

RESPONSE INFORMATICS LIMITED

CIN NO: L72200TG1996PLC025871

Dt. 11/04/2022

Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400001,
Sir,

Dear Sir / Madam,

Sub: Intimation under Regulation 30 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015, on Continuous Disclosure Requirements for Listed Entities under LODR Regulations read with Proviso to Rule 14 of The Companies (Prospectus and Allotment of Securities) Rules 2014

Ref: In principle approval issued by BSE vide DCS/PREF/VJ/PRE/2089/2022-23 Dt.07/04/2022.

PI find enclosed **Private placement offer letter and Application form (PAS-4)** in compliance with the requirements set out in Form PAS-4 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, as approved by the Board in its meeting held on 10th April 2022.

Kindly take the above information on your record.

Thanking You,

Thanking you,

Yours faithfully,
For Response Informatics Limited



Company Secretary

Regd. Off: Spaces & More Business Park3#5th Floor, vittal Rao Nagar, Madhapur,Hyderabad-500081.Phone:040-48522701E-mail: response@responseinformaticsltd.com

www.responseinformaticsltd.com

RESPONSE INFORMATICS LIMITED

Spaces& More Business Park# 3,5th Floor, Vittalrao Nagar, Madhapur,

Hyderabad. 500081. E Mail: response@responseinformaticsltd.com

ww.responseinformaticsltd.com

Preferential Issue of Equity Shares on Private Placement basis

Offer Letter & Application Form

Not for circulation and strictly confidential

FORM NO PAS-4

| | |
|--|--|
| In Principle Approval by BSE Ltd, For Preferential issue of Equity Shares to other than Promoters | DCS/PREF/VJ/PRE/2089/2022-23 Dt.April 07, 2022 |
| Approval of PAS-4 by Board | 10-04-2022 |
| Date for completion of Allotment (15 days from the date of In principle approval by BSE LTD., | 22-04-2022 |
| Details of Company's escrow Account for Preferential issue of Shares | HDFC Bank, Vikrampuri Branch, Secunderabad- -500009 Acc. Name: Response Informatics Ltd-Share Application Account No.50200067403111 IFSC: HDFC0001555 |

**Preferential Issue of equity shares offer cum Application letter
Not for circulation and strictly confidential**

**FORM NO PAS-4
PRIVATE PLACEMENT OFFER LETTER**

[Pursuant to section 42 and rule 14(1) of Companies (Prospectus and Allotment of Securities) Rules, 2014]

CIN: L72200TG1996PLC025871

1. GENERAL INFORMATION

| | |
|--|--|
| a. Name, address, website and other contact details of the company indicating both <u>registered office</u> and <u>corporate office</u> ; | RESPONSE INFORMATICS LIMITED Spaces& More Business Park# 3,5 th Floor, Vittalrao Nagar, Madhapur,Hyderabad. 500081 Mail:response@responseinformaticsltd.com ww.responseinformaticsltd.com |
| b. Date of incorporation of the company; | 05/12/1996 |
| c. Business carried on by the company and its subsidiaries with the details of branches or units, if any; | Software Development & IT Consulting Services. |
| d. Brief particulars of the management of the company. 1. Mr. Subramaniyam Seetha Raman (DIN:06364310) , aged 46 years is a Non-Resident Indian and U S A Green card holder. He completed his graduation in Science from Osmania university. Heishavingaround25 years of experience eas entrepreneur in the area sofsoftware development, IT consulting and sales. He is member of Audit Committee, Nomination& RemunerationCommittee. He has been appointed as Managing Director of the Company in the EGM of the company held on 05.04.2022. His appointment is subject to Central Government approval. He is main promoter of the Company. 2. Smt.BhuvaneswariSeetharaman(DIN:01666421) , aged about 71 years is an Undergraduateand having vast experience in Administration for more than 44 years. She is woman Director on the Board. She is also one of the promoters of the company. 3. Mr.P.Chandrasekhar(DIN:01647212) ,aged 47years is a commerce graduate and member of The Institute of Cost and Works Accountants of India. He is having 2 decades of corporate experience in international companies asasenior financial Analyst. He has experience in Finance, Accounts, Corporate strategy, Taxation, Secretarial and International Trade Practices. He is chairman of Audit Committee, Member of Nomination &Remuneration Committee and Stakeholders Relationship Committee. He is Managing Director and CFO of Orchasp Limited a BSE Listed Company. He is Independent Director on the Board. 4. Mr. Prakash Babu Kondeti (Din:01857170) is a graduate in Commerce and also qualified MCSE. He is having 25 years of Business experience in electronics industry and also Director on the board of Sun Datacom Pvt Ltd etc., He is Independent Director on the Board of the company. | |

