

RESPONSE INFORMATICS LIMITED

**14th
ANNUAL REPORT**

2010-2011

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CORPORATE INFORMATION

Board of Directors:

1. Mr. P. Maheswaran Nair	--	Director
2. Mr. I V S Suryanarayana Raju	--	Director
3. Mr. K. Subba Rao	--	Director
4. Mr. M.S. Kiran	--	Director
5. Mr. K. S. Harinath	--	Director

Registered Office:

Flat No.312, Arun Apartment,
Lakdikapool, Red Hills,
Hyderabad – 500004

Auditors:

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

Audit Committee:

- 1) Mr. K. Subba Rao
- 2) Mr. P. Maheswaran Nair
- 3) Mr. I V S Suryanarayana Raju

Remuneration Committee:

- 1) Mr. K. Subba Rao
- 2) Mr. P. Maheswaran Nair
- 3) Mr. I V S Suryanarayana Raju

Investor Grievance Committee:

- 1) Mr. K. Subba Rao
- 2) Mr. P. Maheswaran Nair
- 3) Mr. I V S Suryanarayana Raju

Listing:

Calcutta Stock Exchange Limited

Registrar & Share Transfer Agents:

Aarthi Consultants Private Limited
1-2-285, Domalguda, Hyderabad
Ph No: 04027638111/27634445
Email Id: info@aarthicconsultants.com

NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Shareholders of M/s Response Informatics Limited will be held on Thursday, the 29th day of September, 2011 at 11.00 a.m. at Flat No.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad – 500004 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Balance Sheet as at 31st March 2011, the Profit and Loss Account for the year ended on that date, together with notes and schedules attached thereto along with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. K. Subba Rao who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint M/s. Hari Babu & Associates, Chartered Accountants as Statutory Auditors of the Company and to hold office from the conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting and to authorize the Board to fix their remuneration.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date: 04.09.2011**

**Sd/-
P. Maheshwaran Nair
Director**

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. Proxies, in order to be effective must be received by the company not less than 48 hours before the commencement of the meeting.
2. The Register of Members and Share Transfer Books of the Company will be closed 24.09.2011 to 29.09.2011 (Both days inclusive).
3. Members are requested to produce the Attendance Slip duly signed as per the Specimen Signature recorded with the Company/Depository Participant for admission to the meeting hall.
4. Members holding shares in physical form are requested to notify immediately any change in their address along with address proof, i.e., Electric /Telephone Bill, Driving License or a copy of passport and Bank particulars to the company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the company/RTA without delay.
5. Members, who hold shares in de-materialized form, are requested to bring their Client ID and DP IDs for easier identification of attendance at the meeting.
6. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 109A of the Companies Act, 1956, are requested to send the same to the office of the Registrar and Transfer Agent of the Company.
7. Corporate Members are requested to send to the Company's Registrar & Transfer Agent, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting.
8. It shall be mandatory for the transferee(s) to furnish copy of PAN Card to the Company/RTAs for registration of transfer of shares for securities market transactions and off market/private transaction involving transfer of shares in physical form of listed companies.
9. As a measure of austerity, copies of the annual report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of the Annual Report to the Meeting.
10. Members holding shares in the same name under different ledger folios are requested to apply for Consolidation of such folios and send the relevant share certificates to M/s. Aarthi Consultants Private Limited, Share Transfer Agents of the Company for their doing the needful.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date: 04.09.2011**

**Sd/-
P. Maheshwaran Nair
Director**

DIRECTORS' REPORT

To
The Members

We have pleasure in presenting the 14th Annual Report with Audited Statements of Accounts for the year ended 31st March 2011.

FINANCIAL RESULTS:

(Amt. in Rs.)

Particulars	2010-11	2009-10
Income	11,10,255	13,99,931
Expenditure	16,28,120	131,48,43
Profit before Tax	-5,17,865	85,088
Provision for Taxation	0	41,570
Profit after Taxes	-5,17,865	12,76,852

DIVIDEND:

Keeping the Company's expansion and growth plans in mind, your Directors have decided not to recommend dividend for the year.

PUBLIC DEPOSITS:

Your Company has not accepted any deposits falling within the meaning of Sec.58A of the Companies Act, 1956 read with the Companies (Acceptance of Deposits) Rules, during the financial year under review.

LISTING:

The equity shares of your company are listed on Calcutta Stock Exchange Limited.

CAPITAL OF THE COMPANY:

The authorized capital of the company stands at Rs. 8,00,00,000 divided into 80,00,000 shares of Rs. 10/- each and the paid up capital of the company stands at Rs. 5,96,28,000 divided into 59,62,800 equity shares of Rs. 10/- each.

