

VALUE, INTEGRITY, PEOPLE





Response Informatics
TECHNOLOGY SIMPLIFIED

ANNUAL REPORT
2021-22



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Board of Directors



**Sri Subramaniam
Seetha Raman**

Managing Director



**Smt. Bhuvaneshwari
Seetharaman**

Non -Executive Director



**Sri. Chandra Sekhar
Pattapurathi**

Non- Executive Independent Director



**Sri. Prakash Babu
Kondeti**

Non- Executive Independent Director

CORPORATE INFORMATION

SECRETARIAL AUDITOR:

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

STATUTORY AUDITORS:

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

INVESTORS E-MAIL ID:

cs@responseinformatix.com

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@arthiconsultants.com

BANKERS:

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

REGISTERED OFFICE ADDRESS:

Plot No. 42, Nagarjuna Hills, Punjagutta,
Hyderabad – 500082, Telangana.
Ph. No: 040-40037073.
CIN: L72200TG1996PLC025871

LISTED AT:

BSE Limited

DEMAT ISIN NUMBER IN NSDL & CDSL:

INE401B01010

WEBSITE:

www.responseinformatixltd.com

What Does IT Mean to us?

With the right people and processes in place, technology becomes manageable.

In a rapidly digitized world, tech management's scope of responsibilities is exponentially broader.

Technology can be challenging, confusing, and sometimes even frustrating to deal with. We're here to handle everything tech for your business.

We make Technology Easy for you.

We create simple and innovative tech-based solutions to eliminate performance bottlenecks for our client business. We are obsessive about quality and ensure the work delivered is simple and hiccup-free.



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Our Purpose:

We lead digital transformation in business to make services simple, smart, and user-focused.

Our Mission :

Is to encourage coordinated investment in digital services, assist to transform the user experience for individuals and businesses, and improve the return on information and technology (IT) and digital investment.

We achieved our planned priorities for the year:

1. Deliver whole-of-educational industry strategies, policies, and advice to support the business digital and IT agenda.
2. Design, deliver and support, cloud platforms and services that enable digital transformation
3. Deliver a program of digital and IT capability improvement, including sourcing, to enhance capability and skills across the world
4. Drive collaboration and partnerships to enable and accelerate the digital transformation of IT services. This year we also responded swiftly to support the Global enterprise's response to the COVID-19 pandemic, which led to an unprecedented need for information, services, and support.

Our Outcome:

Improve the user experience for all SaaS Based Information Technology and services by leading the design, development, and continual enhancement of IT service delivery policies and standards, platforms, and joined-up services.

It's Time for the New Digital Age!

COVID-19 reinforced the importance of digital in enabling access to services for all businesses. What we've experienced over the past year has also reminded us of the importance of digital skills. We continued to build digital capability through our emerging talent and women in IT Executive Mentoring Programs. As part of this, we mapped nearly 150 digital careers to help digital professionals navigate their career pathways.

Our work to improve digital and IT sourcing arrangements helped clients access more cost-effective contemporary solutions. It also created new opportunities for businesses, particularly mid-market to large enterprises and US businesses.

Our Take on Digital Revolution

Digital technologies are transforming how the business operates at an increasing pace. Modern digital systems can help companies improve efficiency, increase employee productivity and allow companies to better understand their customers.

This year, we clearly demonstrated the power of true user-focused collaboration. Our co-operation across all levels has made us more efficient and effective. In the year ahead, we will build on these successes. We will maintain our focus on better understanding, and improving, user experiences. We will continue to invest in scalable and reusable platforms and capabilities such as digital identity and cloud. We will strengthen our collaboration, both nationally and internationally, and we will continue sharing leading digital practices. We will build on our development of client arrangements and the protected utility blueprint. This is delivering a secure, cloud-based desktop capability, which is helping to improve our cyber posture. Our work on digital and IT strategy, policy, and advice will continue to ensure government services are

well designed and user-focused, and aligned with the Digital Transformation Strategy.

While digital provides enormous opportunities for service delivery improvement, it is more than just technology. Our capacity to consider cultures, business models and processes will allow us to continue to make public services simpler, smarter, and more user-focused. There has never been a more important time to be leading digital in the educational industry.

Our operating environment is complex and fluid. The pace of technological change opens up new opportunities to radically re-think how our services are designed and delivered.

COVID-19 has had a profound impact, but it has also accelerated digital delivery. Digital transformation requires high levels of coordination and collaboration across the public and the private sector. We will continue to work effectively to understand our client's operating environment, identify opportunities for improvement, set directions, and actively manage delivery risks.



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Preparing the Business to Succeed in the Digital World :

Response Informatics works with global enterprises to plot the digital next strategy, roadmap, and cloud providers, bringing our experience and expertise to deliver a seamless migration and modernization to the cloud that is cost-effective and secure. We will unlock the promise of the cloud by migrating, modernizing, and optimizing clients' infrastructure and applications to help manage the multi-cloud environments.

Our suite of services transforms businesses by creating engaging client and employee experiences while modernizing digital platforms through partnerships, and digital talent solutions.

We provide technology and business services to accelerate business transformation initiatives. We focus on delivering value while mitigating risk for projects at all levels of complexity and getting our client business future-ready for new business models, streamlining technology processes, and managing changes to any culture, people, and technology.

Our IT Offerings:

Project and Managed Services:

Agile, industrial, and innovative, our project and managed services are designed to adapt to the characteristics of client organizations and increase their operational efficiency. Whether they are looking to hand over an IT function or require a partner to deliver a new product or IT initiative, we deliver measurable results based on clients unique requirements.

Professional Resourcing:

We can quickly deliver in-demand, fully screened, qualified candidates for permanent job opportunities while reducing time-to-hire. Our talented professionals have the experience and skills to immediately contribute to any organization's productivity, innovation, and growth.

Cloud and Infrastructure :

We bring our technology and industry expertise to assess, plan and deliver cloud and infrastructure strategic roadmaps. Our cloud approach is purpose-built for the client's environment following industry best practices. Our Cloud Architects and Engineers take a purposeful approach to cloud build-out.

Benefits of Processes Through the Cloud

Enterprise business applications are usually designed to run on custom-configured IT systems. As a result, IT needed armies of administrators just to keep systems updated and running, to manually add new capacity when demand is high, or apply quick fixes for issues such as low performance. During the last decade, the number of IT solutions has increased and thus the overhead necessary for testing, integration, and maintenance has grown. In a typical enterprise, just a fraction of IT personnel is focusing on designing and developing the market-differentiating solutions the business cares about; the rest are working simply to keep the lights on. Standardizing system configurations and automating IT support processes can reverse that ratio by enabling enterprises to better manage their infrastructures, save on costs and shorten times to market while improving service levels.

In the past, adopting different technologies in IT faced a steep learning curve for IT staff, and introducing new processes could be costly and disruptive. With the cloud, companies can automate many of the common IT processes through websites, APIs, and other services, reducing the need for custom coding by systems administrators and reducing the costs of manual data entry. Cloud computing provides more flexibility than on-premises computing with its ability to scale up or down at will. It also increases overall productivity by providing additional services such as big data analytics. By combining self-healing capabilities with smart business information management and integration, it is possible to reduce incidents by 70 percent by using cloud computing as an opportunity to rethink their IT operations. It requires a certain level of remediation to make IT systems more cloud-oriented.



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Continuing to do “business as usual” is not an option. It’s time to rethink digital transformation. We at Response Informatics help determine which of the processes could be improved through SaaS applications, and other solutions. Towards this end, we partnered with AWS and Salesforce to better manage the projects from clients and solve complex business problems by using the below SAAS applications

- 1) **Salesforce Centre of Excellence:** Salesforce is a top SaaS company that launched the concept based on customer relationship management (CRM). It has since expanded into platform development, marketing, machine learning (ML), analytics, and social networking.
- 2) **Amazon Web Services (AWS):** Amazon’s SaaS offerings cover both a platform for building your own SaaS application as well as reselling a number of SaaS platform solutions from third-party vendors.
- 3) **Mulesoft:** MuleSoft provides a platform for application building. Through its directory that functions as a social network, customers can share updates and information on APIs. It also provides integration for applications, data, and devices that are both on-premises and in the cloud.

Frameworks we are following before signing up for the project

A turnkey project is a delivery method in which a single entity—a contractor—works with a project owner under a single contract to complete all stages of a project from the detail engineering through construction. Turnkey projects eliminate inconveniences from the project owner, as this method places responsibilities on the contractor that would otherwise fall on the owner in a traditional design-bid-build (DBB) delivery.

4 Step Model that we Follow to implement Salesforce Centre of Excellence:

We specialize in seamlessly integrating Salesforce Platforms with any business processes solutions done through stages of reflection and deployment.



- 1) Strategic Consulting
- 2) Success and Managed Services
- 3) Innovation and optimization
- 4) On-Demand Support

We embrace an open way of working by bringing a diverse set of voices and technologies together. We collaborate closely, ideate freely and swiftly apply breakthrough innovations that drive exponential impact to change how business gets done.

Together we workshop the practices, develop the technologies and provide the expertise that business needs to help chart the transformation journey from ideation, build and to scale.

Training and Development of Skilled Resources

A report by Korn Ferry finds that by 2030, there could be a global shortage of more than 85 million people, and companies could lose about \$8.5 trillion in annual revenues. The shortage is not of workers, but a lack of workforce with the right skills.

We understand that for a business to thrive and succeed, it is crucial to focus on upskilling and reskilling all our resources by promoting an atmosphere of continuous innovation and improvement with our best learning practices



Here are some of our Best Practices:

LinkedIn Learning – The customized learning paths by trained professionals on a variety of courses offered on LinkedIn Learning benefit our employees to gain knowledge through personalized and interactive learning experiences

Peer-to-Peer and Mentor-Mentee Training Programs – Focusing on exchanging knowledge between colleagues, we ensure all our resources become adept about the business and the skills are transferred from knowledgeable and experienced team members to less skilled ones. To encourage Peer learning, we've introduced a rewards program for Mentors who helps Mentees to apply key skills in their day-to-day tasks and accomplish their assignments.

Recruiting Tools – The corporate marketplace is rapidly changing, and with artificial intelligence at the forefront, we must educate employees on using the right tools for the task is essential. We encourage all our employees to adopt and continually explore strategies using Artificial Intelligence and Machine Learning on recruiting platforms such as Naukri RMS, LinkedIn Recruiter, and Zwayam.



NOTICE

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 25TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF RESPONSE INFORMATICS LIMITED WILL BE HELD on 30th Day, September 2022 AT 4.30 P.M. THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO-VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2022, the Statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Notes attached thereto, along with the Report of Auditors and Directors thereon.
2. To appoint Mrs. Bhuvaneshwari Seetharaman (DIN: 01666421) as director whose appointment is subject to retirement by rotation.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modification(s) the following Resolution as a Special Resolution for approving the Response Informatics Employees Stock Option Plan 2022 (ESOP 2022) and granting Stock Options to the employees of the Company under ESOP 2022:-

“RESOLVED THAT pursuant to Section 62(1) (b) and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’) and Rules made thereunder, the applicable provisions of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with Circular No. CIR/CFD/ POLICY CELL/2/2015 dated June 16, 2015, issued by the Securities and Exchange Board of India (collectively ‘SEBI SBEB Regulations’), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and any other applicable Rules, Regulations, Circulars and Guidelines, in each case including any

statutory modification(s), amendment(s) thereto or re-enactments thereof, (hereinafter referred to as ‘Applicable Laws’), the relevant provisions of the Memorandum and Articles of Association of the Company and further, subject to such other approvals, permissions and sanctions as may be required from the appropriate authorities or bodies and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions and which may be agreed upon by the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include the Nomination and Remuneration Committee or any other Committee constituted/to be constituted, to exercise its powers, including the powers, conferred by this Resolution), approval of the Members of the Company be and is hereby accorded to the Board (i) to adopt and implement the Response Informatics Employees Stock Option Plan 2022 (‘ESOP 2022’), (the salient features of which, are set out in the Explanatory Statement annexed hereto) and (ii) to create, offer, grant, issue and allot, employee stock options (‘Stock Options’) under ESOP 2022, at any time or from time to time, in one or more tranches, to the present and future permanent employees, including Directors in whole-time employment of the Company and/ or its Subsidiaries if any, as defined under the Act, (other than promoter Directors or a person belonging to the promoter group of the Company) and Independent Directors (if permissible, under the Act/SEBI SBEB Regulations), selected on the basis of criteria prescribed by the Board, in accordance with SEBI SBEB Regulations, hereinafter referred to as ‘Eligible Employees’ of the Company.

“RESOLVED FURTHER THAT the Board may grant such number of Stock Options, which would give rise to the issue of 7,45,000 (Seven Lakhs

Forty Five Thousand) equity shares of the face value of ₹ 10/- each (about 10% of the paid-up capital of the Company as on June 30, 2022) amounting to ₹ 74,50,000/- (INR Seventy Four Lakhs Fifty Thousand).

RESOLVED FURTHER THAT Stock Options shall be offered in accordance with the terms and conditions as regards price, payment, application, allotment, entitlement to dividend and other rights, transferability and all other matters as stipulated by SEBI SBEB Regulations and as may be fixed or determined by the Board in accordance with Applicable Laws and subject to the Memorandum and Article No 42(II) of Articles of Association of the Company provided that:-

- (a) The equity shares so issued and allotted under ESOP 2022 shall rank pari-passu with the existing equity shares of the Company;
- (b) Each option shall vest in the hands of the Option Grantee (as defined in SEBI SBEB Regulations) after a minimum of 12 months from the date of grant of the option or such longer period as may be determined by the Board from time to time subject to the condition that the Option Grantee continues to be in employment of the Company and/or upon satisfaction of any Performance Conditions as may be specified except in the case of retirement, permanent disability or death. The maximum vesting period shall be three years from the date of grant of the option or such lesser period as the Board may determine;
- (c) The options shall be valid and exercisable for such period as may be determined by the Board from time to time, but would not exceed a period of five years from the date of grant of options to the Eligible Employees and the same shall be exercised in accordance with the process specified in ESOP 2022;
- (d) Each option granted to an Eligible Employee shall entitle him/her to one equity share of the nominal value of ₹ 10/- each, at the par value or at such other price as may be determined by the Board.
- (e) Performance Conditions means any condition that may be required to be met along with the time condition for the Options to vest. The Performance Conditions shall be specified in the Grant Letter and may vary for different employees at the discretion of the Board;
- (f) Performance Based Option means an Option, which vests upon achievement of specified Performance Condition(s), subject to other terms and conditions of ESOP 2022;
- (g) The consideration for the shares to be issued upon exercise of an option may, as determined by the Board at the time of granting the options, be in one or more tranches, consist of cash, cheque or consideration received by the Company under a cashless exercise program implemented by the Company or any combination of the foregoing methods of payment subject to fulfillment of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as may be amended from time to time or any other applicable SEBI Regulations and Applicable Law;
- (h) Before granting options to employees under ESOP 2022, the Board would, apart from examining and evaluating overall group corporate performance, inter-alia, take into consideration the length of service, grade, performance, merit, key position, future potential contribution, conduct of the employee, terms of the employment contract and such other factors as may be deemed appropriate by it;
- (i) **The Company shall conform to the accounting policies mandated by the Applicable Law or any other relevant SEBI Regulation or direction as is applicable to the accounting of such options;**
- (j) The Board shall have the power to make consequential, fair and reasonable adjustments to the number of options to be exercised and the exercise price in case of corporate actions, such as rights issue, bonus issue, merger, sale

RESPONSE INFORMATICS

of division etc., provided that such adjustments or alterations do not adversely affect the rights and interests of the Option Grantees and is subject to the terms and conditions specified in SEBI SBEB Regulations; and

- (k) The Board shall have the power to allot equity shares of the Company as may be required under ESOP 2022 and take necessary steps for listing of the equity shares so allotted on the stock exchanges, where the shares of the Company are listed as per the provisions of the Listing Regulations and other Applicable Laws.

“RESOLVED FURTHER THAT without prejudice to the generality of the above, but subject to the terms as approved by the Members, the Board be and is hereby authorised to implement ESOP 2022, including grant of Stock Options/allotment of equity shares in accordance with terms thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised in whole or in part, to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise in relation to the above and to settle all matters arising out of and incidental thereto, execute all such deeds, documents, instruments and writings on behalf of the Company as it may in its absolute discretion deem necessary or desirable and generally to do all such acts, deeds, matters and things and give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to this Resolution, delegate all or any of the powers herein vested in the Board to any Director(s), Officer(s) of the Company as may be required to give effect to this Resolution, and pay fees and commission and incur expenses in relation to or for implementing ESOP 2022.

RESOLVED FURTHER THAT pursuant to the Applicable Laws, approval of Members be and is hereby granted and the Board be and is hereby authorised on behalf of the Company to make any modifications, changes, variations, alterations or revisions in ESOP 2022 from time to time or to suspend, withdraw or revive ESOP 2022 from time to time, as may be specified by any statutory authority

and/or to give effect to any laws, rules, regulations, amendments thereto including Applicable Laws, provided that such changes are not detrimental to the employees and to do all other acts, deeds, matters and things as are necessary to give effect to the above Resolution and with power on behalf of the Company to settle any questions or difficulties that may arise with regard to the creation, offer, issue and allotment of shares without requiring the Board to secure any further consent or approval of Members of the Company in this regard to the end and intent that Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

RESOLVED FURTHER THAT the Company shall value the options granted under ESOP 2022, at their ‘fair value’.”

4. Approval of acquisition of Technologia Corporation

Consent of Members for increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and 188 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, the Policy on dealing with Related Party Transactions approved by the Company, and the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”,

which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.6 Crores (Rupees Six Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT, pursuant to Section 186(3) of the Companies Act, 2013 and the other applicable provisions of the Companies Act 2013 and the rules notified thereunder, the consent of the members of the Company be and is hereby accorded and the board of directors of the Company is hereby authorized: (a) to undertake investments into Technologia Corporation ("Offshore Company"), incorporated under the laws of United States of America, directly, for a total consideration of \$3,00,000 (United States Dollars Three Lakhs Only), and within the limits approved by the shareholders under Section 186 of the Companies Act, 2013.