| e. Names, addresses, DIN and occupations of the directors; | | | |
|--|---|--|-------------------------|
| DIN | Full Name | Present residential address | Designation |
| 06364310 | SEETHA RAMAN SUBRAMANIYAM | 353 SIP AVENUE, JERSEY CITY NEW JERSEY, USA07306 | Managing Director |
| 01666421 | BHUVANESWARI SEETHARAMAN | 30-52/5/56, PLOT NO 56, CREATIVE NAGAR, ECIL, HYDERABAD TELANGANA, INDIA500062 | Director |
| 01857170 | PRAKASH BABU KONDETI | 3-5-965, NEAR H R D COLLEGE NARAYANGUDA, HYDERABAD TELANGANA, INDIA500029 | Independent Director |
| 01647212 | CHANDRA SEKHAR PATTAPURATHI | PLOT NO.10, CLASSIC ENCLAVE, TRIMULGHERRY, SAINIKPURI HYDERABAD, TELANGANA, INDIA 500094 | Independent Director |
| f. Management's perception of risk factors. | | Annexure 2 | |
| g. Details of default, if any, including therein the amount involved, duration of default and present status, in repayment of - | | | |
| I) | statutory dues; | Nil | |
| II) | debentures and interest thereon; | Nil | |
| III) | deposits and interest thereon; | Nil | |
| IV) | Loan from any bank or financial institution and interest thereon. | Nil | |
| h. Names, designation, address and phone number, email ID of the nodal/compliance officer of the company, if any, for the private placement offer process; | | KANNEGANTI RAVI KUMAR csresponseinfo@gmail.com 9440052560 | |
| i. Any Default in Annual filing of the Company under the Companies Act, 2013 or the rules made there under. | | NO | |

2. PARTICULARS OF THE OFFER

| a. Financial position of the Company for the last 3 financial years | Enclosed as Annexure-1 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--|---|---------------------------------|--|---|--|---|---|------------------|--------|----------|------|---|-----------------------|--------|----------|------|---|----------------------------|--------|----------|------|---|-------------------|--------|----------|------|--|--|--|--|--|--|-------|---------|----------|-------|
| b. Date of passing of Board resolution | 2 nd March, 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| c. Date of passing of resolution in the general meeting, authorising the offer of securities | 5 th April, 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| d. Kind of securities offered (i.e. whether share or debenture) and class of security; the total number of shares or other securities to be issued | Equity shares | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| e. Price at which the security is being offered including the premium, if any, along with justification of the price | Rs.20/- per Equity Share | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| f. Name and address of the valuer who performed valuation of the security offered, and basis on which the price has been arrived at along with report of the registered valuer | CA Vinay Thotla, Registered Valuer, 102, Vijayadurga Mansion, Hafeez pet, Hyderabad-500049. Basis of Valuation is weighted average of values obtained by Asset approach and Income Approach. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| g. Relevant date with reference to which the price has been arrived at; [Relevant Date means a date thirty days prior to the date on which the general meeting of the company is scheduled to be held] | 4 th March, 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| h. The class or classes of persons to whom the allotment is proposed to be made | Public | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| i. Intention of promoters, directors or key managerial personnel to subscribe to the offer (applicable in case they intend to subscribe to the offer) [not required in case of issue of non-convertible debentures] | Not Subscribing. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| j. The proposed time within which the allotment shall be completed | 22 nd April, 2022 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| k. The names of the proposed allottees and the percentage of post private placement capital that may be held by them [not required in case of issue of nonconvertible debentures] | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| <table border="1"> <thead> <tr> <th>S.No.</th> <th>Name of Proposed Allottees</th> <th>Maximum number of Equity Shares</th> <th>Total Amount in Rs. (Face value of Rs.10/- with a Premium of Rs.10/- per share)</th> <th>the percentage of post private placement capital that may be held by them</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Mr. Kishore Gunj</td> <td>500000</td> <td>10000000</td> <td>6.26</td> </tr> <tr> <td>2</td> <td>Orabase Solutions LLP</td> <td>500000</td> <td>10000000</td> <td>6.26</td> </tr> <tr> <td>3</td> <td>Mr. Vikramaditya Gandikota</td> <td>500000</td> <td>10000000</td> <td>6.26</td> </tr> <tr> <td>4</td> <td>Mr. M Sunil Kumar</td> <td>500000</td> <td>10000000</td> <td>6.26</td> </tr> <tr> <td></td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td></td> <td>Total</td> <td>2000000</td> <td>40000000</td> <td>25.04</td> </tr> </tbody> </table> | | S.No. | Name of Proposed Allottees | Maximum number of Equity Shares | Total Amount in Rs. (Face value of Rs.10/- with a Premium of Rs.10/- per share) | the percentage of post private placement capital that may be held by them | 1 | Mr. Kishore Gunj | 500000 | 10000000 | 6.26 | 2 | Orabase Solutions LLP | 500000 | 10000000 | 6.26 | 3 | Mr. Vikramaditya Gandikota | 500000 | 10000000 | 6.26 | 4 | Mr. M Sunil Kumar | 500000 | 10000000 | 6.26 | | | | | | | Total | 2000000 | 40000000 | 25.04 |
| S.No. | Name of Proposed Allottees | Maximum number of Equity Shares | Total Amount in Rs. (Face value of Rs.10/- with a Premium of Rs.10/- per share) | the percentage of post private placement capital that may be held by them | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | Mr. Kishore Gunj | 500000 | 10000000 | 6.26 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Orabase Solutions LLP | 500000 | 10000000 | 6.26 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Mr. Vikramaditya Gandikota | 500000 | 10000000 | 6.26 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Mr. M Sunil Kumar | 500000 | 10000000 | 6.26 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | Total | 2000000 | 40000000 | 25.04 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| L. The change in control, if any, in the company that would occur consequent to the private placement. | No change in control. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

