chartered Accountant
Experience in specific functional areas	She is having vast experience in Administration & HR Management. She has been instrumental in organization development, performance management, employee orientation and training, employee relations, policy development, etc.	A well experienced in financials deals and electronic systems business having his own set up with an investment of Rs. 2 crores (finance and E;dot Sophisticated desk top printing for customers) having 15 years experience in dealing with general public and a go getter par excellence. His association will be an asset to the company.	A Chartered Accountant by qualification having 18 years experience in handling entire gamut of Finance functions in Sugar, Power Industries. Has worked at various levels and enriched himself with handling multiple functions simultaneously. Has implemented excellent accounting systems & procedures and internal control procedures during his tenure with various companies. He has been working independently for last few years and helping clients trying up their Finance requirements from Banks & Institutions.
Directorships held in other Companies	<ul style="list-style-type: none"> <li>- Response Projects (India) Ltd.</li> <li>- Splendour Infra and Energy Ltd.</li> <li>- D2R Bio Informatics Ltd.</li> </ul>	<ul style="list-style-type: none"> <li>- Response Projects (India) Ltd.</li> <li>- Divya Technical Services Ltd.</li> </ul>	NIL
Memberships/ Chairmanship of Audit and Stakeholders Relationship Committees	NIL	<b>Audit Committee Member:</b> Response Informatics Limited  <b>Stakeholders Relationship Committee Member:</b> Response Informatics Limited	<b>Audit Committee Member:</b> Response Informatics Limited  <b>Stakeholders Relationship Committee Member:</b> Response Informatics Limited
No. of shares held in Response Informatics Limited	60100	NIL	NIL