FURTHER RESOLVED THAT the approval of the Members be and is hereby accorded for the Company to enter into contract(s) / agreement(s) and undertake transaction(s) with Technologia Corporation ("Offshore Company"), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the Listing Regulations, for an aggregate value of \$ 3,00,000 (United States Dollars Three Lakhs Only),

on such terms and conditions as may be agreed to by the Board of Directors (hereinafter referred to as the "Board" which term shall be deemed to include any Committee(s), which the Board may have constituted or hereafter constitute in this behalf, to exercise the powers conferred on the Board by this resolution), provided however that the so carried out shall at all times be on arm's length basis in accordance with the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to take all such steps as may be necessary for the purpose of giving effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors or any one or more Directors of the Company."

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

For and on behalf of the Board of Directors

Sd/-

Subramaniyam Seetha Raman

Managing Director

(DIN: 06364310)

Place: Hyderabad

Date: 24-08-2022

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Notes:

1. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Ordinary/Special Business to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
2. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA"), vide its General Circular No.14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 20/2020 dated May 5, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, Circular No. 02/2021 dated January 13, 2021 and General Circular No. 02/2022 dated May 5, 2022 (collectively "MCA Circulars") and Securities and Exchange Board of India ("SEBI") vide its Circular No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2 / CIR/P/ 2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 on May 13, 2022 (collectively "SEBI Circulars"), have permitted companies to conduct AGM through VC or other audio visual means, subject to compliance of various conditions mentioned therein. In compliance with the aforesaid MCA and SEBI Circulars, applicable provisions of the Companies Act, 2013 and rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") the ensuing AGM of the Company is being convened and conducted through VC. The registered office of the Company shall be deemed to be the venue for the AGM. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services(India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
7. In line with the Ministry of Corporate Affairs

(MCA) Circular No.17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.responseinformaticsltd.com>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote Voting facility and e-voting system during the AGM i.e. www.e-votingindia.com).

8. The company has appointed Mr. VBSS Prasad, Practicing Company Secretary, as scrutinizer of the company to scrutinize the voting process.
9. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No.17/2020 dated April 13, 2020 and MCA Circular No.20/2020 dated May 05, 2020.
10. The Register of Members and Share transfer Books of the company will remain closed from Saturday 24th September, 2022 to Friday 30th September, 2022 (both days inclusive) for the purpose of AGM.

THE INSTRUCTIONS FOR SHARE HOLDERS FOR REMOTE E-VOTING ARE AS UNDER

- i) The e-voting period begins on 27.09.2022 at 09.00 A.M and ends on 29.09.2022 at 05.00 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 of 23.09.2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting

facility to its shareholders, in respect of all shareholders' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depositor Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
1) Individual Shareholders holding securities in Demat mode with CDSL	<p>i) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>ii) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e .CDSL/ NSDL/LINKINTIME, so that the user can visit The e-voting service providers' website directly.</p> <p>iii) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/Easiregistration</p> <p>iv) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com homepage. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see The e-voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers</p>
2) Individual Shareholders holding securities in Demat mode with NSDL	<p>i) If you are already registered for NSDL IDAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nSDL.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User Id and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page.</p> <p>ii) Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

- 2) If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDeAS "Portalorclickat<https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL:<https://www.e-voting.nsdl.com/>either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting

3) Individual Shareholders (holding securities in demat mode) login through their Depository Participants

- 1) You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, where in you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Important Note :

Members who are unable to retrieve UserID/Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

Help desk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e.CDSL and NSDL

Login type	Help desk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL at:helpdesk.e-voting@cdslindia.com or contact at 022-23058738 and +91 40-48510926
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at e-voting@nsdl.co.in or call at toll free no.: 18001020990 and 1800224430

4) Login method for e-Voting and joining virtual meetings for shareholders other than individual shareholders holding in Demat form & physical shareholders.

- 1) The shareholders should logon to The e-voting website www.e-votingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged onto www.e-votingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form and other than individual 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"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use these sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details or Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records to login.</p> <ul style="list-style-type: none"> • If both 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(v).

- 7) After entering these details appropriately, click on "SUBMIT" tab.
 - 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
 - 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - 10) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - 11) 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.
 - 12) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - 13) 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.
 - 14) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - 15) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - 16) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - 17) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 5) Facility for Non-Individual Shareholders and Custodians-Remote e-Voting**
- a. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.e-votingindia.com and register themselves in the "Corporates" module.
 - b. As scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.e-voting@cdslindia.com.
 - c. 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.
 - d. The list of accounts linked in the login should be mailed to help_desk.e-voting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. 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.
 - f. Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address csresponseinfo@gmail.com (designated email address by company), if they have voted from individual tab & not

RESPONSE INFORMATICS

uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops/I-Pads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 3 days prior to meeting mentioning their name, demat account

number/folio number, e mail id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES

1. For Physical shareholders—please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders –, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.e-voting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Shiva Prasad Venishetty, Manager, (CDSL,) Central Depository Services (India) Limited, Flat No.302, Mari Gold Pavani Estate, Dwarakapuri Colony, Punjagutta, Hyderabad – 500 082, Telangana or send an email to helpdesk.e-voting@cdslindia.com or call on +91 40-48510926

For and on behalf of the Board of Directors

Sd/-

Subramaniyam Seetha Raman

Managing Director

(DIN: 06364310)

Place: Hyderabad

Date: 24-08-2022

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EXPLANATORY STATEMENT

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO:3

Equity based compensation is considered to be an integral part of employee compensation across sectors which enables alignment of personal goals of the employees with organizational objectives by participating in the ownership of the Company through share-based compensation scheme/plan. Your Company believes in rewarding its employees including Directors of the Company for their continuous hard work, dedication, and support, which has led the Company on the growth path. The Company intends to implement Response Informatics Ltd Employee Stock Option Plan 2022 ("Response ESOP-2022") with a view to attract and retain key talents working with the Company if any, by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Company seeks approval of the Shareholders in respect of "Response ESOP-2022 and for grant of Stock Options to the eligible employees/Directors of the Company, that of its Subsidiary company(ies), if any, as may be decided by Board and / or the Nomination and Remuneration Committee ("Committee") from time to time in due compliance with Companies, Act, 2013 (including rules framed thereunder), SEBI SBEB Regulations and other applicable laws and regulations.

Considering the competitive global business environment and the need to attract and retain talented and competent personnel, Share based benefits are internationally recognized as an effective way to incentivise employees as it brings about their deep sense of involvement in the progress of the Company by aligning their rewards with long- term shareholder value creation.

In order to bring in greater performance orientation in the stock-based compensation plans and the fact that, sufficient number of Stock Options are not available for granting to present and future permanent employees, including Directors in whole-time employment of the Company and/ or its Subsidiaries (other than promoter Directors or, a person belonging to the promoter group,

of the Company and/or its Subsidiaries) and Independent Directors (if permissible, under the Act or the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 read with SEBI Circular No. CIR/CFD/POLICY CELL/2/2015 dated June 16, 2015 (collectively 'SEBI SBEB Regulations'), selected on the basis of criteria prescribed by the Board, in accordance with SEBI SBEB Regulations (hereinafter referred to as 'Eligible Employees') under the existing employees Stock Option Plans, It is proposed to formulate a new Long-Term Incentive Plan viz. 'Response Informatics Employees Stock Option Plan 2022' ('ESOP 2022'). The Board of Directors of the Company at its meeting held on July 14, 2022, approved introduction of the ESOP 2022 for the benefit of the employees of the Company and its Subsidiaries, subject to the approval of Members by a Special Resolution. Options under ESOP 2022 would be linked to the performance of the employees of the Company. ESOP 2022 will cover employees of the Company as well as its subsidiaries. Stock options will not be granted to Promoter/Person belonging to the Promoter Group of the Company.

The Board has nominated the Nomination and Remuneration Committee ('NRC') for the administration and superintendence of ESOP 2022 in accordance with the Act and the Rules made thereunder and SEBI SBEB Regulations. Approval of the Members is being sought for the adoption and implementation of ESOP 2022 and the creation, offer, grant, issuance and allotment of the employee stock options ('Stock Options') to the Eligible Employee, as may be determined by the NRC.

The requisite disclosures under ESOP 2022, as required under Regulation 6(2) and any other applicable provisions of the SEBI SBEB Regulations, are set out below:-

a. Brief description of ESOP 2022

Under ESOP 2022, the Company shall grant Stock Options to Eligible Employees, who satisfy the eligibility criteria based on level and performance, on such terms and conditions as may be decided by the NRC in accordance with the provisions of ESOP 2022. The number of Stock Options to be granted to each Eligible

Employee shall be determined by the NRC.

Each option granted to an Eligible Employee shall entitle him/her to one equity share of the nominal value of ₹ 10/- each at the par value or such other price as may be determined by the NRC subject to terms and conditions of ESOP 2022.

The Board shall have the power to make consequential, fair and reasonable adjustments to the number of options to be exercised and the exercise price in case of corporate actions, such as rights issues, bonus issues, merger, sale of division and others, provided that such adjustments or alterations do not adversely affect the rights and interests of the Option Grantees

(as defined in SEBI SBEB Regulations) and is subject to the terms and conditions specified in SEBI SBEB Regulations;

b. Total number of Stock Options to be granted

The NRC may grant such number of Stock Options, which would give rise to the issue of 7,45,000 (Seven Lakhs Forty Five Thousand) equity shares of the face value of

₹ 10/- each (about 10% of the paid-up capital of the Company as on June 30, 2022) amounting to 74,50,000/- (INR Seventy Four Lakhs Fifty Thousand).

c. Identification of classes of employees entitled to participate and be beneficiaries of ESOP 2022

The NRC will decide the Eligible Employees who can be granted Stock Options under ESOP 2022 based on the length of service, grade, performance, merit, key position, future potential contribution, terms of the contract and conduct of the employee, etc.

The following shall not be eligible to participate in ESOP 2022 :-

- a Promoter or person belonging to the Promoter group of the Company; or
- a Director, who either by himself or through his Relative or through any body corporate, directly or indirectly, holds more than 10% of the outstanding equity shares of the Company; or

- an Independent Director of the Company or its Subsidiaries (unless permissible under the Act/ SEBI SBEB Regulations).

d. Requirements of vesting and period of vesting

Subject to Option Grantee's continued employment with the Company and/or its Subsidiary and satisfaction of performance conditions, if any, the Unvested Options shall vest in accordance with the following schedule, unless a separate vesting schedule is specified in the Grant Letter:-

- i) Time-Based Stock Options shall vest on the Options Grantee in the following manner:
 - (a) 20% of the total Time-Based Stock Options granted, shall vest on completion of one year from the date of grant ('First Vesting date').
 - (b) 20% of the total Time-Based Stock Options granted, shall vest on completion of 18 months from the granting date.
 - (c) 20% of the total Time-Based Stock Options granted, shall vest on completion of 24 months from the granting date.
 - (d) 20% of the total Time-Based Stock Options granted, shall vest on completion of 30 months from the granting date.
 - (e) 20% of the total Time-Based Stock Options granted, shall vest on completion of 36 months from the granting date.

In case a separate vesting schedule other than above is specified in the grant letter, any such vesting schedule will be subject to a minimum vesting period of one year from the date of grant and a maximum vesting period of three years from the date of grant.

- e. Maximum period subject to Regulation 18(1) of the SEBI SBEB Regulations, within which the Stock Options shall be vested

The maximum vesting period of Stock Options shall be three years from the date of grant.

f. Exercise price

The exercise price of Stock Options shall be the face value of the equity shares of the Company, which is ₹ 10/- each at present or such other price as may be determined by the NRC.

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g. Exercise period and process for exercise

Vested Stock Options can be exercised within the period prescribed in ESOP 2022 but not exceeding five years from the grant date.

Vested Stock Options shall be exercisable by Eligible Employees by submission of an application in the prescribed format to the Company, in such manner as may be prescribed by ESOP 2022 or the NRC. Stock Options shall lapse if not exercised within the exercise period.

h. Appraisal process for determining the eligibility of employees for ESOP 2022

The appraisal process for determining the eligibility of employees for ESOP 2022 shall be decided by the NRC after examining and evaluating overall group corporate performance, inter alia, taking into consideration the length of service, grade, performance, merit, key position, future potential contribution, conduct of the employee, terms of the employment contract and such other factors as may be deemed appropriate by it.

Stock Options may also be granted to Eligible Employees at the time of their joining.

i. Maximum number of Stock Options to be issued per employee and in aggregate

The maximum number of Stock Options that may be granted per Eligible Employee under ESOP 2022, in any Financial Year, shall not exceed 0.25% of the Issued Capital of the Company at the time of grant of Stock Options.

The maximum number of Stock Options that can be granted in aggregate is 7,45,000 under ESOP 2022.

j. Maximum quantum of benefits to be provided per employee under ESOP 2022

Please refer to details furnished in Sl. No. i. above, other than which no monetary benefits are contemplated under ESOP 2022.

k. Whether ESOP 2022 is to be implemented and administered directly by the Company or through a Trust

ESOP 2022 will be administrated by the NRC of the Company in compliance with the provisions of the Act, SEBI SBEB Regulations and other applicable laws.

l. Whether ESOP 2022 involves new issue of shares by the Company or secondary acquisition by the Trust or both

ESOP 2022 involves only fresh issue of equity shares by the Company.

m. The amount of loan to be provided for implementation of ESOP 2022 by the Company to the Trust, its tenure, utilisation, repayment terms, etc.

Not applicable, as ESOP 2022 is not being implemented through a Trust.

n. Maximum percentage of secondary acquisition that can be made by the Trust for the purposes of ESOP 2022

Not applicable, as ESOP 2022 is not being implemented through a Trust.

o. Confirm compliance with Accounting policies

The Company shall comply with the applicable disclosures, accounting policies, and accounting standards prescribed under Regulation 15 of the SEBI SBEB Regulations and any other applicable laws.

p. Method which the Company shall use to value its options

The Company shall value the options granted under ESOP 2022 at their 'fair value' in accordance with the SEBI SBEB Regulations.

q. If the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value, shall be disclosed in the Directors' Report and the impact of this difference on profits and on earnings per share ('EPS') of the Company shall also be disclosed in the Directors' Report.

Not applicable as the Company shall value the Stock Options granted under ESOP 2022, at their fair value.

Approval of Members by way of Special Resolution is being sought pursuant to the provisions of Regulation 6(1) of the SEBI SBEB Regulations and Section 62(1)(b) of the Act and the Rules made thereunder, for the adoption and implementation of ESOP 2022 and the creation, offer, grant, issuance and allotment of equity shares to Eligible Employees of the Company under ESOP 2022. Accordingly, Special Resolution set out at Item No. 3 of the Notice is proposed for approval by the Members.

In compliance with General Circular No. 20/2020 issued by the MCA, these items are considered unavoidable and are accordingly being transacted as a special business at the AGM.

Directors (other than Promoter Directors), Independent Directors (if permissible under the Companies Act, 2013/SEBI SBEB Regulations) and Key Managerial Personnel of the Company, who may be granted Stock Options under ESOP 2022, may be deemed to be concerned or interested in the Special Resolutions at Item No. 3 of the Notice. No other Director/ Key Managerial Personnel of the Company or their relatives are concerned or interested in the said Special Resolutions.

The Board recommends passing of the Special Resolutions.

ITEM NO:4

Technologia Corporation is a US based company owned by Mr. Subramaniyam Seetha Raman, present Managing Director of M/s. RESPONSE INFORMATICS LIMITED. Hence he is a related party within the meaning of Section 188 of the Companies Act, 2013 and being a material contract it requires approval of Shareholders as Special resolution. Further as it being an investment it attracts Section 186 of the said act. The resolution sanctioning the acquisition of Technologia Corporation was passed at a meeting of the Board held on 14-07-2022.

Rationality of acquisition:

1. Technologia Corporation is in the DevOps and Cloud Space which is a hot skill in the market commanding premium bill rates.
2. Technologia Corporation has its presence in the near shore market especially in Mexico and Canada from where it hires its resources and works with clients in the United States.
3. Technologia Corporation has current bench strength of around 15 people apart from a billable resource pool of around 20.

To keep the transaction to be at arms length basis, the Valuation report from M/s Ashika Capital Limited, Merchant Banker, was obtained.

Mrs. Subramaniyam Seetha Raman being the sole owner of Technologia Corporation and Smt. Bhuvanewari Seetharaman, being mother of Subramaniyam Seetha Raman, Directors are interested in or concerned with the said Resolution.

In compliance with General Circular No.20/2020 issued by the MCA, this item is considered unavoidable and is accordingly being transacted as a special business at the AGM.

The Board recommends passing of the Resolution as special resolution.

For and on behalf of the Board of Directors

Sd/-

Subramaniyam Seetha Raman

Managing Director

(DIN: 06364310)

Place: Hyderabad

Date: 24-08-2022

DIRECTOR'S REPORT

Dear Members,

Your Director's have pleasure in presenting the Directors 'Report and the Audited Statement of Accounts of the Company for the Financial Year ended 31st March 2022.

1. FINANCIAL SUMMARY/HIGHLIGHTS:

The performance of the Company during the year has been as under: (Rs.)

Particulars	2021-2022	2020-2021
Revenue from Operations	7,01,92,314	2,61,65,530
Other Income (Including Exceptional Items)	0	0
Total Expenses	6,58,54,863	4,89,00,094
Profit Before Tax	43,37,451	(2,27,34,564)
Less: Provision for Taxation	6,47,492	(5,294)
Profit/ (Loss) After Tax	36,89,959	(2,27,29,269)
Other Comprehensive Income	0	0
Total Comprehensive Income	0	0
Earning per Equity Share- Basic & Diluted (in Rs.)	0.62	(3.80)

REVIEW OF OPERATIONS/STATE OF COMPANY'S AFFAIRS:

The total revenue of the Company for the Financial Year 2021-22 under review was Rs. 70192314 as against Rs. 26165530 for the Previous Financial Year 2020-21. The company recorded a net profit of Rs. 3689959 for the Financial Year 2021-22 as against the net loss of Rs. -22729269 for the Previous Financial Year 2020-21.

2. CHANGE IN THE NATURE OF THE BUSINESS, IF ANY

During the period under review and the date of Board's Report there was no change in the nature of Business.

3. RESERVES

Pursuant to provisions of Section 134(3)(j) of the Companies Act, 2013, the company has proposed to transfer an amount of Rs. 36.89,959 to general reserves account of the company during the year under review.

4. DIVIDEND

Keeping the Company's expansion and growth plans in mind, directors have decided not to recommend dividend for the Financial Year.

5. MATERIAL CHANGES & COMMITMENT AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no major material changes and commitments affecting the financial position of the Company after the end of the financial year and upto date of this report.