| | |
|---|---|
| m. the number of persons to whom allotment on preferential basis/private placement/rights issue has already been made during the year, in terms of number of securities as well as price. | Nil |
| n. the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer. | Not applicable |
| o. Amount which the company intends to raise by way of proposed offer of securities. | Rs.4,00,00,000/- (Equity Rs.2,00,00,000+ Share Premium Rs.2,00,00,000/-) |
| p. Terms of raising of securities: Duration, if applicable, rate of dividend or rate of interest, mode of payment and repayment. | Ranking pari- passu with existing Equity Shares of the Company. |
| q. Proposed time schedule for which the private placement offer cum application letter is valid. | The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 days from the date of receipt of such approvals. |
| r. Purposes and objects of the offer | In light of the uncertainties created due to the ongoing pandemic, the Company needs to raise additional funds to strengthen its balance sheet and have access to long term resources to meet its growth requirements. The object of raising the equity share capital by issuing Equity Shares is: (i) to augment working capital (ii) funding of capital expenditure (iii) Investment in Subsidiary companies (iv) general corporate purposes |
| s. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of such objects | None of the existing Promoters, Directors or Key Management Personnel of the company has shown their intention to subscribe to proposed Preferential issue of shares |
| t. Principle terms of assets charged as security, if applicable | Not Applicable |
| u. The details of significant and material orders passed by the Regulators, Courts and Tribunals impacting the going concern status of the company and its future operations | Not Applicable |

3. PRE-ISSUE AND POST-ISSUE SHAREHOLDING PATTERN OF THE COMPANY

| Category of Investor | Pre Issue Equity Shares | | | | Post Issue Equity Shares* | |
|---|----------------------------|--------------------------|--------------------|-------------------|---------------------------|-------------------|
| | No of fully paid-up Shares | No of Partly Paid Shares | Total No of Shares | % Of Total Shares | Total No of Shares | % Of Total Shares |
| Promoters and Promoter Group Holding: | | | | | | |
| Indian Promoters /Promoter Group | | | | | | |
| Individuals / HUF | 1,248,790 | - | 1,248,790 | 20.90 | 1,248,790 | 15.66 |
| Bodies Corporate | - | - | - | - | - | - |
| Sub Total | 1,248,790 | - | 1,248,790 | 20.90 | 1,248,790 | 15.66 |
| Foreign Promoters /Promoter Group | 2,973,681 | - | 2,973,681 | 49.76 | 2,973,681 | 37.28 |
| Total Shareholding of Promoter and Promoter Group | 4,222,471 | - | 4,222,471 | 70.65 | 4,222,471 | 52.94 |
| Non-Promoters' shareholding | | | | | | |
| Institutions | | | | | | |
| Non- Institutions | - | - | - | - | - | - |
| Bodies Corporate: | - | - | - | - | - | - |
| Indian | 2,94,015 | - | 2,94,015 | 4.92 | 7,94,015 | 9.95 |
| Individuals | 14,59,914 | - | 14,59,914 | 24.43 | 29,59,914 | 37.11 |
| Sub Total | 1,753,929 | - | 17,53,929 | | 37,53,929 | 47.06 |
| Total Non-Promoters' Shareholding | 1,753,929 | - | 17,53,929 | 29.35 | 37,53,929 | 47.06 |
| Custodians for GDRs and ADRs | - | - | - | - | - | - |
| Grand Total | 5,976,400 | - | 5,976,400 | 100.00 | 79,76,400 | 100.00 |

4. DISCLOSURES WITH REGARD TO INTEREST OF DIRECTORS, LITIGATION ETC.

| | | | |
|--|--|---|---------------------|
| i. Any financial or other material interest of the directors, promoters or key managerial personnel in the offer and the effect of such interest in so far as it is different from the interests of other persons. | Nil | | |
| ii. details of any litigation or legal action pending or taken by any Ministry or Department of the Government or a statutory authority against any promoter of the offeree company during the last three years immediately preceding the year of the circulation of the offer letter and any direction issued by such Ministry or Department or statutory authority upon conclusion of such litigation or legal action shall be disclosed | Nil | | |
| iii. remuneration of directors (during the current year and last three financial years); | Name of the Director | Year | Salary In RS. Lakhs |
| | Smt.Bhuvaneshwari Seetharaman | 2018-19 2019-20 2020-21 | – – 7.00 |
| | | | |
| | | | |
| iv Related party transactions entered during the last three financial years immediately preceding the year of circulation of offer letter including about loans made or, guarantees given or securities provided | Related party transactions of Export sale made to Response Informatics INC were done on Arms length basis. | | |
| v. Summary of reservations or qualifications or adverse remarks of auditors in the last five financial years immediately preceding the year of circulation of offer letter and of their impact on the financial statements and financial position of the company and the corrective steps taken and proposed to be taken by the company for each of the said reservations or qualifications or adverse remark | Nil | | |
| vi. Details of any inquiry, inspections or investigations initiated or conducted under the Companies Act | Section | Nature inquiry/inspections/investigations/compounding | |

