

RESPONSE INFORMATICS LIMITED

**22nd
ANNUAL REPORT
2018-2019**

CORPORATE INFORMATION

CORPORATE IDENTITY NUMBER:

L72200TG1996PLC025871

BOARD OF DIRECTORS:

Smt. Bhuvaneshwari Seetharaman	- Managing Director (DIN: 01666421) From 31/01/2019
Sri Prakash Babu Kondeti	- Independent Director (DIN: 01857170) From 29/09/2018
Sri Chandra Sekhar Pattapurathi	- Independent Director (DIN: 01647212) From 31/01/2019
Sri Seetha Raman Subramaniam	- Director (DIN: 06364310) From 31/01/2019

REGISTERED OFFICE:

Spaces & More Business Park, # 3
E1, 5th Floor, 1-89/A/8/C/2,
Vittal Rao Nagar, Madhapur,
Hyderabad – 500081, Telangana.
Ph.No: 040-48522701.

STATUTORY AUDITORS:

M/s. BRR & ASSOCIATES
Chartered Accountants,
6-3-596/90, IIPM Lane,
Naveen Nagar, Road No. 1,
Banjara Hills, Hyderabad - 500 034.

SECRETARIAL AUDITOR:

Mr. VBSS Prasad,
Practicing Company Secretary,
Flat.No. 209, Kubera Towers,
Narayanaguda, Hyderabad-500029.

AUDIT COMMITTEE:

1. Mr. P. Chandra Sekhar	- Chairman
2. Mr. K. Prakash Babu	- Member
3. Mr. Subramaniam Seetha Raman	- Member

NOMINATION & REMUNERATION COMMITTEE:

1. Mrs. Bhuvaneshwari Seetha Raman	- Chairman
2. Mr. Subramaniam Seetharaman	- Member
3. Mr. P. Chandra Sekhar	- Member

STAKEHOLDERS RELATIONSHIP COMMITTEE:

1. Mr. K. Prakash Babu	- Chairman
2. Mr. Subramaniam Seetha Raman	- Member
3. Mr. P. Chandra Sekhar	- Member

INDEPENDENT DIRECTORS COMMITTEE:

- | | |
|--------------------------|------------|
| 1. Mr. P. Chandra Sekhar | - Chairman |
| 1. Mr. K. Prakash Babu | - Member |

BANKERS:

Federal Bank Ltd., Panjagutta, Hyderabad
HDFC Bank Limited, Karkhana, Secunderabad

REGISTRAR & SHARE TRANSFER AGENTS:

M/s. Aarthi Consultants Pvt. Ltd.
1-2-285, Domalguda, Hyderabad-29
Tel:(040)27642217/27638111
Fax: (040)27632184
E-mail: Info@aarthiconsultants.com

LISTED AT:

BSE Limited.

DEMAT ISIN NUMBER IN NSDL & CDSL:

INE401B01010

WEBSITE:

www.responseinformaticsltd.com

INVESTOR E-MAIL ID:

csresponseinfo@gmail.com

NOTICE

Notice is hereby given that the 22nd Annual General Meeting of the Shareholders of M/s. Response Informatics Limited will be held at JS Krishna Murthy Hall, Federation House, 11-6-841, FAPCCI marg, Red Hills, Hyderabad-500004 at 10.30 am on Monday the 5th August, 2019 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Reports of Auditors and Directors thereon.

SPECIAL BUSINESS:

2. **To Appoint Sri Chandra Sekhar Pattapurathi (DIN: 01647212) as an Independent Director.**

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 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Sri Chandra Sekhar Pattapurathi (DIN: 01647212), who was appointed as an Additional & Independent Director of the Company with effect from January 31, 2019, who is liable to retire at the ensuing annual general meeting, and in respect of whom the Company has received a notice in writing along with requisite deposit from a member proposing his candidature for the office of an Independent Director not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 years with effect from January 31, 2019."

3. **To Appoint Sri Seetha Raman Subramaniyam (DIN: 06364310) as Director.**

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 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and including any statutory modifications or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Sri. Seetha Raman Subramaniyam (DIN: 06364310), who was appointed as an Additional Director of the Company with effect from January 31, 2019, who is liable to retire at the ensuing annual general meeting, and in respect of whom the Company has received a notice in writing along with requisite deposit from a member proposing his candidature for the office of Director retiring by rotation, be and is hereby appointed as Director of the Company liable to retire by rotation.

4. **Appointment of Mrs. Bhuvaneswari Seetharaman, as Managing Director.**

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 149, 150, and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder and including any statutory modifications

or re-enactment(s) thereof and any rules made thereunder, for the time being in force, Smt. Bhuvaneshwari Seetharaman (DIN: 01666421), who was appointed as an Additional Director of the Company with effect from January 31, 2019, and further confirmed as Managing Director by Board with effect from 17th April, 2019, who is liable to retire at the ensuing annual general meeting, and in respect of whom the Company has received a notice in writing along with requisite deposit from a member proposing her candidature for the office of Managing Director, be and is hereby appointed as Managing Director of the Company to hold office for a period of 5 years with effect from 17th April, 2019." on remuneration of Rs. 1,00,000 per month.