6. BOARD MEETINGS

The Board of Directors duly met six (6) times during the Financial Year from 1st April 2021 to 31st March 2022.

The dates on which the Board Meetings were held are 19.04.2021, 12.08.2021, 27.08.2021, 11.11.2021 27.01.2022 and 02.03.2022.

7. APPOINTMENT/RE-APPOINTMENT/RESIGNATION/RETIREMENT OF DIRECTORS /CEO/CFO AND KEY MANAGERIAL PERSONNEL

Mr. Subramaniyam Seetha Raman (DIN:06364310) appointed as the Managing Director of the Company with effect from 27-01-2022 and Mrs. Bhuvaneswari Seetharaman is continuing in the board of directors of the company as a non – executive director after resigning from the position of Managing Director of the company.

As required under regulation 36(3) of the SEBI (LODR), Regulations, 2015, brief particulars of the Directors seeking appointment/re-appointment are given as under:

Name of the Director	Bhuvaneswari Seetharaman DIN : 01666421
Date of Birth	02-11-1950
Qualification	SSLC
Expertise in specific functional areas	She is an under graduate and having vast experience in administration for 40 years
Names of Listed entities in which the person also holds the Directorship and the membership of Committees of the board	NIL
Shareholding	348,790 Equity Shares
Inter se relationship with any Director	She is the mother of managing director Subramaniyam Seetha Raman

8. DECLARATION FROM INDEPENDENT DIRECTORS ON ANNUAL BASIS

The Company has received declarations from Mr. Prakash Babu Kondeti and Mr. Chandra Sekhar Pattapurathi, Independent Directors of the Company to the effect that they are meeting the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Independent Directors have also confirmed that they have complied with the Company's Code of Conduct.

RESPONSE INFORMATICS

In terms of Regulations 25(8) of the Listing Regulations, the Independent Directors have confirmed that they are not aware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment and without any external influence.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company are also made to the directors. Direct meetings with the Chairman are further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

9. POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION AND OTHER DETAILS

The assessment and appointment of Members to the Board is based on a combination of criterion that includes ethics, personal and professional stature, domain expertise, gender diversity and specific qualification required for the position. The potential Board Member is also assessed on the basis of independence criteria defined in Section 149(6) of the Companies Act, 2013 and Regulation 27 of SEBI (LODR) Regulations, 2015.

In accordance with Section 178(3) of the Companies Act, 2013 and Regulation 19(4) of SEBI (LODR) Regulations, 2015, on the recommendations of the Nomination and Remuneration Committee, the Board adopted a remuneration policy for Directors, Key Management Personnel (KMPs) and Senior Management. The Policy is available on the Company website: www.responseinformaticsltd.com

We affirm that the remuneration paid to the Directors is as per the terms laid down in the

Nomination and Remuneration Policy of the Company.

10. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 134(3)(c) and 134(5) of the Companies Act, 2013 and on the basis of explanation given by the executives of the Company and subject to disclosures in the Annual Accounts of the Company from time to time, we state as under:

- a) That in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that are reasonable and prudent 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.
- c) That the Directors have 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.
- d) That the Directors have prepared the annual accounts on a going concern basis:
- e) That the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) That the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

11. INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

During the Year, no amount of dividend was unpaid or unclaimed for a period of seven years and the therefore no amount is required to be

transferred to Investor Education and Provident Fund under the Section 125(1) and Section 125 (2) of the Act.

12. NAMES OF THE COMPANIES WHICH HAVE BECOME OR CEASED TO BE ITS SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES DURING THE YEAR

During the year under review no Company has become or ceased to become its subsidiaries, joint ventures or associate Company.

13. INFORMATION ABOUT THE FINANCIAL PERFORMANCE/FINANCIAL POSITION OF THE SUBSIDIARIES/ASSOCIATES/JOINT VENTURES

During the Financial Year under review, the Company does not have any subsidiaries, joint ventures or associate Companies.

14. ANNUAL RETURN

As required pursuant to Section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014, an annual return in MGT 7 is disclosed on the website of the company www.responseinformaticsltd.com

15. AUDITORS

a. Statutory Auditors

The members of the Company in accordance with Section 139 of the Companies Act, 2013 passed a resolution for appointment of M/s. BRR & Associates, Chartered Accountants, Hyderabad (Firm Number 013012S) as Statutory Auditors of the Company for a period of 5 years in the 21st AGM held on 29.09.2018 to hold office up to the conclusion of 26th Annual General Meeting of the Company

Statutory Auditors Report

The Board has duly reviewed the Statutory Auditor's Report on the Accounts for the year ended March 31, 2022 and has noted that the same does not have any reservation, qualification or adverse remarks. However, the Board decided to further strengthen the

existing system and procedures to meet all kinds of challenges and growth in the coming years.

b. Secretarial Auditor

Pursuant to the provisions of Section 134(3) (f) & Section 204 of the Companies Act, 2013, the Board has appointed Mr.V.B.S.S.Prasad, Practicing Company Secretary (C.P.No:4605), as the secretarial auditor of the company, who has undertaken Secretarial Audit of the Company for financial year ending 31.03.2022. The report of the Secretarial Auditor is enclosed herewith vide Annexure-I of this Report.

Secretarial Audit Report

The Board has duly reviewed the Secretarial Audit Report for the year ended March 31, 2022 on the Compliances according to the provisions of Section 204 of the Companies Act, 2013 and as there are no adverse remarks by the Secretarial Auditor, Board has not commented.

c. Cost Auditor

In terms of the provisions of Section 148 of the Companies Act, 2013, read with Rule 3 & 4 of The Companies (Cost Record and Audit) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, the Cost Audit is not applicable to the Company.

16. INTERNAL AUDIT AND FINANCIAL CONTROLS

The Company has adequate internal controls consistent with the nature of business and size of the operations, to effectively provide for safety of its assets, reliability of financial transactions with adequate checks and balances, adherence to applicable statutes, accounting policies, approval procedures and to ensure optimum use of available resources. These systems are reviewed and improved on a regular basis. It has a comprehensive budgetary control system to monitor revenue and expenditure against approved budget on an ongoing basis.

RESPONSE INFORMATICS

17. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given loans, Guarantees or made any investments during the year under review.

18. RELATED PARTY TRANSACTIONS

Company has formulated a policy on related party transactions which is also available on Company's website. This policy deals with the review and approval of related party transactions.

All related party transactions that were entered into during the financial year were on arm's length basis and were in the ordinary course of business. There were no material significant related party transactions made by the Company with the Promoters, Directors, Key Managerial Personnel or the Senior Management which may have a potential conflict with the interest of the Company at large.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 in the prescribed FormAOC-2 is appended as Annexure II which forms part of this Report.

19. DISCLOSURE OF PARTICULARS WITH RESPECT TO CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The particulars as prescribed under Section 134(3) (m) of the Companies Act, 1956, read with Companies (Accounts) Rules, 2014 are enclosed as Annexure III.

20. COMMITTEES: Information on Committees is included in the Corporate Governance report.

21. VIGIL MECHANISM/WHISTLE BLOWER POLICY

In pursuant to the provisions of Section 177(9) & (10) of the Companies Act, 2013 read with Regulation 22 of SEBI (LODR) Regulations, 2015, a vigil Mechanism for Directors and employees to report genuine concerns has been established. It also provides for necessary safeguards

for protection against victimization for whistle blowing in good faith.

Vigil Mechanism Policy has been established by the Company for directors and employees to report genuine concerns pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013. The same has been placed on the website of the Company <https://www.responseinformaticsltd.com/codeofinsider/?id=investors>

22. CORPORATE SOCIAL RESPONSIBILITY (CSR, COMPOSITION OF CSR COMMITTEE AND CONTENTS OF CSR POLICY)

The provisions of section 135 are not applicable to the Company.

23. PUBLIC DEPOSITS

Your Company has not accepted any deposits falling within the meaning of Sec.73, 74 & 76 of the Companies Act, 2013 read with the Rule 8(v) of Companies (Accounts) Rules 2014, during the financial year under review.

24. SIGNIFICANT & MATERIAL ORDERS PASSED BY COURTS/REGULATORS/TRIBUNALS

There are no significant and material orders passed by the regulators/courts that would impact the going concern status of the Company and its future operations.

25. DISCLOSURE OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. The Company maintains appropriate system of internal control, including monitoring procedures, to ensure that all assets are safeguarded against loss from unauthorized use or disposition. Company policies, guidelines and procedures provide for adequate checks and balances, and are meant to ensure that all transactions are authorized, recorded and reported correctly.

During the period under review, there is no material or serious observations have been noticed for inefficiency or inadequacy of such controls.

26. MANAGEMENT DISCUSSIONS AND ANALYSIS REPORT:

The Management Discussion and Analysis Report, pursuant to Schedule V of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 is appended as Annexure V for information of the Members.

27. POLICIES:

The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All the policies are available on our website <https://www.responseinformaticsltd.com/policy/?id=investors>.

28. ENVIRONMENT AND HUMAN RESOURCE DEVELOPMENT:

Your Company always believes in keeping the environment pollution free and is fully committed to its social responsibility. As the company operates in Information Technology sector, environmental pollution issues will not arise.

29. STATEMENT SHOWING THE NAMES OF THE TOP TEN EMPLOYEES IN TERMS OF REMUNERATION DRAWN AND THE NAME OF EVERY EMPLOYEE AS PER RULE 5(2)&(3) OF THE COMPANIES (APPOINTMENT & REMUNERATION) RULES, 2014:

INFORMATION AS PER RULE 5(1) OF CHAPTER XIII, COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

S.No.	Disclosure Requirement	Name of Director/ KMP	Designation	Yearly remuneration	Ratio to median remuneration
I	Ratio of Remuneration of each Director to the median remuneration of the employees of the Company for the financial year:	Mrs. Bhuvaneshwari Seetaraman	Managing Director up to 21 January 2022	11,00,000	2.36
		Mr. Subramaniyam Seetha Raman	Managing Director from 22 January 2022	NIL*	Nil
II	Percentage increase in the remuneration of each Director, Chief Financial Officer, Company Secretary or Manager, if any, in the financial year	Mr. Subramaniyam Seetha Raman	Managing Director	NIL*	Nil
		K. Ravi Kumar	Company Secretary	12,00,000	50%
		M Rama Krishna Prasad	Chief finance Officer	15,00,000	Nil

*Note: 1. Mr. Subramaniyam Seetha Raman was appointed on 22 January 2022, as the permission of Central government to be received, he was not paid any remuneration in that financial year.

RESPONSE INFORMATICS

iii. **Percentage increase/ (decrease) in the median remuneration of employees in the FY 2021-22** : 29%

iv. **Number of permanent employees on the rolls of the company as on March 31, 2022** : 67

v. **Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:**

Not Applicable since there is no increase in managerial remuneration.

vi. **The key parameters for any variable component of remuneration availed by the Directors:**

Not applicable as there is no variable component of remuneration availed by the Directors. However, commission is payable to Managing Director and Independent Directors of the Company depending on the net profit for the financial year not exceeding the overall limit as per section 198 read with schedule V of the Companies Act, 2013.

vii. **Affirmation that the remuneration is as per the remuneration policy of the Company:**

The Company is in compliance with its remuneration policy.

INFORMATION AS PER RULE 5(2) OF CHAPTER XIII, THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Names of top ten employees of the company in terms of remuneration drawn

S.No.	1	2	3	4	5	6	7	8	9	10
Name of the Employee	MRama Krishna Prasad	Vishwanath Sharma	K Ravi Kumar	Sunil Sharma	Nagendra CH	Ashutosh Verma	Sai Rupa Rao	Swarna Priya T	Swagathika Sahoo	Palakonda KiranKumar
Designation	Chief Financial Officer	Delivery Head	Company Secretary	Vice President	Delivery Manager	Vice President	Sr. Manager HR	Delivery Manager	Team Lead	Team Lead
Age & Experience in yrs	58	49	68	50	37	55	37	41	39	37
Date of Joining	01-07-2019	21-06-2021	09-08-2013	01-06-2020	05-06-2020	01-09-2021	19-09-2019	30-11-2020	01-04-2020	30-03-2021
Remuneration per annum (Rs. In lakhs)	1500000	1450000	1200000	1140000	820000	750000	740000	690000	580000	570000
Previous Employment & Designation										
Nature of employment, whether contractual or otherwise	Employee	Employee	Employee	Employee	Employee	Employee	Employee	Employee	Employee	Employee
The percentage of equity shares held by the employee in the company	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Whether any such employee is a relative of any director or manager of the company and if so, name of such director or manager	No	No	No	No	No	No	No	No	No	No

RESPONSE INFORMATICS

- (viii) **Particulars of employees posted and working in a country outside India, not being Directors or their relatives, drawing more than sixty lakh rupees per year or five lakh rupees per month, as the case may be, as may be decided by the Board, need not be circulated to the members in the Report, but such particulars shall be filed with the Registrar of Companies while filing the financial statement and the Report:**

Not Applicable as no employee was posted in a Country outside India for working on behalf of the Company.

- (ix) **Particulars of employees drawing remuneration aggregating to Rs.1.02 crores per annum employed during the year 2021-22 and employees drawing remuneration of Rs.8.5 lakhs per month employed for the part of financial year:**

Not applicable as no employee was drawing remuneration aggregating to Rs.1.02 crores per annum employed during the year 2021-22 and employees drawing remuneration of Rs.8.5 lakhs per month employed for the part of financial year.

1. RATIO OF REMUNERATION TO EACH DIRECTOR

No other Director has drawn any remuneration except Smt. Bhuvaneswari Seetharaman and hence the ratio of remuneration doesn't arise.

2. CODE OF CONDUCT COMPLIANCE:

All Members of the Board and Senior Management have affirmed compliance to the Code of Conduct for the Financial Year 2021-22. A declaration signed by the Managing Director affirming compliance with the Company's Code of Conduct by the Board of Directors and Senior Management for the Financial Year 2021-22 as required under Regulation 26(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is included in the Corporate Governance Report which is appended as Annexure 'IV' and forms part of this Report.

3. MECHANISM FOR EVALUATION OF THE BOARD

The Nomination and Remuneration Committee lays down the criteria for performance evaluation of Independent Directors, Board of Directors and Committees of the Board.

The criteria for performance evaluation is based on the parameters like attendance and participation at the meetings of the Board and Committees thereof, contribution to strategic decision making, review of financial statements, business performance.

The evaluation of Board of Directors is performed by the Board after seeking all the inputs from the Directors and the Board Committees by seeking inputs from the Committee members.

The performance evaluation of the individual directors is done by the Nomination and Remuneration Committee.

The performance evaluation of non-independent directors, the Board as a whole and the Chairman is done by a separate meeting of Independent Directors after taking inputs from the Executive directors.

4. SECRETARIAL STANDARDS

The Company is in compliance with the applicable secretarial standards.

5. EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities except as mentioned:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock options scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buyback shares: NA

6. Disclosure about revision: NA

Events after the end of the financial year:

7. Preferential Allotment of Shares: YES

(A) The allotment of shares on Preferential basis was approved in the Extra-ordinary general meeting held on 5th April 2022 and allotment was made on 22nd April 2022

S. No.	Name and Address of the Shareholder	Total No of Shares Allotted	Nominal Value of Shares issued at Rs. 10/- per Share	Distinctive no's	
				From	to
1	Mr. Kishore Kumar Ganji , Villa15, Meenakshi Bamboos, Gachibowli, Hyderabad-500032.	5,00,000	50,00,000	60,50,301	60,50,301
2	Orabase Solutions LLP 1 ST FLOOR, PLOT NO 260, GUTTALA BEGUMPET, KAVURI HILLS HYDERABAD - 500081	5,00,000	50,00,000	65,50,301	70,50,300
3	Mr. M. Sunil Kumar Villa23, Aparna County, Miyapur, Hyderabad-500049.	5,00,000	50,00,000	70,50,301	75,50,300
Total		15,00,000	1,50,00,000		

The said issue was approved by the share holders in Extraordinary general meeting of the company held on 05 April 2022. In compliance with the said approval the company allotted 15,00,000 equity shares on 22 April 2022.

As a result the paid up capital of the company was increased to rupees 7,47,64,000.

(B) The registered office of the company was shifted from Spaces & More Business Park E1, 5th Floor, 1-89/A/8/C/2, Vittal Rao Nagar, Madhapur, Hyderabad TG 500081 to **Plot no, 42, Nagarjuna Hills, Punjagutta, Hyderabad-500082 Telangana**

35. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There is no application filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

36. MD/CFO CERTIFICATION:

The Managing Director and CFO certification of the financial statements for the year 2021-2022 is annexed in this Annual Report as Annexure VII.

RESPONSE INFORMATICS

37. CODE OF CONDUCT FOR THE PREVENTION OF INSIDER TRADING:

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015 and Amended Regulations 2018. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information and code of conduct for the prevention of insider trading, is available on our website <https://www.responseinformaticsltd.com/codeofinsider/?id=investors>.

38. ACKNOWLEDGEMENTS:

The Directors wish to place on record their appreciation of the contribution made by the employees at all levels, to the continued growth and prosperity of the Company. Directors also wish to place on record their appreciation of business constituents, banks, other institutions and shareholders of the Company for their continued support for the growth of the Company.

For and on behalf of the Board of Directors

Sd/-

Subramaniyam Seetha Raman

Managing Director

(DIN: 06364310)

Place: Hyderabad

Date: 24-08-2022

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31.03.2022

FORM NO. MR.3

Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014

To

The Members,

M/s. RESPONSE INFORMATICS LIMITED

Plot No. 42, Nagarjuna Hills, Punjagutta,
Hyderabad - 500082 Telangana.

1. I have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by M/s. RESPONSE INFORMATICS LIMITED CIN No: L72200TG1996PLC025871 (hereinafter called as "the Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.
2. The company is engaged in the business of Software.
3. Based on my verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by me and explanations furnished and representations made to me by the company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has during the Audit Period covering the Financial Year ended 31st March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
4. I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. RESPONSE INFORMATICS LIMITED (hereinafter called as "the Company") for the financial year from 1st April 2021 and ended with 31st March, 2022 ("Audit Period") according to the provisions of :
 - i) The Companies Act, 1956 (to the extent applicable) and the Companies Act, 2013 (the Act) and the Rules made there under;
 - ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made there under;
 - iii) The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
 - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and external Commercial Borrowings;
 - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines 1999.
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008.
 - f) The Securities and Exchange Board of India (Registrars to an issue and share transfer agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (buyback of Securities) Regulations, 1998;

RESPONSE INFORMATICS

i) The following other laws as specifically applicable in the view of the Management.