| | |
|---|-----|
| or any previous company law in the last three years immediately preceding the year of circulation of offer letter in the case of company and all its subsidiaries. Also if there were any prosecutions filed (whether pending or not) fines imposed, compounding of offences in the last three years immediately preceding the year of the offer letter and if so, section-wise details thereof for the company and all of its subsidiaries | NIL |
|---|-----|

| | | |
|---|-----------------|--------------|
| vii. Details of acts of material frauds committed against the company in the last three years, if any, and if so, the action taken by the company | Material Frauds | Action taken |
| | Nil | |

4. FINANCIAL POSITION OF THE COMPANY

| (A) the capital structure of the company in the following manner in a tabular form- | | | | |
|---|--------------------|--|-------------|-------------------------------|
| (i) (a) the authorised, issued, subscribed and paid-up capital (number of securities, description and aggregate nominal value); | Type of Securities | number of securities | description | aggregate nominal value (Rs.) |
| Authorised | Equity | 25000000 | 10/- | 250000000 |
| | Preference | | | |
| Subscribed | Equity | 6050300 | 10/- | 60503000 |
| | Preference | | | |
| Paid-up capital | Equity | 5976400 | 10/- | 59764000 |
| | Preference | | | |
| (b) size of the present offer; | Equity | 2000000 Shares of Rs. 10/- each @premium of Rs.10/- each | | |
| (c) paid up capital | | | | |
| (A) after the offer; | Equity | 7976400 | 10/- | 79764000 |
| | Preference | | | |
| (B) after conversion of convertible instruments (if applicable) | | Nil | Nil | Nil |
| (d) share premium account (before and after the offer) | | Before | | After |
| | | NIL | | Rs.20000000 |

(ii) the details of the **existing share capital** of the issuer company in a tabular form, indicating therein about each allotment, the date of allotment, the number of shares allotted, the face value of the shares allotted, the price and the form of consideration.

(a) For Cash

| S . N o | Date of allotment | Number of shares allotted | Cumulative Total of Shares | face value Rs.10 | price | form of consideration | Remarks |
|---------|-------------------|---------------------------|----------------------------|------------------|--------|-----------------------|----------------------|
| | 21/11/1996 | 200 | 200 | 10 | At par | Cash | Subscription to MOA |
| | 31/01/2000 | 50 | 250 | 10 | At par | Cash | private Placement |
| | 10/02/2000 | 49750 | 50000 | 10 | At par | Cash | private Placement |
| | 25/02/2000 | 104100 | 154100 | 10 | At par | Cash | Private Placement |
| | 21/04/2000 | 1153400 | 1307500 | 10 | At par | Cash | private Placement |
| | August,2000 | 4742800 | 6040300 | 10 | At par | Cash | Initial Public offer |
| | 01/01/2014 | (73900) | 5976400 | 10 | At par | Not applicable | Forfeiture of Shares |
| | | 5976400 | | | | | |

(b) For other than cash (last one year preceding)

| Date of allotment | Number of shares allotted | face value | Price | Details of the consideration |
|-------------------|---------------------------|------------|-------|------------------------------|
| NIL | NIL | NIL | NA | NA |

(B) Profits of the company, before and after making provision for tax, for the three financial years immediately preceding the date of circulation of offer letter.

| Year/Profits | Before Tax (Rs.) | After Tax (Rs.) |
|--------------|------------------|-----------------|
| 2020-21 | (22,734,564) | (22,729,269) |
| 2019-20 | (5,763,072) | (5,860,770) |
| 2018-19 | 547,156 | 395,848 |

(C) Dividends declared by the company in respect of the said three financial years; interest coverage ratio for last three years (Cash profit after tax plus interest paid/interest paid)

| Year | Dividend declared | Interest Coverage Ratio (Cash profit after tax plus interest paid/interest paid) |
|---------|--|---|
| 2020-21 | No dividend was declared for the last 3 years. | |
| 2019-20 | | |
| 2018-19 | | |

(D) Summary of the financial position of the company as in the three audited balance sheets immediately preceding the date of circulation of offer letter: Annexure-1

(E) Audited Cash Flow Statement for the three years immediately preceding the date of circulation of offer letter: Enclosed

| | |
|--|----------------|
| (F) Any change in accounting policies during the last three years and their effect on the profits and the reserves of the company. | Not Applicable |
|--|----------------|

PART – B

(To be filled by the Applicant)

| S.No. | Particulars | |
|-------|--|--|
| i. | Name | |
| ii. | Father's name | |
| iii. | Complete Address including Flat/House Number, Street, Locality, Pin Code | |
| iv. | Phone number, if any | |
| v. | email ID, if any | |
| vi. | PAN Number | |
| vii. | Bank Account Details | |
| viii. | Signature | |
| ix. | Initial of the Officer of the company designated to keep the record | |

5. I, **KANNEGANTI RAVIKUMAR**, COMPANY SECRETARY, HEREBY DECLARE THAT-

(a)the company has complied with the provisions of the Act and the rules made there under.