5. Alteration of Objects:

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

"RESOLVED that pursuant to the provisions of Section 4, 13 and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), and subject to necessary approval(s) if any, from the competent authorities the Objects clause Clause III (A) of the Memorandum of Association of the Company be and is hereby altered by replacing new clause III (A) in place of existing new clause as follows:

1. To carry on the business of Designing Developing, Computer Software including product development, web designing and to Market in India or Abroad and to provide Data Processing Services of all kinds including Computer Consultancy, systems Analysis, Programming, Computer Maintenance, remote and offshore servicing and consultancy services in India or Abroad.
2. To carry on the business of mobile application services such as Information Technology outsourcing (ITO), Knowledge Process Outsourcing (KPO), Business Process Outsourcing (BPO) in India or Abroad.
3. To carry on the business of servicing, buy, sell, Exchange, Alter, Import, Export, Hire, Distribute, or Deal in all kinds of Computers Hardware and Software.
4. To carry on the business of Enterprise Applications such as packaged software sale, implementation and support, system integration and Training.

Correction of Clause II of MOA:

"RESOLVED THAT the clause II of Memorandum of association be corrected and replaced as bellow.

II. The Registered Office of the Company will be situated in the State of Telangana.

6. Alteration of articles of Association of the Company:

To consider and if thought fit to pass, with or without modifications, the following Resolutions as Special Resolutions:

"RESOLVED THAT pursuant to the provisions of Sections 14 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014, (including any statutory modifications or re-enactment thereof, for the time being in force), consent of the members of the Company be and is hereby accorded, to re-adopt the draft regulations contained in the Articles of Association submitted to this meeting in substitution, and to the entire exclusion, of the regulations 1 to 97 contained in the existing Articles of Association of the Company with new regulation 1 to 102.

"RESOLVED FURTHER that Smt. Bhuvaneshwari Seetharaman, Managing Director of the Company be and is hereby authorized to sign and execute and also affix her digital signature in all the necessary e Forms, documents, applications, etc., and submit the same to the Registrar of Companies, Telangana and comply with all other necessary formalities to give effect to the aforesaid resolution."

By order of the Governing Board
For RESPONSE INFORMATICS LIMITED

Place: Hyderabad
Date: 2nd July, 2019

Mrs. Bhuvaneshwari Seetharaman
Managing Director

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy in order to be effective shall be deposited at the Regd. Office of the Company by not less than 48 hours before the commencement of the Meeting.
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty (50) members and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy, who shall not act as a proxy for any other person or shareholder. The appointment of proxy shall be in the Form No. MGT.11 annexed herewith.
2. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 27/07/2019 to 05/08/2019 (Both days Inclusive).
4. Members holding shares in the electronic form are requested to inform any changes in address/bank mandate directly to their respective Depository Participants.
5. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID Numbers for identification.
6. 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.
7. In case of joint holders attending the Meeting, only such joint holders who are higher in the order of names will be entitled to vote.
8. Members holding shares in electronic form may note that bank particulars registered against their respective registered accounts will be used by the Company for the payment of dividend. The Company or its Registrar and Share Transfer Agent cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank

mandates. Such changes are to be advised only to the Depository Participant of the members.

9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in de-mat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have de-mat accounts. Members holding shares in physical form can submit their PAN details to the Company/ Registrar and Share Transfer Agents (M/s. Aarthi Consultants Private Limited).
10. 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.
11. 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. Aarthi Consultants Private Limited.**, Share Transfer Agents of the Company for their doing the needful.
12. Members are requested to send their queries at least 10 days before the date of meeting so that information can be made available at the meeting.
13. In respect of shares held in physical mode, all shareholders are requested to intimate changes, if any, in their registered address immediately to the registrar and share transfer agent of the company and correspond with them directly regarding share transfer/transmission /transposition, De-mat / Re-mat, change of address, issue of duplicate shares certificates, ECS and nomination facility.
14. In terms of Section 72 of the Companies Act, 2013, a member of the company may nominate a person on whom the shares held by him/her shall vest in the event of his/her death. Members desirous of availing this facility may submit nomination in prescribed Form-SH-13 to the company/RTA in case shares are held in physical form, and to their respective depository participant, if held in electronic form.
15. Electronic copy of the Annual Report for 2018-19 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website www.responseinformaticsltd.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: csresponseinfo@gmail.com
17. **Voting through electronic means:**
Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on

27/07/2019, are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on 1st August, 2019 and will end at 5.00 p.m. on 4th August, 2019. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr.VBSS Prasad, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

18. Procedure for remote e-voting:

- (i) The remote e-voting period begins on 1st August, 2019 at 9.00 A.M. and ends on 4th August, 2019 at 5.00 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 26th July, 2019, may cast their vote electronically. The remote 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.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of O's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramash Kumar with sequence number 1 then enter RAO00000001 (Which is printed on address label) in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account of folio in dd/mm/yyyy format
DIVIDEND BANK DETAILS	Enter the Dividend Bank Details as recorded in your demat account or Company records for the said demat account or folio. 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 member id/ folio number in the Dividend Bank details field as mentioned in instruction.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 remote 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.

- (x) For Members holding shares in physical form, the details can be used only for remote e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant **Response Informatics Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details 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 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.

In case you have any queries or issues regarding remote e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 26th July, 2019.
20. The Register of Directors' and Key Managerial Personnel and their