(I) Income Tax act, 1961

(II) Information Technology Act, 2000

5. I have also examined compliance of:

a. The applicable regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time and

b. the applicable Secretarial Standards.

6. I further report that, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, etc. Mentioned above. However, please note for the Audit period:

(i) SEBI (ICDR) Regulations, 2009 are not applicable, as there being no further issues of any securities.

(ii) SEBI (ESOS & ESOP) Guidelines, 1999 are not applicable, as there being no schemes of the Company under the said Guidelines.

(iii) SEBI (Issue and Listing of Debt Securities) Regulations, 2008 are not applicable as there being no debt securities, which are listed on any of the recognized stock exchange.

(iv) SEBI (Delisting of Equity Shares) Regulations, 2009 are not applicable, as there being not instances of delisting of equity Shares.

(v) SEBI (Buyback of Securities) Regulations, 1998 are not applicable, as there being no instances of buy-back of shares

(vi) The compliance of other specific applicable laws as listed in 4 (v) (i) above, were relied on the basis of representations and compliance certificates issued by the Managing director compliance officers and other officials of respective / concerned Departments of the company.

7. I further report that:

a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the compositions of the Board of Directors that took place during the period under review were

carried out in compliance with the provisions of the act.

b. Adequate Notice is given to all the Directors to Schedule the Board Meetings, agenda and detailed notes on agenda were sent at least 7 days in advance.

c. There exists a system for seeking and obtaining further information and clarifications on the agenda items before the meeting and meaningful participation at the meeting.

d. Majority decision is carried through and there were no instances of dissenting members in the Board of Directors.

e. It is also noted that the Company has an Internal Audit System to constantly monitor the process for efficient compliances.

f. Required forms were filed with MCA, additional fee paid wherever required.

8. I further report that there exist adequate systems and processes in the Company that commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

9. I further report that during the audit period, the following specific event / actions having a major bearing on Company's affairs in pursuance of the above-referred laws, rules, regulations, guidelines, standards, etc. took place:

The Board of Directors approved the proposal for allotment of Equity shares to identified persons on preferential basis in its meeting Dt. 02nd march, 2022 and convened Extra ordinary General Meeting on 04th April 2022. Company applied for In principle approval of BSE Limited and awaiting the approval.

Sd/-

VBSS PRASAD

Place: Hyderabad.

Company Secretary

Date: 12-07-2022

(FCS: 4139, CP. 4605)

UDIN number: **F004139D000607203**

Annexure to the Secretarial Audit Report

To

The Members,

M/s. RESPONSE INFORMATICS LIMITED

Hyderabad

My Secretarial Audit Report of even date is to be read along with this letter:

1. It is the responsibility of the management of the Company to maintain Secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. My responsibility is to express an opinion on these Secretarial records, Standards and procedures followed by the Company with respect to secretarial compliance.
3. I believe that audit evidence and information obtained from the company's Management is adequate and appropriate for me to provide a basis for my opinion.
4. Wherever required, I have obtained the management's representations about the compliance of laws, rules and regulations and happening of events etc.
5. The secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company

Sd/-

UDIN number: **F004139D000607203**

Place: Hyderabad.

Date: 12-07-2022

VBSS PRASAD

Company Secretary

(FCS: 4139, CP. 4605)

RESPONSE INFORMATICS

ANNEXURE-II

Form AOC-2

Particulars of contracts/arrangements made with related parties

[Pursuant to Clause(h) Sub-section(3) of Section134 of the Companies Act, 2013 and Rule 8(2)of the Companies (Accounts) Rules, 2014-AOC-2]

This form pertains to the disclosure of particulars of contracts/arrangements entered into between the Company with related parties referred to in Sub-Section (1) of Section 188 of the Companies Act, 2013 including arm's length transaction under third proviso thereto.

A. Details of contracts or arrangements or transactions not at arm's length basis: NIL

There are no contracts or arrangements or transactions not at arm's length basis.

(a) Name(s) of the related party and nature of relationship

(b) Nature of contracts/arrangements/transactions

(c) Duration of the contracts/arrangements/transactions

(d) Salient terms of the contracts or arrangements or transactions including the value, if any

(e) Justification for entering into such contracts or arrangements or transactions

(f) Date(s) of approval by the Board

(g) Amount paid as advances, If any:

(h) Date on which the special resolution was passed in general meeting as required under first proviso to section188

B. Details of contracts or arrangement or transactions at arm's length basis: NIL

ANNEXURE-III

The conservation of energy, Technology absorption, Foreign Exchange earnings and outgo pursuant to the provisions of section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014.

A. DETAILS OF CONSERVATION OF ENERGY

The operations of the Company are not energy intensive. However, adequate measure have been taken to conserve and reduce the energy consumption by using energy efficient computer monitors and other equipment's, air-conditioners are used only when required. We believe energy saved is energy produced.

B. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

The company is in the activity of providing Information Technology related services. To the extent possible the company is trying to adopt innovative methods in the technology absorption, adaptation and innovation.

(i).Foreign Exchange Earnings and Outgo.

	Rs. In Lakhs	
Particulars	2021-22	2020-21
Foreign exchange earnings	251.93	207.90
Foreign exchange outgo	NIL	NIL

ANNEXURE-IV

CORPORATE GOVERNANCE REPORT

In accordance with Regulation 34 (3) read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the report containing the details of Corporate Governance systems and processes at Response Informatics Limited as follows:

Response Informatics Limited's committed to best practices in the area of Corporate Governance. Good governance facilitates effective management and control of business, maintaining a high level of business ethics and optimizing the value for all stakeholders.

The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance is backed by Principles of Concern, Commitment, Ethics, Excellence and Learning in all its acts and relationships with Stakeholders, Clients, Associates and Community at large. This philosophy revolves around fair and transparent governance and disclosure practices in line with the principles of Good Corporate Governance. The Corporate Governance Structure in the Company assigns responsibilities and entrusts authority among different participants in the organization viz. the Board of Directors, the Senior Management, Employees, etc. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

DATE OF REPORT

The information provided in the Report on Corporate Governance for the purpose of unanimity is as on 31st March, 2022. The Report is updated as on the date of the report wherever applicable.

BOARD DIVERSITY:

The Company recognizes and embraces the importance of a diverse Board in its success. We believe that a truly diverse Board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website.

1. BOARD OF DIRECTORS

A. COMPOSITION OF THE BOARD

The Company is managed and controlled through a professional body of Board of Directors which comprises of an optimum combination of Executive, Non Executive and Independent Directors headed by the Managing Director. As on date of this report, the Board of Directors of the

Company has 4 members including one woman director on the Board (including two Independent Non-Executive Directors) with vast experience and knowledge. None of the Directors on the Board is a member of more than 10 committees or Chairman of more than 5 companies across all the Companies in which he/she is a Director.

The Board has been enriched with the advices and skills of the Independent Directors. The composition of the Board of Directors and details of number of Directorships/committee chairmanships/memberships attendance particulars is as under:

Name	Category	Attendance at the AGM held on 30 th September 2021	Attendance in Board Meetings		No. of Directorships in other companies		No. of committee positions held in other public companies	
			Held	Present	Chairman	Director	Chairman	Member
Bhuvaneshwari Seetharaman	Non-Executive Non-Independent Director	Yes	6	6	-	2	-	-
Subramaniam Seetha Raman	Chairperson, Managing Director	Yes	6	6	-	2	-	-
Prakash Babu Kondeti	Non-Executive Independent Director	Yes	6	6	-	2	-	-
Chandra Sekhar Pattapurathi	Non-Executive Independent Director	Yes	6	6	-	6	1	1

B. A CHART OR A MATRIX SETTING OUT THE SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS:

Sl.No.	Name of the Director	Coreskills/expertise/competencies
1.	Bhuvaneshwari Seetharaman	Management, Administration
2.	Subramaniam Seetha Raman	Technical, Operations, Corporate, Strategy
3.	Prakash Babu Kondeti	Administration, Management
4.	Chandra Sekhar Pattapurathi	Finance, Operations and Business Strategy

C. DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Mrs. Bhuvaneshwari Seetharaman Director and Mr. Subramaniam Seetha Raman Managing Director of the company are related to each other by virtue of their relationship as Mother and son. Other Directors do not have any interse relation with each other.

RESPONSE INFORMATICS

D. NUMBER OF SHARES AND CONVERTIBLE INSTRUMENTS HELD BY NON – EXECUTIVE DIRECTORS:

Mrs. Bhuvaneshwari Seetharaman, Non –Executive director of the company holds 3,48,790 Equity Shares of the company.

E. INDEPENDENT DIRECTORS

The Company has complied with the definition of Independence as per Regulation 16(1)(b) of the SEBI (LODR), Regulations, 2015 and according to the Provisions of Section 149(6) of the Companies Act, 2013. The Company has also obtained declarations from all the Independent Directors pursuant to Section 149(7) of the Companies Act, 2013.

It is also confirmed that in the opinion of the Board, the Independent Directors fulfil the conditions specified in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the management.

During the year under review, no Independent Director of the Company have resigned before expiry of his tenure from the Board of Directors of the Company.

The listed entity has complied with the provisions of the LODR Regulations and circulars/ guidelines issued there under.

The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from my examination of those records. The management explained that, as the Paid up capital of the company is Rs.59764000, as per Regulation 15 (2) of the LODR Regulations 2015 of SEBI, Regulations 17 to 27 are not applicable to the company.

15(2) of LODR regulations: The compliance with the corporate governance provisions as specified in regulations 17, 12[17A,] 18, 19, 20, 21, 22, 23, 24, 13[24A,] 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V shall not apply, in respect of –

(a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year:

F. INDEPENDENT DIRECTORS' MEETING:

As per Clause 7 of the Schedule IV of the Companies Act (Code for Independent Directors) and Regulation 25(3) of SEBI (Listing obligation and Disclosure Requirements) Regulation, 2015, a separate meeting of the Independent Directors of the Company (without the attendance of Non-Independent Directors) was held on 22.03.2022, and discussed the following:

1. Evaluation of the performance of Non-Independent Directors and the Board of Directors as whole;
2. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.
3. Reviewed the performance of the Chairperson of the Company.

All the Independent Directors of the Company eligible to attend were present at the meeting.

G. FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

As required under Regulation 25(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 read with Schedule IV of the Companies Act, 2013, the Company regularly familiarizes Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc.

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated. Detailed presentations on important policies of the Company is also made to the directors. Direct meetings with the Chairman is further facilitated to familiarize the incumbent Director about the Company/its businesses and the group practices.

The details of familiarisation programme held in FY 2021-22 are also disclosed on the Company's website <https://www.responseinformaticsltd.com/policy/?id=investors>

2. AUDIT COMMITTEE: (Audit Committee constituted in terms of Section 177 of Companies Act, 2013 read with Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)**a. BRIEF DESCRIPTION OF TERMS OF REFERENCE:**

The terms of reference of the Audit Committee are placed in the website of the company <https://www.responseinformaticsltd.com/policy/?id=investors>

b. COMPOSITION, MEETINGS & ATTENDANCE

There were four(4) Audit Committee Meetings held during the year on 19.04.2021, 12.08.2021, 11.11.2021 and 27.01.2022

Name	Designation	Category	Number of meetings during the year	
			2021-2022 Held	Attended
Mr. P. Chandra Sekhar	Chairman	Independent, Non-Executive	4	4
Mr. K. Prakash Babu	Member	Independent, Non-Executive	4	4
Mr. Subramaniam Seetha Raman	Member	Managing Director	4	4

Previous Annual General Meeting of the Company was held on 30th September 2021 and Mr. P. Chandra Sekhar, Chairman of the Audit Committee attended previous AGM.

3. NOMINATION AND REMUNERATION COMMITTEE (Nomination and Remuneration Committee constituted in terms of Section 178 of Companies Act, 2013 read with Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

RESPONSE INFORMATICS

The terms of reference of the Nomination and Remuneration committee are placed in the website of the company <https://www.responseinformaticsltd.com/policy/?id=investors>.

a. COMPOSITION OF THE NOMINATION AND REMUNERATION COMMITTEE, MEETINGS & ATTENDANCE

There were two Nomination and Remuneration Committee Meetings held during the financial year

Name	Designation	Category	Number of meetings during the year 2021-2022	
			Held	Attended
Mr. P. Chandra Sekhar	Chairman	Independent, Non-Executive	2	2
Mr. K. Prakas Babu	Member	Independent, Non-Executive	2	2
Mrs. Bhuvaneswari Seetharaman	Member	Non Executive	2	2

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 and individual performance.

The terms of reference of the Remuneration policy is placed in the website of the company <https://www.responseinformaticsltd.com/policy/?id=investors>

MECHANISM FOR EVALUATION OF THE BOARD

Evaluation of all Board members is performed on an annual basis. The evaluation is performed by the Board, Nomination and Remuneration Committee and Independent Directors with specific focus on the performance and effective functioning of the Board and Individual Directors.

In line with Securities and Exchange Board of India Circular No. SEBI/HO/CFD/CMD/CIR/P/2017/004, dated January 5, 2017 and the Companies Amendment Act, 2017 the Company adopted the recommended criteria by Securities and Exchange Board of India.

The Directors were given six Forms for revaluation of the following:

- (i) Evaluation of Board.
- (ii) Evaluation of Committees of the Board.
- (iii) Evaluation of Independent Directors.
- (iv) Evaluation of Chairperson.
- (v) Evaluation of Non-Executive and Non-Independent Directors and
- (vi) Evaluation of Managing Director.

The Directors were requested to give following ratings for each criteria:

1. Could do more to meet expectations.
2. Meets expectations and
3. Exceeds expectations.

The Directors have sent the duly filled forms to Nomination & Remuneration committee. Based on the evaluation done by the Directors, the Committee has prepared a report and submitted the Evaluation Report. Based on the report, the Board of Directors has informed the rankings to each Director and also informed that the performance of Directors is satisfactory, and they are recommended for continuation as Directors of the Company.

REMUNERATION TO DIRECTORS

Name of the Director	Remuneration(Rs)	Sitting Fee(Rs)	Total (Rs)	No of Shares held
Mrs. Bhuvaneswari Seetharaman	11,00,000	5,000	11,05,000	348,790
Mr. P. Chandra Sekhar	0	12,500	12,500	0
Mr. K. Prakash Babu	0	12,500	12,500	6,000

4. **STAKEHOLDERS RELATIONSHIP COMMITTEE:** (Stakeholders Relationship Committee constituted in terms of Section 178(5) of Companies Act, 2013 read with Regulation 20 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

a. COMPOSITION AND ATTENDANCE FOR GENERAL MEETINGS:

Name	Designation	Category	Number of meetings during the year 2021-2022	
			Held	Attended
Mr. P. ChandraSekhar	Chairman	Independent,Non-Executive	1	1
Mr. K. Prakash Babu	Member	Independent,Non-Executive	1	1

b. NAME AND DESIGNATION OF COMPLIANCE OFFICER

Mr. Kanneganti Ravi Kumar, Company Secretary of the Company is the Compliance Officer of the Company.

RESPONSE INFORMATICS

c. DETAILS OF COMPLAINTS/REQUESTS RECEIVED, RESOLVED AND PENDING DURING THE YEAR 2021-22

INVESTOR COMPLAINTS	
Particulars	Financial Year ended 31.03.2022
Pending at the beginning of the year	0
Received during the year	0
Disposed of during the year	0
Remaining unresolved at the end of the year	0

5. GENERAL BODY MEETINGS

A. LOCATION, DATE AND TIME OF LAST THREE AGMS AND SPECIAL RESOLUTIONS THEREAT AS UNDER:

Financial Year	Date	Time	Venue	Special Resolution Passed
2018-2019	05.08.2019	10:30 A.M	JS Krishnamurthy Hall, Federation House, 11-6-841, FAPCCI Marg, Red Hills, Hyderabad, Telangana - 500004	1. Alteration of Objects Clause 2. Alteration of Articles of Association
2019-2020	24.09.2020	03:30 P.M	Video Conference (VC)/Other Audio- Visual Means(OAVAM)	No
2020-21	30.09.2021	11:00 A.M.	Video Conference (VC)/Other Audio- Visual Means(OAVAM)	1. Alteration of Articles of Association

No Extra-ordinary General Meetings/Postal ballot was held during the year 2021-22.

6. DISCLOSURES

a. COMPLIANCES:

There are no penalties imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority on any matter related to capital markets, during the Financial Year 2021-22

b. WHISTLE BLOWER POLICY:

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined in Regulation 22 of SEBI (LODR) Regulations 2015 and in terms of Section 177 of the Companies Act, 2013

The Whistle Blower Policy is placed in the website of the company <https://www.responseinformaticsltd.com/codeofinsider/?id=investors>.

c. CERTIFICATE FROM PRACTICING COMPANY SECRETARY

The Company has obtained certificate from Practicing Company Secretary that none of the Directors on

the Board of the Company are debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such authority. And the Certificate to this effect, duly signed by the Practicing Company Secretary is annexed to this Report as Annexure-VIII.

d. RECOMMENDATIONS OF COMMITTEES

The Board has accepted and acted upon all the recommendations by the Audit & Nomination and Remuneration Committees.

e. DISCLOSURE IN-RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013.

The following is the summary of sexual harassment complaints received and disposed during the calendar year.

1. No. of complaints received during the financial year: Nil
2. No. of complaints disposed of during the financial year: Nil
3. No. of complaints pending at the end of the financial year: Nil

The prevention of Sexual harassment policy of the company available on our company website <https://www.responseinformaticsltd.com/codeofinsider/?id=investors>.

f. NON-COMPLIANCE OF ANY REQUIREMENT OF CORPORATE GOVERNANCE REPORT. The company has complied with the requirement of Corporate Governance Report of sub-paras (2) to(10) of Schedule-V of the Securities Exchange Board of India (LODR)Regulations, 2015.

g. CODE OF CONDUCT

The Company has formulated and implemented a Code of Conduct for Board Members and Senior Management of the Company. Requisite annual affirmations of compliance with the respective Codes have been made by the Directors and Senior Management of the Company.

h. DECLARATION ON CODE OF CONDUCT FOR THE YEAR 2021-22.