(b)the compliance with the Act and the rules does not imply that payment of dividend or interest or repayment of debentures, if applicable, is guaranteed by the Central Government.

(c)the monies received under the offer shall be used only for the purposes and objects indicated in the Offer letter.

I am authorized by the Board of Directors of the Company vide resolution number 03 dated 10th April,2022to sign this form and declare that all the requirements of Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the promoters subscribing to the Memorandum of Association and Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly, and legibly attached to this form.

Signed: **KANNEGANTI RAVIKUMAR**

Date: 10th April,2022
Place: Hyderabad

Attachments: -

Copy of Application form- Page No.10
Copy of Shareholders resolution
Copy of Board resolution

RESPONSEINFORMATICSLIMITED

Spaces&moreBusinessParkE1,5thFloor,1-89/A/8/C/2,VittalRaoNagar,Madhapur,Hyderabad-500081

CIN:L72200TG1996PLC025871

BALANCESHEETAS AT Mar2019, 2020 & 2021.

(AmountinRs.)

| | PARTICULARS | As at March31, 2019 | As at March31, 2020 | As at March31,20 21 |
|-----|-------------------------------------|---------------------------|---------------------------|---------------------------|
| I | <u>ASSETS:</u> | | | |
| (1) | Non-currentassets | | | |
| | (a)Property,PlantandEquipment | 134,064 | 712,136 | 443,177 |
| | (b)Capitalwork-in-progress | - | - | - |
| | (c)Goodwill | - | - | - |
| | (d)OtherIntangibleAssets | - | - | - |
| | (e)IntangibleAssetsunderdevelopment | - | - | - |
| | (f)Financialassets | | | |
| | (i)Investments | 23,375,000 | 23,375,000 | - |
| | (ii)OtherFinancialAssets | | | |
| | (g)Deferredtaxassets(net) | 13,667 | - | |
| | (h)Othernon-currentassets | 4,402,546 | 4,402,546 | 4,402,546 |
| (2) | Currentassets | | | |
| | (a)Inventories | - | - | - |
| | (b)Financialassets | | | |
| | (i)Investments | - | - | - |
| | (ii)Tradereceivables | 16,392,407 | 13,565,403 | 11,823,511 |
| | (iii)Cashandcashequivalents | 47,213 | 320,332 | 3,076,849 |
| | (iv)BankBalancesotherthan(iii)above | - | - | - |
| | (v)Loansandadvances | - | - | - |
| | (vi)InvestmentsheldforSale | - | - | - |
| | (c)Othercurrentassets | 6,000 | 623,707 | 2,060,112 |
| | TOTALASSETS | 44,370,897 | 42,999,123 | 21,806,195 |
| II | <u>EQUITYANDLIABILITIES:</u> | | | |
| | Equity | | | |
| | (a)EquityShareCapital | 59,764,000 | 59,764,000 | 59,764,000 |
| | (b)OtherEquity | | | |
| | (ii)ReservesandSurplus | (16,753,488) | (22,614,258) | (45,343,527) |
| | Liabilities | | | |
| (1) | Non-CurrentLiabilities | | | |
| | (a)FinancialLiabilities | | | |
| | (i)Borrowings | - | 2,315,000 | 4,465,000 |
| | (b)Provisions | - | - | - |
| | (c)Differedtaxliability(net) | | 84,031 | 78,737 |
| (2) | CurrentLiabilities | | | |
| | (a)FinancialLiabilities | | | |
| | (i)Borrowings | - | - | - |

| | | | |
|-------------------------------------|-------------------|-------------------|-------------------|
| (ii) Trade Payables | - | - | 493,829 |
| (iii) Other financial liabilities | - | - | - |
| (b) Other current liabilities | 914,700 | 3,217,687 | 1,943,862 |
| (c) Provisions | 445,685 | 232,663 | 404,294 |
| (d) Current tax liabilities (Net) | - | - | - |
| TOTAL EQUITY AND LIABILITIES | 44,370,897 | 42,999,123 | 21,806,195 |