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management personnel of the Company. The code of Conduct has also been posted on the website of the Company. It is further confirmed that all Directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the Financial Year ended on March 31, 2022 as envisaged in Regulation 26(3) of the SEBI (Listing obligations and disclosure requirements) Regulations,2015

i. MD/CFO Certification

The Managing Director/CFO certification of the financial statements as specified in Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 for the Financial Year 2021-2022 is provided as Annexure-VII.

7. MEANS OF COMMUNICATION:

- i. The Board of Directors of the Company approves and takes on record the quarterly, half yearly and yearly financial results in the proforma prescribed by Regulation 33 of SEBI (LODR), Regulations, 2015 within forty-five days/sixty days of the close of the respective period.
- ii. The approved financial results are forthwith sent to the Stock Exchange and are published in the news papers namely, Nava Telangana and The Indian Mail within forty-eight hours of approval thereof.
- iii. The Company's quarterly/half yearly financial results are uploaded on Company's website <https://www.responseinformaticsltd.com>.

RESPONSE INFORMATICS

8. GENERAL SHARE HOLDERS INFORMATION:

Company Registration Details	The Company is registered in the State of Telangana, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L72200TG-1996PLC025871.
Annual General Meeting date, time & Venue:	Date: 30.09.2022 Time: 4:30 P.M. Venue: Video Conference (VC) /Other Audio-Visual Means(OAVM)
Financial Calendar	1 st April to 31 st March.
Tentative Schedule for considering Financial Results:	
For the Quarter ending, June, 2022	July/August,2022
For the Quarter ending September, 2022	October/November,2022
For the Quarter ending December, 2022	January/February,2023
For the Quarter/year ending	April/May, 2023 March, 2023
Name and address of each stock exchange(s) at which the Company's securities are listed	BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400 023
Confirmation of Payment of annual listing fees to stock exchanges	Paid to BSE, where the shares of the Company are listed
Scrip Code	538273
ISIN Number for NSDL &CDSL	INE401B01010
In case the securities are suspended from trading, the directors report shall explain the reason there of	The securities of the Company are not suspended from trading by the Stock Exchanges.
Address for correspondence / Investor Correspondence / Query on Annual Report, etc:	Plot No 42, Nagarjuna Hills, Punjagutta, Hyderabad Telangana – 500082, Phone No: 040-40037073 Email: cs@responseinformatics.com
List of all Credit Ratings obtained by the entity alongwith any revisions there to during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the-listed entity involving mobilization of funds, whether in India or abroad.	Since the Company has not issued any Debt Instruments or Fixed Deposit Programme, there fore company has not obtained any Credit Ratings during the Financial Year.

1. Registrars & Transfer Agents: M/s. Aarathi Consultants Private Limited. Address: 1-2-285, Domalguda, Hyderabad - 29 Email: info@aarthiconsultants.com

2. Share Transfer System:

The Company's Shares are traded on BSE Limited compulsorily in the dematerialized form. Transfer of these shares is done through depositories with no involvement of the Company. However, all requests received for transfer of shares for off market transaction in physical form furnishing with a copy of PAN card of the transferee(s) in compliance with the SEBI circular in that behalf, are processed by the Registrars and Transfer Agents. The Share Transfers are registered and returned within a period of 15 day from the date of lodgment, if documents are complete in all respect.

All matters pertaining to share transfer in physical form are handled by the Registrars and Share Transfer Agents M/s. Aarathi Consultants Private Limited, Hyderabad, who is registrar to the Company. The share transfer requests are processed by them and a transfer register is sent to the Company for approval once in a fortnight. There were no share transfers pending as on 31st March 2022.

3. Market price data:

Monthly High/Low of market price of the Company's shares traded on the BSE Limited.

S. No.	Month	High (Rs.)	Low (Rs.)
1	April,2021	7.65	7.65
2	May,2021	7.95	7.8
3	June,2021	7.96	10
4	July,2021	10	10
5	August,2021	9.97	9.03
6	September,2021	12.56	9.86
7	October,2021	12.53	9.75
8	November,2021	11.21	8.39
9	December,2021	12.96	11.77
10	January,2022	12.96	12.96
11	February,2022	13.60	12.96
12	March,2022	13.60	12.96

RESPONSE INFORMATICS

4. SHAREHOLDING PATTERN AS ON 31ST MARCH, 2022: Distribution of Shareholding as on 31.03.2022

Category code	Category of Shareholder	Total Number of shares	% of share holding	Shares pledged or otherwise encumbered	
				Number of Shares	As a Percentage
(A)	Shareholding of Promoter and Promoter Group				
-1	Indian				
a.	Individuals/Hindu Undivided Family	1248790	20.9	--	--
b.	Central Government/State Government(s)			--	--
c.	Bodies Corporate	--	--	--	--
d.	Financial Institutions/Banks	--	--	--	--
	Others :-	--	--	--	--
e.	Mutual Funds	--	--	--	--
f.	Trusts	--	--	--	--
	Sub Total (A)(1)	1248790	20.9	--	--
-2	Foreign				
a.	Individuals (Non Resident Individuals/Foreign Individuals)	2973681	49.76	--	--
b.	Bodies Corporate	--	--	--	--
c.	Institutions	--	--	--	--
	Others :-	--	--	--	--
d.	Overseas Corporate Bodies	--	--	--	--
	Sub Total (A)(2)	2973681	49.76	--	--
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	4222471	70.65	--	--
(B)	Public Shareholding				
-1	Institutions				
a.	Mutual Funds/UTI				
b.	Financial Institutions/Banks	--	--	--	--
c.	Central Government/State Government(s)	--	--	--	--
d.	Venture Capital Funds	--	--	--	--
e.	Insurance Companies	--	--	--	--
f.	Foreign Institutional Investors				
g.	Foreign Venture Capital Investors	--	--	--	--
h.	Foreign Companies	--	--	--	--
	Sub Total (B)(1)			--	--
-2	Non-Institutions				
a.	Bodies Corporate	372244	6.23	--	--
b.	Individuals			--	--
	i) Individual shareholders holding nominal share capital up to Rs.2 lakh	880860	14.74	--	--
	ii) Individual shareholders holding nominal share capital in excess of Rs.2 lakh	498325	8.34	--	--
c.	Any Others :-			--	--
	i) Non-Resident Individuals	2500	0.05	--	--
	ii) Overseas Corporate Bodies	--	--	--	--
	iii) Trusts	--	--	--	--
	iv) Employees	--	--	--	--
	v) Clearing Members	--	--	--	--
	vi) Foreign Nationals	--	--	--	--
	vii) NBFCs registered with RBI	--	--	--	--
	viii) IEPF				
	Sub Total (B)(2)	1753929	29.34	--	--
	Total Public Shareholding (B)=(B)(1)+(B)(2)	1753929	29.34	--	--
	Total (A)+(B)	5976400	100	--	--
d	Shares held by Custodians and against Depository Receipts have been Issued	--	--	--	--
	Grand Total (A)+(B)+(C)	5976400	100	--	--

5. DISTRIBUTION OF SHARE HOLDING AS ON 31.03.2022

SL. NO.	No. of equity Shares held	No. of Shareholders	%	No. of Shares	%
1	1-5000	723	65.97	148537	2.49
2	5001-10000	153	13.96	109858	1.84
3	10001-20000	78	7.12	117673	1.97
4	20001-30000	73	6.66	183820	3.08
5	30001-40000	12	1.09	42788	0.72
6	40001-50000	14	1.28	67700	1.13
7	50001-100000	17	1.55	122915	2.06
8	100001 & above	26	2.37	5183109	86.73
	TOTAL	1096	100	5976400	100

6. DEMATERIALIZATION & LIQUIDITY OF SHARES AS ON 31-3-2022:

Dematerialization and Liquidity of Shares:

Trading in Company's shares is permitted only in dematerialized form for all investors. The ISIN allotted to the Company's scrip is INE401B01010. Investors are therefore advised to open a demat account with a Depository participant of their choice to trade in dematerialized form.

Mode	No. of shares	% of total paid up
CDSL	967419	16.19
NSDL	4542571	76.01
Physical	466410	7.80
Total	5976400	100.00

- 7.** There are no outstanding global depository receipts or American Depository Receipts likely to impact on the Equity.

RESPONSE INFORMATICS

GREEN INITIATIVE IN THE CORPORATE GOVERNANCE

As part of the green initiative process, the Company has taken an initiative of sending documents like notice calling Annual General Meeting, Corporate Governance Report, Directors Report, Audited financial Statements, Auditors Report etc., by email.

shareholders whose email addresses are not registered with the Company and for bounced mail cases are requested to register their email id with Registrar and Share Transfer Agent/concerned depository to enable the Company to send the documents in electronic form or inform the Company, in writing, in case they wish to receive the above documents in paper mode.

For and on behalf of the Board of Directors

Sd/-

Subramaniyam Seetha Raman

Managing Director

(DIN: 06364310)

Place: Hyderabad

Date: 24-08-2022

CERTIFICATE ON COMPLIANCE WITH THE REGULATIONS OF CORPORATE GOVERNANCE TO THE SHAREHOLDERS OF RESPONSE INFORMATICS LIMITED

- I, VBSS Prasad, Company Secretary in Practice, the Secretarial Auditor of Response Informatics Limited ("the Company"), have examined the compliance of conditions of Corporate Governance by the Company, for the year ended on 31st March 2022, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and paras C and D of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments from time to time (the "Listing Regulations").

MANAGEMENT'S RESPONSIBILITY

- The compliance of conditions of Corporate Governance is the responsibility of the Management. This responsibility includes the design, implementation and maintenance of internal control and procedures to ensure compliance with the conditions of the Corporate Governance stipulated in the Listing Regulations.

AUDITORS' RESPONSIBILITY

- My responsibility is limited to examining the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
- I have examined the relevant records and documents maintained by the Company for the purposes of providing reasonable assurance on the compliance with Corporate Governance requirements by the Company.

OPINION

- Based on my examination of the relevant records and according to the information and explanations provided to me and the representations provided by the Management, I certify that As per regulation 15. (1) of LODR regulations, The provisions of this chapter shall apply to a listed entity which has listed its specified securities on any recognised stock exchange(s) either on the main board or on SME Exchange or on institutional trading platform: (2) The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V shall not apply, in respect of - (a) the listed entity having paid up equity share capital not exceeding rupees ten crore and net worth not exceeding rupees twenty five crore, as on the last day of the previous financial year.

Since during the year ended 31st March 2022 the paid-up capital of the company or net worth do not exceed the limits prescribed under regulation 15 (1), the certificate mentioned in para E of Schedule V is also not applicable.

- I state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company Reporting of internal auditor directly to the Audit Committee.

Sd/-

VBSS PRASAD

Place: Hyderabad.

Company Secretary

Date: 06-08-2022

(FCS: 4139, CP. 4605)

UDIN NO: F004139D000755285

ANNEXURE-V

Management's Discussion and Analysis Report

1. Background and Overview

Response Informatics is a global IT Enterprise Automation, Consulting & Software Solutions Provider, headquartered in Hyderabad, India. We extensively work as consulting partner with Salesforce and as a Strategic partner of AWS. We accelerate innovation through exceptional Automation Capability that empowers our clients to digitally transform themselves and seamlessly adapt to new technologies. Our focus is on building long-term customer relationships, by becoming their partners and trusted advisors, understanding and anticipating their unique needs so they can achieve significant ROI ahead of schedule that will enable them to Go to Market faster.

Our Innovative approach for a digital transformation platform aims at bringing most of the operational functions that happen in an IT landscape together under one roof and simplifying them by way of Automation. This Cloud Agnostic and Technology Agnostic has no limitations to the industry for which they could be adopted. Be it the healthcare industry where a lot of compliance policy regulations are to be followed or the banking industry where a lot of focus needs to be given to security or any other industry, this platform fits in seamlessly.

This sophisticated platform provides a lot of digital insights into any Software/Technology initiatives at any atomic level in the organization, helps enterprises migrate from On-Premise to Cloud along with Cloud Managed Services, accelerates DevOps transformation Journey, Automates any kinds of Compliance/Regulation policies and IT audit checklists, enables End to End services.

This Sophisticated, modular, and flexible platform is a One Stop solution for many digital initiatives that Organizations are embarking upon today.

We provide multidisciplinary expertise in digital technology and consulting, talent, and skills services to enable digital transformation and accelerate innovation.

Our vision is to be the leader in creating and delivering innovative workforce solutions that enable our clients to succeed in the changing world of work.

The purpose of our organization is to enable organizations to adapt to a dynamic world of work by providing our services, and to guarantee people's employability.

At Response Informatics, we're guided by our firm's **key principles**: Integrity, Innovation, Excellence, and Teamwork.

We collaborate with organizations all across the world to improve their workforces, maximize talent, and increase employability.

We leave a Trace and our milestones so far:

300+ Consultants

150+ Developers

40+ Clients

50+ Contracts

26+ Years of experience

Post-Pandemic Story:

We at Response have added value to the industry through the below accomplishments:

- Maintaining successful partnerships for nearly 20 + years
- Supported workforce management of over 40+ clientele
- Provided cost savings for clientele
- Throughout the year, we continued to build and invest in the biggest talent engine
- We are now well positioned in an attractive market with structural growth opportunities.
- Talent scarcity being a major concern, companies are increasingly relying on us to help them build the high-quality, diverse, and agile workforces they need to run successful and dynamic businesses

Making Flexible Work:

While companies are reshaping their workforces to make them more agile and efficient, for talent, too much flexibility can feel short-term and insecure. In this new world of work, our role as an intermediary is therefore essential. We can give people confidence and help them see and believe in their futures, while also providing the support and security they need today. By seeing the possible in people, we can make flexibility work, enabling our clients to hire the best talent when they need them, and enabling talent to seize new opportunities, learn new skills, and take on various roles that suit their needs over time.

2. Financial Results:

During the period under review, company has earned revenue of Rs. 7.01 crores as against Rs. 2.61 crores in the form of revenue from its operation during the previous financial year.

3. Opportunities and Threats:

Risk and opportunity management is essential to help us achieve our strategy. While entrepreneurship and innovation are stimulated throughout the organization, there are measures in place to define the risk boundaries and opportunities in steering our business in the right direction, especially in this post-pandemic period.

We are continuing initiatives to achieve seamless business processes, as well as robust IT systems and security capabilities that support our digital strategy. These efforts are changing our business models and

RESPONSE INFORMATICS

impacting our risk profile. Initiatives are concentrated in areas where success is most likely.

4. Industry Outlook:

The digital world has changed the game in business. In order to stay competitive, you need to be able to adapt your operations and services to meet consumer demand—and today, that means embracing emerging technologies.

Leading businesses are investing as much in upgrading the core of their business as they are in innovation, often by harnessing technology.

5. Future growth prospects of the Company:

Response Informatics has embarked upon Digital Transformation initiatives with various clients. Digital transformation is the process of using digital technologies to create new – or modify existing – business processes, culture, and customer experiences to meet changing business and market requirements. This reimagining of business in the digital age is digital transformation.

It transcends traditional roles like sales, marketing, and customer service. Instead, digital transformation begins and ends with how you think about, and engage with, customers. As we move from paper to spreadsheets to smart applications for managing our business, we have the chance to reimagine how we do business – how we engage our customers – with digital technology on our side.

For small businesses just getting started, there's no need to set up your business processes and transform them later. You can future-proof your organization from the word go. Building a 21st-century business on stickies and handwritten ledgers just isn't sustainable. Thinking, planning, and building digitally sets you up to be agile, flexible, and ready to grow.

As they embark on digital transformation, many companies are taking a step back to ask whether they are really doing the right things.

6. Risks and Concerns:

Risk Areas:

Strategic	Eg: New-market/Service, New technology, Innovation, culture, M&A
Operational	Eg: Service concepts, contract & delivery, IT & security, talent management, sustainability
Finance and Reporting	Eg: Tax accounting, credit management, treasury, statutory reporting
Compliance	Eg: Data protection, labor law, workplace health and safety, tax, competition law

Risks	Current Risk Mitigating Actions	Opportunities
<p>The extended pandemic continues to disrupt world trade and local business activities through repeated lockdowns that affect the economic outlook, talent mobility, and government labor policies (e.g. view on temporary employment). These could increase the business operational and compliance costs, as well as possibly reduce demand</p>	<p>Through our strategy, we are embracing technology to achieve the next phase of growth. The current situation has accelerated this ambition. In steering the local businesses, we adopt a balanced approach by managing adaptability and maintaining agility, as well as making Response informatics a unique experience available to clients and talent worldwide. Global policies and key reporting ensure that risk boundaries and opportunities are defined at a local level and that performance is monitored continually on a timely basis. In addition, the executive board meets frequently to closely manage the challenges brought about by the pandemic. We continued our 2020 programs in 2021 addressing the health and well-being of workers and economic recovery.</p>	<p>The accelerated digital transformation creates opportunities for innovative workforce solutions as we seek to reinforce our leading role in the IT services industry for years to come. Local businesses have the autonomy to respond to changing market conditions in order to seize opportunities and achieve greater client satisfaction and revenue growth. The Gig Staffing market creates opportunities for us.</p>
<p>Technological Disruption:</p> <p>Continual technological disruption and the extended remote way of working brought about by the pandemic have changed the business dynamics including the traditional recruitment and staffing business model. New delivery platforms, non-traditional competitors, and innovative remote engagement and delivery approaches are becoming a norm, and their presence is felt in the market. Action in these may result in reduced productivity or even affects the viability of the business.</p>	<p>Our digital strategy enables us to transform our business models in order to stay ahead of the competition. We are making relevant investments in technology through the Response informatics innovation fund, and accelerating digital programs such as Data-driven sales and workforce scheduling. Operational staff is involved in all our digital ventures to maximize acceptance as part of our change management strategy. To support our digital transformation Response increasingly provides talent with data-driven support through our cloud migration and application modernization strategy.</p>	<p>By leveraging our data-driven insights and cloud dashboard platforms to create unique offerings, we are well positioned for further growth and creating sustainable value.</p>

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Learning from the Impacts of Covid-19 and Leading the Recovery:

Throughout the coronavirus pandemic, Response Informatics has been helping businesses mobilize, stabilize and return to work.

Now in the post-COVID-19 recovery, we're helping them find opportunities while becoming stronger—including building resilience to navigate unforeseen events.

Building Strategic Resilience:

To meet the challenges posed by the pandemic, businesses around the world had to react in agile and decisive ways. As we move into the next phase, now is the time for businesses to seek out and seize the opportunities emerging in the recovery.

8. Human Assests

At Response Informatics, HR Professionals try to prevent employee turnover by implementing effective retention strategies by adopting critical sustainable trends such as establishing a strategic plan, involving employees in the decision-making process, initiating personalized compensation plans, installing mechanisms for career planning, training, and development and building flexible work programs, especially for critical knowledge - employees. These will help to retain core employees that will competitively drive the production wheel in the organization.

Response Informatics practices the three-phrase mantra to sustain in the competitive business environment. "Attract – Develop – Retain".

Right hire for a right job: The retention starts from the point where we hire the right candidate for the right profile. Employees get frustrated whenever there is a mismatch between their skill set and the job he does and definitely would end up looking for other job opportunities. Thorough research and background verification are done while hiring a new candidate and fitting him into the right job. Ensure every individual has been assigned responsibilities according to his specialization and interest.

Employee recognition is one of the most important factors that go a long way in retaining employees. Nothing works better than appreciating the employees. Their hard work is acknowledged. Monetary benefits such as incentives, perks, and cash prizes are motivating instruments for the employees to a large extent and they prefer sticking to the organization. Send a mail wishing the employees on their birthdays or congratulating them when they perform exceptionally well make them feel special and attached to the Organization. The top performers have always an upper edge and get a special performance bonus at the end of each quarter apart from the salary hikes and promotions after the appraisal.

Transparency: The team leads or the key managerial personnel are empowered and allowed to take critical decisions that make them feel important or valued by the company. It has greatly helped us in gaining the trust and confidence of the employees.

Benefits: Employee benefits can impact a company's strategic advantage by positively influencing organizational outcomes through costs and affecting employee behaviors, including retention, attraction, and motivation, in a way that is uniquely effective for the company. Offering better health insurance and retirement benefits tends to experience better rates of employee retention.

Health Insurance: The Employee Health Insurance Policy is a huge benefit, especially for those who cannot afford individual health insurance. The employees do not have to pay the premium for this plan. It is paid by the company on behalf of the employee. This way, the employees receive health insurance coverage free of cost from day 1 of their joining with no waiting periods and one such prominent example of it is the Maternity cover which was offered to many women employees in the organization. With such a policy, the employees feel that the company cares for their wellbeing and does not treat them as just a resource. It is one of the driving factors in creating a people-first company culture that is beneficial for both the employee and the company.

ANNEXURE-VI

DECLARATION BY THE MD ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Subramaniyam Seetha Raman, Managing Director of the Company hereby declare that all the members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of the Financial Year 2021-2022.

For and on behalf of the Board of Directors

Sd/-

Subramaniyam Seetha Raman

Managing Director

(DIN: 06364310)

Place: Hyderabad

Date: 24-08-2022

ANNEXURE-VII

CERTIFICATE BY THE MANAGING DIRECTOR AND CFO OF THE COMPANY

To,

The Board of Directors

Response Informatics Limited

Dear Sirs,

As required under Regulation 17(8) read with Part B, Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we state that:

1. We have reviewed the financial statements and the cash flow statement for the Financial Year ended 31st March, 2022 and to the best of our knowledge and belief;
 - a. These statements do not contain any materially untrue statement nor omit any material fact nor contain statements that might be misleading, and
 - b. These statements present a true and fair view of the company's affairs and are in compliance with the existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the company during the year, which are fraudulent, illegal or violative of the company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls, I have evaluated the effectiveness of the internal control systems of the company and I have disclosed to the auditors and the audit committee, deficiencies in the design or the operation of internal controls, if any, of which I was aware and the steps that I have taken or propose to take and rectify the identified deficiencies and,
4. That we have informed the auditors and the audit committee of:
 - a) Significant changes in the internal control during the year;
 - b) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c) Instances of significant fraud of which we have become aware and the involvement of any

Sd/-

Subramaniyam Seetha Raman
Managing Director

Sd/-

M.Ramakrishna Prasad
CFO

Place: Hyderabad

Date: 24.08.2022

ANNEXURE-VIII**CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS****(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015)**

To,
The Members of
M/s. Response Informatics Limited
Spaces & More Business Park E1,
5th Floor, 1-89/A/8/C/2, Vittal Rao Nagar,
Madhapur, Hyderabad TG 500081

I have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Response Informatics Limited having CIN L72200TG1996PLC025871 and having registered office at Spaces & More Business Park E1, 5th Floor, 1-89/A/8/C/2, Vittal Rao Nagar, Madhapur, Hyderabad TG 500081 Telanagana (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr.	Name of Director	DIN No.	Date of appointment in the Company
1	Bhuvanewari Seetharaman	01666421	31-01-19
2	Subramaniyam Seetha Raman	06364310	31-01-19
3	Chandra Sekhar Pattapurathi	01647212	31-01-19
4	Prakash Babu Kondeti	01857170	29-09-18

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Sd/-

VBSS Prasad

Place: Hyderabad

Practicing Company Secretary

Date : 26-05-2022

M.No. 4139; CP No: 4605

UDIN number: F004139D000395376

INDEPENDENT AUDITOR'S REPORT

To The Members Of
Response Informatics Limited
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of M/s. Response Informatics Limited ("the Company"), which comprises the Balance Sheet as at March 31, 2022, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("IndAS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Depending on the facts and circumstances of the entity and the Audit, there are no key audit matters to communicate in the Audit Report.

Information Other than the Financial Statements and Auditor's Report Thereon

- The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the financial statements and our auditor's report thereon.

- Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.
- In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.
- If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the IndAS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, 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.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override

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of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

- b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the afore said financial statements comply with the IndAS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of the written representations received from the directors as on March 31, 2022 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have pending litigations which would have impact on its financial position.
 - i. The Company does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - ii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
 - ii. The Management has represented that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Company or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
 - iii. The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever ("Ultimate Beneficiaries") by or on behalf of the Funding Parties or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

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- iv. Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations above (iv) and (v) under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
 - v. The company has not declared or paid any dividend during the year.
2. As required by the Companies (Auditor's Report) Order, 2020("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For

BRR & Associates.,

Chartered Accountants

FRN: 013012S

Sd/-

CA Ravinder Rao B

Partner

M.No: 221298

UDIN: 22221298APIVUV4441

Place: Hyderabad

Date: 19.08.2022.

ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Response Informatics Limited** of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of M/s. **Response Informatics Limited** ("the Company") as of March 31, 2022 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes these policies and procedures that (1) pertain to the maintenance of records that, in reasonable detailed, accurately and fairly reflect

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the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial Statements in accordance with generally accepted principles, and that receipts and expenditures are being made only in accordance with authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

Inherent Limitation of Internal Financial Controls Over Financial Reporting

Because of the inherent limitation of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For

BRR & Associates.,

Chartered Accountants

FRN: 013012S

Sd/-

CA Ravinder Rao B

Partner

M.No: 221298

UDIN: 22221298APIVUV4441

Place: Hyderabad

Date: 19.08.2022.

ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of Response Informatics Limited of even date)

Annexure referred to in Independent Auditors Report to the Members of M/s. Response Informatics Limited on the Standalone Financial Statements for the year ended 31st March 2022, we report that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
 - A) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant & Equipment.
 - (B) The company has maintained proper records showing full particulars of intangible assets.
 - b) As explained to us, Property Plant and Equipment have been physically verified by the management at regular intervals; as informed to us no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable.
 - c) According to the information and explanations given to us and on the basis of our examination of records of the Company, there are no immovable properties held in the name of the Company. Hence, reporting under clause 3(i)(c) of the Order is not applicable.
 - d) According to the information and explanations given to us and on the basis of our examination of records, the company has not revalued the Property Plant and Equipment or intangible assets during the period under review.
 - e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
 - a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - b) The Company has not been sanctioned working capital limits in excess of Rs. 5 crore, in aggregate, at any points of time during the year, from banks or financial institutions on the basis of security of current assets and hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms, and Limited Liability partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence, reporting under clause 3(iii) of the Order is not applicable.
- iv. The Company has not granted any loans or made any investments, or provided any guarantee or security to the parties covered under section 185 and 186 of the Act. Hence, reporting under clause 3 (iv) of the Order is not applicable.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the

RESPONSE INFORMATICS

Companies Act, 2013 and rules framed there under to the extent notified. Hence, reporting under clause 3 (v) of the Order is not applicable.

- vi. The cost records as specified under sec 148(1) of the Companies Act 2013, is not prescribed to the company.
- vii. In respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Goods and Services Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income-tax, Service Tax, cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.
 - (c) Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the company does not have any transactions which are not recorded in the books of account have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act.
- viii.
 - (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.
 - (b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.
 - (c) The Company has not taken any term loan during the year and there are no outstanding term loans at the beginning of the year and hence, reporting under clause 3(ix)(c) of the Order is not applicable.
 - (d) On an overall examination of the Financial Statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
 - (e) On an overall examination of the Financial Statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
 - (f) The Company has not raised any loans during the year on the pledge of securities held in its subsidiaries, and hence reporting on clause 3(ix)(f) of the Order is not applicable
- ix.
 - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.

- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- x. (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and upto the date of this report.
- (c) As represented to us by the management, there are no whistle blower complaints received by the company during the year. Hence, reporting under clause 3(xi)(c) is not applicable.
- xi. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the Financial Statements as required by the applicable accounting standards.
- xiii. (a) In our opinion, the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xiv. In our opinion, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company
- xv. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvi. The company has not incurred cash losses in the current financial year.
- xvii. There has been no resignation of the statutory auditors during the year. Hence, clause 3(xviii) of the Order is not applicable
- xviii. On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the Standalone Financial Statements

RESPONSE INFORMATICS

and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xix. (a) The provisions of section 135 of Companies Act, 2013 for constitution of CSR committee does not apply for the company. Accordingly, reporting under clause 3(xx)(a) & (b) of the Order is not applicable for the year.

For

BRR & Associates.,

Chartered Accountants

FRN: 013012S

Sd/-

CA Ravinder Rao B

Partner

M.No: 221298

UDIN: 22221298APIVUV4441

Place: Hyderabad

Date: 19.08.2022.

RESPONSE INFORMATICS LIMITED

Spaces & more Business Park E1,5th Floor, 1-89/A/8/C/2, Vittal Rao Nagar, Madhapur, Hyderabad TG 500081 IN

CIN : L72200TG1996PLC025871**BALANCE SHEET AS AT 31st MARCH 2022**

(Rs. in Lakhs)

	PARTICULARS	Note No.	As at March 31, 2022	As at March 31, 2021
I	ASSETS:			
(1)	Non-current assets			
	(a) Property, Plant and Equipment	2	1.75	4.43
	(b) Capital work-in-progress			-
	(c) Goodwill			-
	(d) Other Intangible Assets			-
	(e) Intangible Assets under development			-
	(f) Financial assets			
	(ii) Other Financial Assets			
	(g) Deferred tax assets (net)			-
	(h) Other non-current assets	5	44.02	44.03
(2)	Current assets			
	(a) Inventories	6		-
	(b) Financial assets			
	(i) Investments			-
	(ii) Trade receivables	7	186.07	118.24
	(iii) Cash and cash equivalents	8	76.27	30.77
	(iv) Bank Balances other than (iii) above			-
	(v) Loans and advances			-
	(vi) Investments held for Sale			-
	(c) Other current assets	9	67.79	20.60
	TOTAL ASSETS		375.88	218.06
II	EQUITY AND LIABILITIES:			
	Equity			
	(a) Equity Share Capital	10	597.64	597.64
	(b) Other Equity			
	(ii) Reserves and Surplus	11	(416.54)	(453.43)
	Liabilities			
(1)	Non Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings	12	40.15	44.65
	(b) Provisions			-
	(c) Deferred tax liability (net)	4	0.50	0.79
(2)	Current Liabilities			
	(a) Financial Liabilities			
	(i) Borrowings			-
	(ii) Trade Payables	13	-	4.94
	(iii) Other financial liabilities			-
	(b) Other current liabilities	14	131.08	19.44
	(c) Provisions	15	23.05	4.04
	(d) Current tax liabilities(Net)			-
	TOTAL EQUITY AND LIABILITIES		375.88	218.06
	Significant accounting policies and notes to accounts	1 to 22		

For BRR & ASSOCIATES.,
Chartered Accountants
FRN : 013012S

For and on behalf of the Board of Directors of
RESPONSE INFORMATICS LIMITED

Sd/-
B.RAVINDER RAO
Partner
Membership No. 221298
UDIN: 22221298AJSOLL6743

Sd/-
SUBRAMANIYAM SEETHA RAMAN
Managing Director
DIN : 06364310

Sd/-
Bhuvaneshwari Seetharaman
Director
DIN : 01666421

Place : Hyderabad
Date : 27-05-2022

Sd/-
KANNEGANTI RAVI KUMAR
Company Secretary

Sd/-
RAMAKRISHNA PRASAD MAKKENA
Chief Financial officer

RESPONSE INFORMATICS

RESPONSE INFORMATICS LIMITED

Spaces & more Business Park E1,5th Floor, 1-89/A/8/C/2, Vittal Rao Nagar, Madhapur, Hyderabad TG 500081 IN

CIN : L72200TG1996PLC025871

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2022

(Rs. in Lakhs)

PARTICULARS	Note No.	Year Ended March 31, 2022	Year Ended March 31, 2021
I Revenue from operations	16	701.92	261.66
II Other Income	17	-	-
III Total Income (I+II)		701.92	261.66
IV Expenses:			
Cost of raw material and components consumed	18	-	-
Employee Benefits Expense	19	384.81	169.31
Depreciation and amortization expense	2	2.68	2.69
Finance Cost	20	-	-
Admin & General Expenses	21	271.05	317.00
Total Expenses		658.55	489.00
V Profit before tax (III-IV)		43.37	-227.35
VI Tax Expense			
- Current tax		6.77	
- Deferred tax		-0.29	-0.05
VII Profit for the period (V-VI)		36.90	-227.29
VIII Other Comprehensive Income (OCI)			
i) Items that will not be reclassified to profit & loss			
ii) Income tax relating to items that will not be reclassified to profit & loss		-	-
Other comprehensive income for the year (net of tax)		-	-
IX Total Comprehensive Income (VII+VIII)		36.90	-227.29
X Earnings per equity share: (Equity shares of par value of Rs.10/- each)			
- Basic	22	0.62	(3.80)
- Diluted	22	0.62	(3.80)
Significant accounting policies and notes to accounts	1 to 22		

For BRR & ASSOCIATES.,
Chartered Accountants
FRN : 013012S

For and on behalf of the Board of Directors of
RESPONSE INFORMATICS LIMITED

sd/-
B.RAVINDER RAO
Partner
Membership No. 221298
UDIN: 2221298AJSOLL6743

sd/-
SUBRAMANIYAM SEETHA RAMAN
Managing Director
DIN : 06364310

sd/-
Bhuvaneshwari Seetharaman
Director
DIN : 01666421

Place : Hyderabad
Date : 27-05-2022

sd/-
KANNEGANTI RAVI KUMAR
Company Secretary

sd/-
RAMAKRISHNA PRASAD MAKKENA
Chief Financial officer

RESPONSE INFORMATICS LIMITED

Spaces & more Business Park E1,5th Floor, 1-89/A/8/C/2, Vittal Rao Nagar, Madhapur, Hyderabad TG 500081 IN

CIN : L72200TG1996PLC025871

Standalone Statement Of Changes In Equity For The Year Ended 31st March,2022

A. Equity Share Capital (1) Current reporting period

(Rs. in Lakhs)				
	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
Balance at the beginning of the current reporting period				
597.64	-	-		597.64
(2) Previous reporting period				
Balance at the beginning of the previous reporting period	Changes in Equity Share Capital due to prior period errors	Restated balance at the beginning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
597.64	-	-	-	597.64

B. Other Equity (1) Current reporting period

(Rs. in Lakhs)											
Particulars		Balance as at 1st April,2021	Changes in equity for the year ended March 31,2021	Increase in share capital on account of fresh issue	Issue of Share Warrants	Remeasurement of the net defined benefit liability/ asset, net of tax effect	Fair Valuation of investments, net of tax effect	Equity Instruments through other comprehensive income, net of tax effect	Reversal of Provision	Profit for the Period	Balance as at 31st March,2022
Reserves & Surplus	Share application money pending allotment	-	-	-	-	-	-	-	-	-	-
	Equity component of compound financial instruments	-	-	-	-	-	-	-	-	-	-
	Securities Premium Reserve	-	-	-	-	-	-	-	-	-	-
	Retained Earnings	-457.13	-	-	-	-	-	-	-	36.90	-420.23
	Capital reserve	3.70	-	-	-	-	-	-	-	-	3.70
	Share Warrants	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income	Business transfer adjustment reserve	-	-	-	-	-	-	-	-	-	-
	Equity Instruments through other comprehensive income	-	-	-	-	-	-	-	-	-	-
	Other items of other comprehensive income	-	-	-	-	-	-	-	-	-	-
	Money received against share warrant	-	-	-	-	-	-	-	-	-	-
Total Equity attributable to equity holders of the company		-453.43	-	-	-	-	-	-	-	36.90	-416.53

B. Other Equity (1) Current reporting period

(Rs. in Lakhs)											
Particulars		Balance as at 1st April,2020	Changes in equity for the year ended March 31,2020	Increase in share capital on account of fresh issue	Issue of Share Warrants	Remeasurement of the net defined benefit liability/ asset, net of tax effect	Fair Valuation of investments, net of tax effect	Equity Instruments through other comprehensive income, net of tax effect	Reversal of Provision	Profit for the Period	Balance as at 31st March,2021
Reserves & Surplus	Share application money pending allotment	-	-	-	-	-	-	-	-	-	-
	Equity component of compound financial instruments	-	-	-	-	-	-	-	-	-	-
	Securities Premium Reserve	-	-	-	-	-	-	-	-	-	-
	Retained Earnings	-229.84	-	-	-	-	-	-	-	-227.29	-457.13
	Capital reserve	3.7	-	-	-	-	-	-	-	-	3.70
	Share Warrants	-	-	-	-	-	-	-	-	-	-
Other Comprehensive Income	Business transfer adjustment reserve	-	-	-	-	-	-	-	-	-	-
	Equity Instruments through other comprehensive income	-	-	-	-	-	-	-	-	-	-
	Other items of other comprehensive income	-	-	-	-	-	-	-	-	-	-
	Money received against share warrant	-	-	-	-	-	-	-	-	-	-
Total Equity attributable to equity holders of the company		-226.14	-	-	-	-	-	-	-	-227.29	-453.43