| RESPONSE INFORMATICS LIMITED | | | | |
|--|---|---------------------------------|---------------------------------|---------------------------------|
| Spaces & more Business Park E1, 5th Floor, 1- | | | | |
| 89/A/8/C/2, Vittal Rao Nagar, Madhapur, Hyderabad TG 500081 CIN: L72200TG1996PLC025871 | | | | |
| STATEMENT OF PROFIT AND LOSS FOR THE PERIOD 2018-19, 19-20 & 20-21. | | | | |
| | PARTICULARS | Year Ended March 31, 2019 | Year Ended March 31, 2020 | Year Ended March 31, 2021 |
| I | Revenue | 5,299,000 | 15,334,020 | 26,165,530 |
| II | Others Income (I+II) | - | 111,424 | - |
| III |) | 5,299,000 | 15,445,444 | 26,165,530 |
| IV | Expenses: | - | - | - |
| | Cost of raw material and components consumed | 3,666,600 | 14,723,939 | 16,931,029 |
| | Employee Benefits Expense | 79,812 | 268,962 | 268,962 |
| | Depreciation and amortization expense | 558 | 19,099 | 10,216 |
| | Finance Cost | 1,004,874 | 6,196,515 | 31,689,886 |
| | Admin & General Expenses | | | |
| | Total Expenses | 4,751,844 | 21,208,516 | 48,900,093 |
| | Profit before tax (III-IV) | | | |
| V | Tax Expense | 547,156 | (5,763,072) | (22,734,564) |
| VI | - Current tax | | | |
| | - Deferred tax | 151,308 | | - |
| | Profit for the period (V-VI) | - | 97,698 | (5,294) |
| VII | Other Comprehensive Income (OCI) | 395,848 | (5,860,770) | (22,729,269) |
| VIII | 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) | - | - | - |
| | Total Comprehensive Income (VII+VIII) | - | - | - |
| | Earnings per equity share: (Equity shares of par value of Rs. 10/- each) | | | |
| IX | - | 395,848 | (5,860,770) | (22,729,269) |
| | - Basic | | | |
| X | - Diluted | 0.07 | (0.98) | (3.80) |
| | | 0.07 | (0.98) | (3.80) |

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 CASH FLOWS FOR THE YEAR ENDED 31st MARCH, 2019,2020 & 2021

| PARTICULARS | Year ended 31-03-2021 Amount in Rs. | Year ended 31-03-2020 Amount in Rs. | Year ended 31-03-2019 Amount in Rs. |
|---|--|--|--|
| A. CASH FLOW FROM OPERATING ACTIVITIES : | | | |
| Net profit before tax | (22,734,564) | (5,763,072) | 547,156 |
| <u>Adjustment for:</u> | | | |
| Depreciation and Amortisation | 268,962 | 268,962 | 79,812 |
| Interest Expenses | | - | - |
| Investments Written off | 23,375,000 | | |
| Interest Earned | | - | - |
| Cash Flows from Operations before changes in Assets and Liabilities | 909,399 | (5,494,109) | 626,968 |
| <u>Movements in Working Capital:</u> | | | |
| (Increase)/ Decrease in trade receivables | 1,741,892 | 2,827,004 | (1,319,365) |
| (Increase)/Decrease in other Current Assets | (1,436,405) | (617,707) | (6,000) |
| (Increase) / Decrease in Inventories | - | - | - |
| Increase/ (Decrease) in Trade Payables | 493,829 | - | (90,168) |
| Increase / (Decrease) in Short Term Provision | 171,631 | (217,145) | (501,409) |
| Increase/(Decrease) in Other current liabilities | (1,273,825) | 2,307,110 | 914,700 |
| Change in Working Capital | (302,878) | 4,299,262 | (1,002,242) |
| <u>Changes in non-current assets and liabilities</u> | | | |
| Decrease/(Increase) in Other Non-Current Assets | - | - | 760,000 |
| Decrease/(Increase) in Long Term Provisions | | - | - |
| Changes in non-current assets and liabilities | | - | 760,000 |
| <u>Cash Generated from Operations</u> | 606,521 | (1,194,847) | 384,726 |
| Less: Taxes | | - | 151,308 |
| Net Cash from operating activities(A) | 606,521 | (1,194,847) | 233,418 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | |

| | | | |
|---|------------------|------------------|------------------|
| (Increase) / Decrease in Fixed assets and Capital Work In progress | | (847,034) | - |
| Bank Balances not considered as Cash and Cash equivalents | | - | - |
| Investment in equity Shares | | - | - |
| Net cash used in Investing activities (B) | - | (847,034) | - |
| C.CASH FLOW FROM FINANCING ACTIVITIES | | | |
| Increase / (Decrease) in Share Capital | | - | - |
| Increase / (Decrease) in Borrowings | 2,150,000 | 2,315,000 | (450,000) |
| Interest paid | | - | - |
| Net cash Flow from Financing Activities (C) | 2,150,000 | 2,315,000 | - 450,000 |
| Net Increase/(Decrease) in cash & cash equivalents [A+B+C] | 2,756,521 | 273,119 | (216,582) |
| CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR | 320,331 | 47,213 | 263,795 |
| CASH & CASH EQUIVALENTS AT THE END OF THE YEAR | 3,076,852 | 320,331 | 47,213 |

Annexure-2

Management's perception of risk factors.