For BRR & ASSOCIATES.,
Chartered Accountants
FRN : 013012S

Sd/-
B.RAVINDER RAO
Partner
Membership No. 221298
UDIN: 22221298AJSOLL6743

Place : Hyderabad
Date : 27-05-2022

For and on behalf of the Board of Directors of
RESPONSE INFORMATICS LIMITED

Sd/-
SUBRAMANIAM SEETHA RAMAN
Managing Director
DIN : 06364310

Sd/-
KANNEGANTI RAVI KUMAR
Company Secretary

Sd/-
Bhuvanewari Seetharaman
Director
DIN : 01666421

Sd/-
RAMAKRISHNA PRASAD MAKKENA
Chief Financial officer

RESPONSE INFORMATICS

RESPONSE INFORMATICS LIMITED

Spaces & more Business Park E1,5th Floor, 1-89/A/B/C/2, Vittal Rao Nagar, Madhapur, Hyderabad TG 500081 IN
CIN : L72200TG1996PLC025871

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31st MARCH, 2022		(Rs. in Lakhs)
PARTICULARS	Year ended 31-03-2022 Amount in Rs.	Year ended 31-03-2021 Amount in Rs.
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Net profit before tax	43.38	(227.34)
Adjustment for:		
Depreciation and Amortisation	2.68	2.69
Interest Expenses		
Investments Written off		233.75
Interest Earned		
Cash Flows from Operations before changes in assets and liabilities	46.06	9.09
Movements in Working Capital::		
(Increase)/ Decrease in trade receivables	(67.83)	17.42
(Increase)/Decrease in other Current Assets	(47.18)	(14.36)
(Increase) / Decrease in Inventories		-
Increase/ (Decrease) in Trade Payables	(4.94)	4.94
Increase / (Decrease) in Short Term Provision	19.01	1.72
Increase/(Decrease) in Other current liabilities	111.64	(12.74)
Change in Working Capital	10.69	(3.03)
Changes in non current assets and liabilities		
Decrease/(Increase) in Other non Current Assets	0.01	
Decrease/(Increase) in Long Term Provisions	(4.50)	
Changes in non current assets and liabilities	(4.49)	-
Cash Generated From Operations	52.26	6.07
Less: Taxes	6.77	
Net Cash from operating activities(A)	45.50	6.07
B. CASH FLOW FROM INVESTING ACTIVITIES		
(Increase) / Decrease in Fixed assets and Capital Work In progress		
Bank Balances not considered as Cash and Cash equivalents		
Investment in equity Shares		
-Balance of Unclaimed Dividend		
Net cash used in Investing activities (B)	-	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Increase / (Decrease) in Share Capital		
Increase / (Decrease) in Borrowings		21.50
Interest paid		
Net cash Flow from Financing Activities (C)	-	21.50
D. Effect of exchange differences on translation of foreign currency cash and cash equivalents		
Net Increase/(Decrease) in cash & cash equivalents [A+B+C]	45.50	27.57
CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	30.77	3.20
CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	76.26	30.77

For BRR & ASSOCIATES.,
Chartered Accountants
FRN : 013012S

sd/-
B.RAVINDER RAO
Partner
Membership No. 221298
UDIN: 22221298AJSOLL6743

Place : Hyderabad
Date : 27-05-2022

For and on behalf of the Board of Directors of
RESPONSE INFORMATICS LIMITED

sd/-
SUBRAMANIYAM SEETHA RAMAN
Managing Director
DIN : 06364310

sd/-
KANNEGANTI RAVI KUMAR
Company Secretary

sd/-
Bhuvanawari Seetharaman
Director
DIN : 01666421

sd/-
RAMAKRISHNA PRASAD MAKKENA
Chief Financial officer

RESPONSE INFORMATICS LIMITED

NOTES TO ACCOUNTS

NOTE NO. 2:**PROPERTY, PLANT AND EQUIPMENT:**

(Rs. in Lakhs)

	Computers	Furniture and Fixtures	Printers	Total
Deemed cost (gross carrying amount)				
Balance at 1 April 2021	45.58	8.67	0.11	54.36
Additions	-	-	-	-
Disposals	-	-	-	-
Balance at 31 March 2022	45.58	8.67	0.11	54.36
Accumulated depreciation at 1 April 2021	41.59	8.23	0.10	49.92
Depreciation for the year	2.68	-	-	2.68
Balance at 31 March 2022	44.27	8.23	0.10	52.61
Carrying amounts(net)				
At 31 March 2021	3.99	0.43	0.01	4.43
At 31 March 2022	1.31	0.43	0.01	1.75

NOTE NO: 3**NON CURRENT INVESTMENTS:**

(Rs. in Lakhs)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
	Amount in Rs.	Amount in Rs.
(A) Investment In Subsidiary Company carried at Cost	-	-
(B) Investment In Other Companies carried at Cost	-	-
Total	-	-

NOTE NO: 4**Deferred Tax(Assets/liability)**

(Rs. in Lakhs)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
	Amount in Rs.	Amount in Rs.
Opening Balance	(0.79)	(0.84)
Add: Provided for the year	0.29	0.05
Total	(0.50)	(0.79)

RESPONSE INFORMATICS

NOTE NO: 5

Long Term Loans & Advances

(Rs. in Lakhs)

PARTICULARS	As at	As at
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
Security Deposits	-	0.01
Unsecured-Considered and good- Related Parties	-	-
Unsecured-Considered and good- Others	44.02	44.02
Total	44.02	44.03

NOTE NO: 6

INVENTORIES:

(Rs. in Lakhs)

PARTICULARS	As at	As at
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
(a) Finished Goods	-	-
Total	-	-

NOTE NO: 7

Trade receivables

(Rs. in Lakhs)

PARTICULARS	As at	As at
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
(a) Outstanding for a period exceeding six months from the date they are due for payment Unsecured, considered good	-	55.00
(b) Outstanding for a period not exceeding six months Unsecured, considered good	186.07	63.24
Total	186.07	118.24

NOTE NO: 8

CASH AND CASH EQUIVALENTS:

(Rs. in Lakhs)

PARTICULARS	As at	As at
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
(a) Balance with banks	76.01	30.19
(b) Cheques in Hand	-	-
(c) Cash on Hand	0.26	0.58
Total	76.27	30.77

NOTE NO: 9**CASH AND CASH EQUIVALENTS:**

(Rs. in Lakhs)

PARTICULARS	As at	As at
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
(a) GST (ITC)	1.33	9.33
(b) MAT Credit Entitlement	-	-
(c) Advance Tax	-	3.00
(d) F.Y. 2020-2021 (Refund Receivables)	5.46	0.75
(e) Advances	10.00	-
(f) Others	-	-
(g) Rental deposit	6.00	6.00
(h) TDS Receivables	45.00	1.52
Total	67.79	20.60

NOTE NO: 10:**EQUITY SHARE CAPITAL:**

PARTICULARS	As At March 31,2022		As At March 31,2021	
	Number	Amount in Rs.	Number	Amount in Rs.
Authorised				
Equity Shares of Rs. 10/- each	2,50,00,000	25,00,00,000	8,000,000	80,000,000
Issued, Subscribed				
Equity Shares of Rs. 10/- each fully paid up (Refer foot note (a) to (d) below)	60,50,300	6,05,03,000	60,50,300	6,05,03,000
Total	60,50,300	6,05,03,000	60,50,300	6,05,03,000
Paid Up Capital				
Equity shares of 10 each	59,76,400	5,97,64,000	59,76,400	5,97,64,000
Total	59,76,400	5,97,64,000	59,76,400	5,97,64,000

Foot note:**(a) Reconciliation of the number of shares outstanding as at March 31, 2022 and March 31, 2021 :**

PARTICULARS	As At March 31,2022		As At March 31,2021	
	Number	Amount in Rs.	Number	Amount in Rs.
Equity Shares outstanding at the beginning of the year	59,76,400	5,97,64,000	59,76,400	5,97,64,000
Equity Shares Issued during the year for Cash	-	-	-	-
Equity Shares Issued during the year for other than cash*	-	-	-	-
Equity Shares bought back during year	-	-	-	-
Equity Shares outstanding at the end of the year	59,76,400	5,97,64,000	59,76,400	5,97,64,000

RESPONSE INFORMATICS

(b) Details of Shareholders holding more than 5 % shares:

PARTICULARS	As At March 31,2022		As At March 31,2021	
	No. of Shares	% of Holding	No. of Shares	% of Holding
1. Subramaniam Seetha Raman	29,73,681	49.76	29,73,681	49.76
2. Bhuvanewari Seetharaman	3,48,790	5.84	3,48,790	5.84
3. Sarita Suresh Bhumkar	3,00,000	5.02	3,00,000	5.02
4. Bhagwan Bhumkar Suresh	3,00,000	5.02	3,00,000	5.02
5. S. Seetha Raman Manchapara	3,00,000	5.02	3,00,000	5.02

c)

Shares held by promoters at the end of the year			% Change during the year
Promoter name	No. of Shares	% of total shares	
1. Subramaniam Seetha Raman	29,73,681	49.76	-
2. Bhuvanewari Seetharaman	3,48,790	5.84	-
3. Sarita Suresh Bhumkar	3,00,000	5.02	-
4. Bhagwan Bhumkar Suresh	3,00,000	5.02	-
5. S. Seetha Raman Manchapara	3,00,000	5.02	-

d) The Company has only one class of equity shares having par value of Rs.10/- each. Each holder of equity shares is entitled for one vote per share. Distribution of dividends and repayment of capital, if any, by the company, shall be subject to the provisions of applicable laws.

NOTE NO: 11

Reserves and Surplus

(Rs. in Lakhs)

PARTICULARS	As at	As at
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
(a) Capital Reserve:	3.70	3.70
(b) Retained earnings:		
Opening balance	(457.13)	(229.84)
(+) Net profit during the year	36.89	(227.29)
Closing balance	(420.24)	(457.13)
(c) Other Comprehensive income:	-	-
Total (a+b+c)	(416.54)	(453.43)

NOTE NO: 12**BORROWINGS**

(Rs. in Lakhs)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
	Amount in Rs.	Amount in Rs.
Long term borrowings		
Unsecured Loans from related companies		-
Short term borrowings		
Unsecured Loans from related companies	40.15	44.65
Advances from customers	-	-
Total	40.15	44.65

NOTE NO: 13**Trade Payables**

(Rs. in Lakhs)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
	Amount in Rs.	Amount in Rs.
Other Trade payables	-	4.94
Total	-	4.94

The above loans are interest free loans and repayable on demand.

NOTE NO: 14**OTHER CURRENT LIABILITIES:**

(Rs. in Lakhs)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
	Amount in Rs.	Amount in Rs.
(a) Statutory Liabilities	-	-
(b) Expenses Payable	20.73	2.46
(c) Advances from customers	72.88	-
(d) Employee Benefits Payable	37.47	16.98
Total	131.08	19.44

NOTE NO: 15**Short Term Provisions**

(Rs. in Lakhs)

PARTICULARS	As at March 31, 2022	As at March 31, 2021
	Amount in Rs.	Amount in Rs.
Statutory Liabilities & Provisions		
TDS Payable	7.80	1.04
Statutory Audit Fee , Tax audit, TP	1.26	1.00
Provision for Income Tax	6.77	-
Professional Tax Payable (PT)	0.25	0.07
Provident Fund (PF)	2.26	0.53
GST Paybles	4.56	1.40
TDS Interest Payable	0.16	
Gratuity Provision		
Total	23.05	4.04

RESPONSE INFORMATICS

NOTE NO: 16

REVENUE FROM OPERATIONS :

(Rs. in Lakhs)

PARTICULARS	Year ended March 31, 2022	Year ended March 31, 2021
	Amount in Rs.	Amount in Rs.
Operating Income		
i) Software development IT (Exports)	251.93	207.09
ii) Training Fee	-	-
iv) Revenue (Domestic)	449.99	54.57
Total	701.92	261.66

NOTE NO: 17

OTHER INCOME :

(Rs. in Lakhs)

PARTICULARS	Year ended March 31, 2022	Year ended March 31, 2021
	Amount in Rs.	Amount in Rs.
Non Operating Income		
Others	-	-
Total	-	-

NOTE NO: 18

Cost of raw material and components consumed

(Rs. in Lakhs)

PARTICULARS	Year ended March 31, 2022	Year ended March 31, 2021
	Amount in Rs.	Amount in Rs.
Inventory at the beginning of the year	-	-
Add: Purchases	-	-
Less: inventory at the end of the year	-	-
Cost of raw material and components consumed	-	-

NOTE NO: 19

EMPLOYEE BENEFITS EXPENSE:

(Rs. in Lakhs)

PARTICULARS	Year ended March 31, 2022	Year ended March 31, 2021
	Amount in Rs.	Amount in Rs.
(a) Salaries & Wages	365.87	153.28
(b) PF Contribution (Employer)	8.73	2.70
(c) Gratuity and Leave Encashment	-	-
(d) Staff welfare expenses	2.50	1.07
(e) Software Supporting Services	-	5.90
(f) Group Insurance to Employees	7.72	3.78
(g) Internship Payments	-	2.58
Total	384.81	169.31

NOTE NO: 20**FINANCE COST :**

(Rs. in Lakhs)

PARTICULARS	Year ended	Year ended
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
	-	-
Total	-	-

NOTE NO: 21**ADMIN & GENERAL EXPENSES**

(Rs. in Lakhs)

PARTICULARS	Year ended	Year ended
	March 31, 2022	March 31, 2021
	Amount in Rs.	Amount in Rs.
Annual Custody Fees	0.45	0.45
FIM Fees CDSL	0.10	0.10
Listing fee	3.00	3.00
Advertisement Charges	0.22	0.23
Audit Fee	1.00	1.00
Tax Audit & Certifications	0.80	-
Bad Debts Written Off	-	28.24
Business Promotion Exp	2.00	1.02
Computers Amc Charges	0.92	0.03
Consultancy Charges	193.26	25.06
Electricity Charges	0.89	0.54
General Exp	2.40	-
Internet expenses	1.26	0.94
Software license	20.96	1.40
Office Expenses	3.10	1.01
Office Maintenance	3.50	3.50
Authorized Capital Increase and ROC Fees	17.26	0.09
Registrar & STA Fees	0.60	0.67
AGM Expenses	0.15	-
Rent	10.47	10.85
Secraterial Audit Fee	1.27	0.67
Telephone Exp	1.62	-
Travelling Expenses	2.35	3.42
Taxes and Levies	1.94	-
Website Maintenance Charges	0.10	0.25
Vehicle Maintenance Charges	-	0.61
Interest on tax	0.59	0.02
Investments Written Off	-	233.75
Gratuity	-	-
Bank charges	0.17	0.10
PF Admin charges	0.37	0.03
Directors Sitting Fee	0.30	-
Total	271.05	317.00

RESPONSE INFORMATICS

NOTE NO: 22

Earnings Per Share (EPS)

(Rs. in Lakhs)

	As at 31.03.2022	As at 31.03.2021
EPS – Basic		
Net Profit (Loss)	36.90	-227.29
Appropriations	-	-
Net Profit (Loss) Attributable to Share Holders as at 31st March (Numerator)	36.90	-227.29
No of Shares outstanding at the beginning of the year	59.76	59.76
No of Shares outstanding at the end of the year	59.76	59.76
Adjusted Weighted average number of equity shares of Face Value Rs.10 each (Denominator)	59.76	59.76
Nominal Value of Ordinary Shares	10.00	10.00
Computation of EPS - Basic (in Rs)	0.62	(3.80)
EPS – Diluted		
Net Profit (Loss) Attributable to Share Holders as at 31st March of Face Value Rs.10 each (Numerator)	36.90	(227.29)
Adjusted Weighted average number of equity shares	59.76	59.76
Weighted average number of equity shares that would be issued on conversion of all Share Warrants into Equity shares		
Total Weighted average number of equity shares for Diluted EPS (Denominator)	59.76	59.76
Nominal Value of Ordinary Shares	10.00	10.00
Computation of EPS - Diluted (in Rs)	0.62	(3.80)

NOTE 1

1. Significant Accounting Policies & Notes annexed to and forming part of the financial Statements

a. Corporate Information

Response Informatics Limited is Public limited company incorporated in India with its registered and corporate office at # 42, Nagarjuna Hills, Punjagutta, Hyderabad.500082. The Company is listed on the BSE Limited. The company has an unparalleled geographic presence with locations in the US, Canada, Mexico, India, and Nepal backed by the technological intensity and domain expertise. The Company provides multidisciplinary expertise in digital technology and consulting, talent, and skills services to enable digital transformation and accelerate innovation. The Company also specializes in cloud infrastructure, smart ecosystems, workforce management and digital transformation in the key industries of automotive and transportation, energy and utilities, IT, government, financial services, and insurance. The financial statements for the year ended 31st March 2022 were approved by the Board of Directors on the 27th May 2022.

b. Basis of Preparation of Financial Statements:

Compliance with Ind AS The Company has adopted Indian Accounting Standards (the "Ind AS") notified under Section-133 of the Companies Act, 2013 (the "Act"), read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act as applicable. The Standalone Financial Statements provide comparative information in respect of previous year.

(i) Historical cost convention

These Financial Statements have been prepared under the historical cost convention on the accrual basis except for certain financial assets and liabilities (including derivative instruments) which are measured at fair value.

(ii) Current versus Non-Current Classification:

All assets and liabilities have been classified as current or non-current as per the company's operating cycle and other criteria set out in the schedule III to the Companies Act 2013. Based on the nature of products and services and their realization in cash and cash equivalents the company has ascertained its operating cycle as 12 months for the purpose of current – non current classification of assets and liabilities.

(iii) Functional and Presentation Currency:

The Financial Statements are presented in Indian Rupees (*) which is the Company's functional and presentation currency, and all amounts are rounded to the nearest rupee except as otherwise stated.

2. Property, Plant and Equipment & Depreciation

Items of Property, Plant and Equipment are stated at cost less accumulated depreciation. Cost of an item of property, plant and equipment comprises its purchase price, excluding import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located.

The cost of a self-constructed item of property, plant and equipment comprises the cost of materials and direct labor, any other costs directly attributable to bringing the item to working condition for its intended use, and estimated costs of dismantling and removing the item and restoring the site on which it is located.

RESPONSE INFORMATICS

If significant parts of an item of property, plant and equipment have different useful lives, then they are accounted for as separate items (major components) of property, plant and equipment. Any gain or loss on disposal of an item of property, plant and equipment is recognized in profit or loss.

Assets are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less cost of disposal and value in use. For the purpose of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units).

Depreciation on the fixed assets has been provided based on useful lives as prescribed under part C of the schedule II of the Companies act, 2013. Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted if appropriate. Depreciation on additions (disposals) is provided on a pro-rata basis i.e. from (up to) the date on which asset is ready for use (disposed of).

1.3 Impairment of non-financial assets

The Company's non-financial assets, other than deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. For impairment testing, assets that do not generate independent cash inflows are grouped together into cash-generating units (CGUs). Each CGU represents the smallest group of assets that generates cash inflows that are largely independent of the cash inflows of other assets or CGUs.

The recoverable amount of a CGU (or an individual asset) is the higher of its value in use and its fair value less costs to sell. Value in use is based on the estimated future cash flows, discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the CGU (or the asset).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in the statement of profit and loss. Impairment loss recognized in respect of a CGU is allocated first to reduce the carrying amount of any goodwill allocated to the CGU, and then to reduce the carrying amounts of the other assets of the CGU (or group of CGUs) on a pro rata basis.

1.4 Intangible assets

Intangible assets are amortized over the estimated useful lives and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortization period and the amortization method are reviewed at least at each financial year end. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as change in accounting estimates. The amortization expense on intangible assets with finite useful lives is recognized in profit or loss.

1.5 Inventory

Cost of inventories have to be computed to include all costs of purchases (including materials), cost of conversion and other costs incurred in bringing the inventories to their present location and condition. Stores and consumables are valued at cost arrived at on FIFO basis or net realizable value, whichever is lower.

1.6 Foreign currencies transactions and translations

Transactions in foreign currencies are recorded at the exchange rate prevailing on the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency closing rates of exchange at the reporting date.

The gain or loss on decrease/increase in reporting currency due to fluctuations in foreign exchange rates, in case of monetary current assets and liabilities in foreign currency, are recognized in the Statement of Profit and Loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are recorded using the exchange rates at the date of the transaction.

1.7 Provisions

A provision is recognized when the Company has a present legal or constructive obligation as a result of past event and it is probable that an outflow of resources will be required to settle the obligation, in respect of which reliable estimate can be made. Provisions (other than employee benefits) are not discounted to its present value and are determined based on best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

1.8 Revenue Recognition

The Company derives revenue primarily from software development, maintenance of software/hardware, sale of software licenses and software services

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are net of trade allowances, rebates, discounts and goods and services taxes.

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity and specific criteria have been met for each of the company's activities as described below.

The Company computes its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

(i) Time and Material Contracts

Revenues and costs relating to time and materials contracts are recognized as the related services are rendered.

(ii) Fixed- price contracts:

Revenues from fixed-price contracts, including IT Infrastructure development and integration contracts are recognized using the "percentage of-completion" method. Percentage of completion is determined based on efforts or costs incurred to date as a percentage of total estimated efforts or costs required to complete the project. The efforts or cost expended are used to measure progress towards completion as there is a direct relationship between input and productivity. If the Company does not have a sufficient basis to measure the progress of completion or to estimate the total contract revenues and costs, revenue is recognized only to the extent of contract cost incurred for which recoverability is probable.

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When total cost estimates exceed revenues in an arrangement, the estimated losses are recognized in the statement of income in the period in which such losses become probable based on the current contract estimates.

Advance payments received from customers for which no services have been rendered are presented as 'Advance from customers'.

(iii) Services contracts:

Revenue from services contracts is recognized ratably over the period of the contract using the percentage of completion method. When services are performed through an indefinite number of repetitive acts over a specified period of time, revenue is recognized on a straight-line basis over the specified period unless some other method better represents the stage of completion. In certain projects, a fixed quantum of service or output units is agreed at a fixed price for a fixed term. In such contracts, revenue is recognized with respect to the actual output achieved till date as a percentage of total contractual output. Any residual service unutilized by the customer is recognized as revenue on completion of the term.

(iv) Sale of licenses & Subscriptions

Revenue from sale of licenses and support are recognized when the significant risks and rewards of ownership have been transferred to the buyer, continuing managerial involvement usually associated with ownership and effective control have ceased, the amount of revenue can be measured reliably, it is probable that economic benefits associated with the transaction will flow to the Company and the costs incurred or to be incurred in respect of the transaction can be measured reliably. Revenues from Sale of Subscriptions shall be recognized linear to the period of the contract.

(vi) Other Income

Profit on Sale of investments is recorded on transfer of title from the company and is determined as the difference between the sale price and the carrying amount of the investment.

Interest income on time deposits is recognized using time proportion basis taking into account the amount outstanding and applicable interest rates.

1.9 Dividend Income

Dividends will be recognized when the company's right to receive has been established

1.10 Employee benefits

1.10.1 Short term employee benefits

The undiscounted amount of short-term employee benefits is expected to be paid in exchange for the services rendered by employees are recognized as an expense during the period when the employees render the services.

1.10.2 Defined benefit plans

a) Gratuity

In accordance with the Payment of Gratuity Act, 1972, Company provides for gratuity, a defined retirement plan (the "Gratuity Plan") covering the eligible employees. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation, or termination of employment, of an amount based on the respective employee salary and the tenure of employment. Liability regarding the Gratuity Plan are determined by actuarial valuation as of the balance sheet date, based upon which, the Company contributes the ascertained liabilities to Insurer.

b) Provident fund

Eligible employees receive benefits from a provident fund, which is a defined contribution plan. Aggregate contributions along with interest thereon are paid at retirement, death, incapacitation, or termination of employment. Both the employee and the Company make monthly contributions to the Regional Provident Fund Commissioner equal to a specified percentage of the covered employee's salary.

c) Employee State Insurance Fund

Eligible employees are entitled to receive benefit under employee state insurance fund scheme. The employer makes contribution to the scheme at a predetermined rate of employee's gross salary. The Company has no further obligations under the plan beyond its monthly contributions. These contributions are made to the fund administered and managed by the Government of India. Monthly contributions are charged to income in the year it is incurred.

1.11 Tax Expenses

The tax expense for the period comprises current and deferred tax. Tax is recognized in Statement of Profit and Loss, except to the extent that it relates to items recognized in the comprehensive income or in equity. In which case, the tax is also recognized in other comprehensive income or equity.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted or substantively enacted by the reporting date. Current tax assets and current tax liabilities are off set only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised on temporary differences between the carrying amount of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset is realized, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The carrying amount of deferred tax liabilities and assets are reviewed at the end of each reporting period.

1.12 Leases

Leases are classified as finance lease whenever the terms of the lease, transfers substantially all the risks and rewards of ownership to the lessee. Leases in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss on a straight-line basis over the period of the lease.

1.13 Borrowing costs

Borrowing costs incurred for obtaining assets which takes substantial period to get ready for their intended use are capitalized to the respective assets wherever the costs are directly attributable to such assets and in other cases by applying weighted average cost of borrowings to the expenditure on such assets. Other borrowing costs are treated as expense for the year. Transaction costs in respect

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of long-term borrowings are amortized over the tenor of respective loans using effective interest method.

1.14 Earnings per equity share

(i) Basic earnings per share

Basic earnings per share are calculated by dividing:

- The profit attributable to owner of the company.
- By the weighted number of equity shares outstanding during the financial year

(ii) Diluted earnings per share

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of share outstanding during the period is adjusted for the effects of all dilutive potential equity shares.

1.15 Financial Instruments

i. Financial assets

A. Initial recognition and measurement

All financial assets and liabilities are initially recognized at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities, which are not at fair value through profit or loss, are adjusted to the fair value on initial recognition.

a) Financial assets carried at amortized cost (AC)

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

b) Financial assets at fair value through profit or loss (FVTPL)

A Financial asset which is not classified as AC or FVOCI are measured at FVTPL e.g. investments in mutual funds. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognized in profit or loss and presented net in the Statement of Profit and Loss within other gains/(losses) in the period in which it arises.

c) Financial assets at fair value through other comprehensive income (FVTOCI)

A financial asset is measured at FVTOCI if it is held within a business model who's Objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

ii. Financial Liabilities

A. Initial recognition

All financial liabilities are recognized at fair value.

B. Subsequent measurement

Financial liabilities are carried at amortized cost using the effective interest method. For trade and other payables maturing within one year from the balance sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.

NOTES TO ACCOUNTS

23.Contingent Liabilities:

There are no Contingent Liabilities for the company during the period ended 31st March 2022.

24.Sundry Creditors Disclosures in Accordance with Schedule III to Companies

Act along with Micro, Small and Medium Enterprises Classification.

The Company has not received any intimation from "Suppliers" regarding their status under Micro, Small and Medium Enterprises Development Act, 2006, and hence disclosure if any, relating to the amount unpaid as at the year-end together with interest paid/payable as required under the said act have not been given.

We are providing the necessary disclosure under the IND AS Schedule to the Companies Act 2013

Rs. in lakhs

Particulars	Outstanding as at 31-03-2022 for following periods from due date of payment				Total - INR
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
(i) MSME	-	-	-	-	-
(ii) Other	-	-	-	-	-
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

Rs. in lakhs

Particulars	Outstanding as at 31-03-2021 for following periods from due date of payment				Total - INR
	Less than 1 year	1-2 years	2-3 years	more than 3 years	
(i) MSME	-	-	-	-	-
(ii) Other	4.94	0	0	0	4.94
(iii) Disputed dues- MSME	-	-	-	-	-
(iv) Disputed dues- Others	-	-	-	-	-

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25.Sundry Debtors Disclosures in Accordance with Schedule III to Companies Act along.

Rs. in lakhs

Particulars	Outstanding as at 31-03-2022 for following periods from due date of					Total
	Less than 6	6 months - 1	1-2 years	2-3 years	More than 3	
(i) Undisputed Trade receivables-considered good	186.07	0	0	0	0	186.07
(ii) Undisputed Trade receivables which have significant increase in credit	-	-	-	-	-	-
(iii) Undisputed Receivables-Credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
(v) Disputed Trade receivables which have significant increase in credit	-	-	-	-	-	-
(vi) Disputed Receivables-Credit impaired	-	-	-	-	-	-

Rs. in lakhs

Particulars	Outstanding as at 31-03-2021 for following periods from due date of					Total
	Less than 6	6 months - 1	1-2 years	2-3 years	More than 3	
(i) Undisputed Trade receivables-considered good	63.24	55.00	0	0	0	118.24
(ii) Undisputed Trade receivables which have significant increase in credit	-	-	-	-	-	-
(iii) Undisputed Receivables-Credit impaired	-	-	-	-	-	-
(iv) Disputed Trade Receivables-Considered Good	-	-	-	-	-	-
(v) Disputed Trade receivables which have significant increase in credit	-	-	-	-	-	-
(vi) Disputed Receivables-Credit impaired	-	-	-	-	-	-

26. Subsidiary Companies-

The Company does not have any Wholly owned or other Subsidiaries as of 31st March 2022.

27. Segment Reporting

In accordance with the requirement of IND AS-108 on segment reporting, the company has determined its business segment as computer programming consultancy, and related services. There are no other primary reportable segments, and secondary reportable segments.

There are no secondary reportable segments (Geographical Segments).

28. Earnings Per Share

	2022	2021
	Rs.in Lacs	Rs.in Lacs
Profits attributable to Equity Shareholders	36.90	-227.29
Weighted Average No. Of Equity Shares outstanding during the year for computing Basic and Diluted EPS (Shares)	59.76	59.76
Basic EPS - Rs.	0.62	-3.80
Diluted EPS- Rs.	0.62	-3.80

29. RELATED PARTY DISCLOSURES**I. Key Management Personnel**

Mrs. Bhuvaneshwari Seetharaman – Managing Director (upto 21-01-2022)

Mrs. Bhuvaneshwari Seetharaman – Director (From 22-01-2022)

Mr. Subramaniyam Seetha Raman – Managing Director (from 22-01-2022)

Mr. Subramaniyam Seetha Raman – Director (upto 21-01-2022)

Mr. Ramakrishna Prasad Makkena- Chief Financial Officer

Mr. K.Ravi Kumar –Company Secretary & Compliance Officer

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II. Enterprises controlled by Key Management Personnel

Name of the Related party	Nature of Transaction	
Ariston Tek Inc (USA)	Common director	Subramaniyam Seetha Raman
Response Informatics Inc (USA)	Common director	Subramaniyam Seetha Raman
Ariston Tek Solutions Pvt. Ltd	Common director	Subramaniyam Seetha Raman Bhuvaneswari Seetharaman

Related Party Transactions 2021-22

	2021-22		2020-21	
	Transaction Value	Closing Balance	Transaction Value	Closing Balance
	INR-Lakhs	INR-Lakhs	INR-Lakhs	INR-Lakhs
A. Rendering of Services				
(a)Ariston Tek Inc (USA)	65.89	65.89	33.94	33.94
(b)Response Informatics Inc (USA)	137.59	137.59	0	0
Total	203.48	203.48	33.94	33.94
B. Advances from Enterprises controlled by KMP				
(a)Ariston Tek Solutions Pvt. Ltd	-4.50	40.15	21.50	44.65
(b)Ariston Tek Inc (USA)	0.21	0.21	0	0
(c)Response Informatics Inc (USA)	72.66	72.66	0	0
Total	68.37	113.02	21.50	44.65
C. Managerial Remuneration				
(a)Smt Bhuvaneswari Seetharaman	11.00	0	7.00	0
(b)Subramaniyam Seetha Raman	0	0	0	0
Total	11.00	0	7.00	0
D. Directors Sitting Fee				
(a)Smt Bhuvaneswari Seetharaman	0.05	0	0	0
(b)Mr. P. Chandra Sekhar	0.13	0	0	0
(c)Mr. K. Prakash Babu	0.13	0	0	0
Total	0.31	0	0	0

30. Audit Fees:

	2022	2021
	Rs.in Lacs	Rs.in Lacs
As Auditor		
For Statutory Audit	1.00	0.80
For Tax Audit	0.30	0.20
Total	1.30	1.00

31. Earnings in Foreign Currency

	2022	2021
	Rs.in Lacs	Rs.in Lacs
Export Earnings	251.93	207.09
Total	251.93	207.09

32. Expenditure in Foreign Currency - NIL

33. Debtors, Creditors, Loans and Advances are subject to confirmation and reconciliation.

34. Overdue Long term Loans & Advances-

There are outstanding receivables amounting to Rs.44.02 Lakhs pertaining to past periods i.e prior to change of management. The company has approached the previous management for information on any legal steps initiated for recovery/realization of the amounts. We are yet to receive the information and hence the company has not made any provision for bad and doubtful debts on these overdue receivables during the period ended 31st March 2022.

35. Additional Regulatory Information

- I. The company does not own any land or buildings wither in its name or any other name and hence there are no title deeds for submission.
- II. The Company has not revalued its Property, Plant and Equipment since the Company has adopted cost model as its accounting policy to an entire class of Property, Plant and Equipment in accordance with Ind AS 16.
- III. The Company has not revalued its Intangible Asset since the Company has adopted cost model as its accounting policy to an entire class of Intangible Asset in accordance with Ind AS 38.
- IV. The Company has not granted any loan or advance in the nature of loan to promoters, directors, KMPs and other related parties that are repayable on demand or without specifying any terms or period of repayment
- V. The Company does not hold any Benami Property. Thus, there are no proceedings initiated or are

RESPONSE INFORMATICS

pending against the company under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

- VI. The Company has not been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets at any point of time during the year.
- VII. The Company is not declared as wilful defaulter by any bank or financial institution or other lenders.
- VIII. The Company did not have any transactions with Companies struck off under Section 248 of Companies Act, 2013 or Section 560 of Companies Act, 1956 considering the information available with the Company.
- IX. There are no charges or satisfactions yet to be registered with ROC beyond the statutory period by the Company.
- X. The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

Key Financial Ratios

Particulars	Numerator	Denominator	March, 2021	March, 2022	Variance
Current Ratio	Current Investments + Trade Receivables + cash & cash equivalents + other current Assets	Trade Payables + Other financial Liabilities + other current Liabilities + provisions + current Tax liabilities	5.96	2.14	-3.82
Debt Equity Ratio	Debt	Equity share capital	Nil	Nil	Nil
Debt service coverage Ratio	Profit before Tax + Interest	Interest	Nil	Nil	Nil
Return on Equity Ratio	Profit After Tax	Equity share capital	-0.38	0.06	0.44
Trade Receivables Turnover Ratio	sales	(Opening Trade receivables + closing Trade receivables)/2	2.06	4.61	2.55
Trade Payables Turnover Ratio	Employee Benefits Exp + Other expenses	(Opening Trade payables + closing Trade payables)/2	17.19	16.89	-0.30
Net Capital Turnover ratio	Sales	Equity share capital + other equity	0.44	1.17	0.74
Net Profit Ratio	Profit After Tax	Sales	-0.87	0.05	0.92
Return on capital Employed	Profit After Tax	Equity share capital+other equity	-0.38	0.06	0.44
Return on Investment	Profit After Tax	Equity share capital+other equity	-0.38	0.06	0.44

- XI. There are no Scheme of Arrangements approved by the Competent Authority in terms of sections 230 to 237 of the Companies Act, 2013 during the year.
- XII. The company has not advanced or loaned or invested funds (either borrowed funds or share premium or any other sources or kind of funds) to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediary shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- XIII. The company has also not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the company shall (i) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (ii) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- XIV. The Company does not have any transactions which are not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 during any of the years.
- XV. The provisions of section 135 of the Companies Act, 2013 for constitution of CSR committee is not applicable to the Company.
- XVI. The Company did not trade or invest in Crypto Currency or virtual currency during the financial year. Hence, disclosures relating to it are not applicable.

36. Previous year figures have been regrouped and rearranged wherever necessary to conform to this years' classification.

As per our report of even date

For BRR & ASSOCIATES.,
Chartered Accountants
FRN : 013012S

For and on behalf of the Board of Directors of
RESPONSE INFORMATICS LIMITED

Sd/-
B.RAVINDER RAO
Partner
Membership No. 221298
UDIN: 22221298AJSOLL6743

Sd/-
SUBRAMANIYAM SEETHA RAMAN
Managing Director
DIN : 06364310

Sd/-
Bhuvaneshwari Seetharaman
Director
DIN : 01666421

Place : Hyderabad
Date : 27-05-2022

Sd/-
KANNEGANTI RAVI KUMAR
Company Secretary

Sd/-
RAMAKRISHNA PRASAD MAKKENA
Chief Financial officer



Response Informatics
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