INTERNAL RISKS

1.Unsecured loans repayable on demand

The Company follows a practice of taking unsecured loans for its business that are repayable on demand on such conditions that may be agreed upon with the lender. As on date the Company has no outstanding loans.

2. The revenues earned from Software Development &IT Consulting Services have been inconsistent in the past and may continue to be inconsistent due to the very nature of this business which is dependent on the overall volatility in the Capital Markets in India.

3. Registered office is a rented premises.

We have been operating from the current premise where our Registered Office is situated, for the last 3years. This property is taken on lease from Spaces & More Business Park Private Limited.

4. Conflict of interest with the business of promoter group companies.

The Company is engaged in Software Development &IT Consulting Services.

Further, our promoters may also be interested in any transactions between the Company and the ventures promoted by the promoters.

5. Our success depends largely upon the services of our Directors and other Key managerial personnel and our ability to attract and retain them.

Our success is dependent on the expertise of our Directors, Promoters and Key managerial personnel that aids in making well informed business decisions. Demand for key managerial personnel is intense in the industry and we cannot assure you that we will be able to retain them, or our succession plan will help in replacing them. The loss of services of such key members could adversely affect the operations of the Company.

6. Our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements and capital expenditures. Our future ability to pay dividends will depend on our earnings, financial condition, and capital requirements. Dividends distributed by us will attract dividend distribution tax at rates applicable from time to time. There can be no assurance that we will generate sufficient income to cover the operating expenses and pay dividends to the shareholders. Our ability to pay dividends will also depend on our expansion plans. We may be unable to pay dividends in the near or medium term, and the future dividend policy will depend on the capital requirements and financing arrangements for the business plans, financial condition, and results of operations.

EXTERNAL RISKS

1. Global economic, political, and social conditions may harm our ability to do business, increase our costs and negatively affect our stock price. Global economic and political factors that are beyond our control, influence forecast and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude.

2. Global economic conditions have been unprecedented and continue to have, an adverse effect on the global and Indian financial markets which may continue to have a material adverse effect on our business. Recent global market and economic condition have been unprecedented and challenging with tighter credit conditions and an a health pandemic created by CORONA has been witnessed in most economies from 2019 Continued concerns about the systemic impact of potential long-term and wide-spread economic recession, energy costs, geopolitical issues, the availability and cost of credit, the outbreak of war between Russia and Ukraine have contributed to increased market volatility and diminished expectations for emerging economics. These conditions, combined with volatile oil prices, declining business and consumer confidence and increased unemployment, have contributed to volatility of unprecedented levels. As a result of these market conditions, the cost and availability of credit has been and may continue to be adversely affected by illiquid credit markets and wider credit spreads. Concern about the stability of the markets generally and the strength of counterparties specifically has led many lenders and institutional investors to reduce, and in some cases, cease to provide credit to businesses and consumers. These factors have led to a decrease in spending by business and consumers alike and corresponding decreases in global infrastructure spending and commodity prices. These market and economic conditions have an adverse effect on the global and

Indian financial markets and may continue to have a material adverse effect on our business and financial performance.

3. Any disruption in the supply of power, IT infrastructure, telecom lines and disruption in internet connectivity could disrupt our business process or subject us to additional costs. Any disruption in basic infrastructure or the failure of the Government to improve the existing infrastructure facilities could negatively impact our business since we may not be able to provide timely or adequate service to our clients. We do not maintain business interruption insurance and may not be covered for any claims or damage if the supply of power, IT infrastructure, internet connectivity or telecom lines is disrupted. This may result in the loss of a client, impose additional costs on us and have an adverse effect on our business, financial condition and results of operations and could lead to decline in the price of our Equity Shares.



The Full text of the resolutions passed at the Extra ordinary general meeting held on 05/04/2022 at 11.00AM

Item no. 1: To create, offer, issue, and allot shares on Preferential Basis to Investors:

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "SEBI Listing Regulations"), the listing agreements entered into by the Company with BSE Limited on which the Equity Shares having face value of Rs. 10/- each of the Company ("Equity Shares") are listed and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India ("SEBI") and/ or any other competent authorities (hereinafter referred to as "Applicable Regulatory Authorities") from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company ("Members") be and is hereby accorded to the Board to create, issue, offer and allot at an appropriate time, in one or more tranches, up to 20,00,000 (Twenty Lakhs Equity Shares at a price of Rs. 20 (Rupees Twenty only) per Equity Share consisting of Face value of Rs.10 and Security premium of Rs.10/- ('Preferential Allotment Price') aggregating to Rs. 400,00,000 (Rupees Four Crores Only) to the investors listed in the table below (Hereinafter referred to as "Investors") as per the details listed below, on a preferential basis ("Preferential

Allotment") on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws."

| S. No | Name of the Investor | Maximum No. of Shares Offered |
|-------|----------------------------|-------------------------------|
| 1 | Mr. Kishore Ganji | 5,00,000 |
| 2 | Orabase Solutions LLP | 5,00,000 |
| 3 | Mr. Vikramaditya Gandikota | 5,00,000 |
| 4 | Mr. M. Sunil Kumar | 5,00,000 |
| | Total | 20,00,000 |

"RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for the purpose of calculating the floor price for the Preferential Allotment of the Equity Shares be and is hereby fixed as **Friday March 4th, 2022 being the date 30 (thirty) days prior** to the date of the Extraordinary General Meeting i.e., **Tuesday, 5th April 2022.**"

"RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares under the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- (a) 100% of the Preferential Allotment Price shall be payable on or before the allotment Date.
- (b) The Equity Shares shall be allotted in dematerialized form within a period of 15 days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.
- (c) The Equity Shares allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- (d) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time.
- (e) The Equity Shares to be issued and allotted shall be fully paid up and rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof and be subject to the requirements of all applicable laws and shall be subject to the

provisions of the Memorandum of Association and Articles of Association of the Company.

(f) The Equity Shares will be listed on the Stock Exchanges subject to the receipt of necessary regulatory permissions and approvals.”

“RESOLVED FURTHER THAT if any of the Investor fails to apply within the stipulated time to the full extent of their eligibility or is found not eligible for the Preferential Allotment, the company shall allot the shares to the Investors (listed herein) up to the extent of their applications received.”

“RESOLVED FURTHER THAT pursuant to the provisions of the Companies Act, 2013, the names of the Investors be recorded for the issue of invitation to subscribe to the Equity Shares and information Memorandum in Form No. PAS-4 together with an application form be issued to the Investors inviting them to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the members of the Company is hereby accorded to the issuance of the same to the Investor inviting them to subscribe to the Equity Shares.”

“RESOLVED FURTHER THAT the amount received by the Company from the Investors for application of the Equity Shares pursuant to this preferential issue shall be kept by the Company in a separate bank account.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or any committee thereof be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution.”

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any Committee of the Board or any one or more Director(s)/Company Secretary/ any Officer(s) of the Company including making necessary filings with the Stock Exchanges and Regulatory Authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint Consultants, Professional Advisors and Legal Advisors to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

The above stated resolution is passed as special resolution at the EGM held on 05-04-2022

RESPONSE INFORMATICS LIMITED

CIN NO: L72200TG1996PLC025871

True Extract of Minutes of the Meeting of Board of Directors held on 2nd March,2022.

Item No.3: Authorization to Issue Equity shares on Preferential basis: -

“RESOLVED THAT in accordance with the provisions of Sections 42, 55, 62 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with the Rules framed there under, and as per SEBI(ICDR) regulations, 2018, and subject to the approval of the members at the General Meeting, the consent of the Board be and is hereby accorded, to offer or invite to subscribe for, issue of 20,00,000 (Twenty Lakhs) Equity shares on Preferential basis at Rs.20/-Per Share consisting face value of Rs.10/-each and share premium of Rs.10/-each per share to the following investors.

| Sr No | Name of Proposed Allottee | Category | Maximum number of Equity Shares | Total Amount In Rupees (FV Rs.10+Rs.10 Premium) |
|-------|----------------------------|--------------|---------------------------------|---|
| 1 | Mr. Kishore Ganji | Non Promoter | 500,000 | 100,00,000 |
| 2 | Orabase Solutions LLP | Non Promoter | 500,000 | 100,00,000 |
| 3 | Mr. Vikramaditya Gandikota | Non Promoter | 500,000 | 100,00,000 |
| 4 | Mr. Sunil Kumar | Non Promoter | 500,000 | 100,00,000 |
| | Total | | 20,00,000 | 400,00,000 |

RESOLVED FURTHER THAT the Board of Directors do and hereby take on record the Valuation Report issued by the said Registered Valuer.

RESOLVED FURTHER THAT the draft Private Placement Offer Letter (in the form PAS-4) tabled before the meeting and initialed by the Chairperson for the purpose of identification for 20,00,000 (Twenty Lakhs) Equity shares on Preferential basis at Rs.20/-Per Share consisting of face value of Rs.10/-each and share premium of Rs.10/-each per share.

RESOLVED FURTHER THAT an extraordinary general meeting of the Company be called on 5th day of April 2022 at 11AM through OVAM for obtaining the approval of the members for offer of Equity Shares as per the draft notice and explanatory statement placed before the meeting duly initialed by the Chairperson for identification.

RESOLVED FURTHER THAT the Company Secretary and the Directors be and are hereby authorized severally to issue the said notice to the members and others who are entitled for the same and take all necessary action in this respect.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such deeds, documents, and writings, as it may in its absolute discretion deem necessary or incidental and incur such expenses in relation thereto as it may deem appropriate including filing of necessary e-forms with Registrar of Companies, Hyderabad.”

For Response Informatics Limited



K. Ravi Kumar

Company Secretary