MANAGEMENT DISCUSSION AND ANALYSIS:

A detailed review of operations, performance and future outlook of your Company and its businesses is given in the Management Discussion and Analysis, which forms part of this Report.

INSURANCE:

The company's assets have been adequately insured against major risks.

DIRECTORS:

In accordance with the Companies Act, 1956 read with Articles of Association of the company the Director namely Mr. K. Subba Rao retires by rotation and is eligible for re-appointment. Your Board recommends the re-appointment of the Director.

DIRECTORS' RESPONSIBILITY STATEMENT:

In pursuance of Section 217(2AA) of the Companies Amendment Act, 2000 your directors confirm:

- i) that the directors in the preparation of the annual accounts the applicable accounting standards have been followed along with proper explanations relating to material departures.
- ii) that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year.
- iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safe guarding the assets of the company and for preventing and deleting fraud and other irregularities.
- iv) that the directors had prepared the annual accounts on the going concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO:

The required information as per Sec.217 (1)(e) of the Companies Act 1956 is provided hereunder:

A. Conservation of Energy:

Your Company's operations are not energy intensive. Adequate measures have been taken to conserve energy wherever possible by using energy efficient computers and purchase of energy efficient equipment.

B. Technology Absorption:

1. Research and Development (R&D)	:	NIL
2. Technology absorption, adoption and innovation	:	NIL

C. Foreign Exchange Earnings and Out Go:

Foreign Exchange Earnings	:	NIL
Foreign Exchange Outgo	:	NIL

PARTICULARS OF EMPLOYEES:

There is no employee who is falling under section 217 (2A). Therefore, the disclosures required to be made under section 217 (2A) of the Companies Act, 1956 and the rules made there under are not applicable.

CODE OF CONDUCT:

The Code of Conduct has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. Code of Conduct has also been placed on the website of the company. A declaration to this effect is given in Annexure.

AUDITORS:

M/s. Hari Babu & Associates, Chartered Accountants, Hyderabad, will retire as auditors of the company at the ensuing Annual General Meeting and being eligible have expressed their willingness for reappointment. Your directors propose the appointment of M/s. Hari Babu & Associates as statutory auditors to hold office until the conclusion of the next Annual General Meeting of the company.

CORPORATE GOVERNANCE:

As a listed company, necessary measures have been taken to comply with the listing agreements of Stock Exchanges. A report on Corporate Governance, along with a certificate of compliance from the Auditors forms part of this Report as Annexure.

ACKNOWLEDGMENTS:

Your directors would like to express their appreciation for assistance and co-operation received from clients, banks, investors, Government, other statutory authorities and all others associated with the company. Your directors also wish to place on record their deep sense of appreciation for the excellent contribution made by the employees at all levels, which enabled the company to achieve sustained growth in the operational performance during the year under review.

DECLARATION BY MANAGING DIRECTOR OF AFFIRMATION BY DIRECTORS AND SENIOR MANAGEMENT PERSONNEL OF COMPLIANCE WITH THE CODE OF CONDUCT:

The shareholders,

I, P. Maheshwaran Nair, Director of the Company do hereby declare that the directors and senior management of the Company have exercised their authority and powers and discharged their duties and functions in accordance with the requirements of the code of conduct as prescribed by the Company and have adhered to the provisions of the same.

**For and on behalf of the Board
Response Informatics Limited**

Place: Hyderabad

Date: 04.09.2011

Sd/-

**P. Maheshwaran Nair
Director**

MANAGEMENT DISCUSSIONS AND ANALYSIS**1. Overview**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

2. Industry Structure and Developments:

The earlier trend of smaller companies being marginalized has continued in the year under review. Another distinct trend during the year has been the preference of foreign companies to outsource their entire IT needs to the larger companies and get them to setup large offshore operations to support these contracts.

3. Opportunities and Threats

Though the overall scenario for the smaller companies is extremely competitive, there are some niche areas where there are some opportunities for growth. The management is exploring these areas to consider entering these areas and develop expertise in such areas.

4. Outlook

The management is doing its best to forge relations with other companies and take the company forward in the new business lines. However, the outlook of the management is cautious in view of the competitive nature of the market.

5. Risks and Concerns

While venturing into new business lines, the company would need access to funds. The risk of not being able to raise funds at the timer needed is the biggest risk that the management foresees.

6. Internal Control Systems

The Company has adequate internal control systems commensurate with the size and the nature of business of the Company.

The internal control system is constantly assessed and strengthened with tighter control procedures. The internal control systems ensure effectively of operations, compliance with internal policies and applicable laws and regulations, protection of resources and assets, and accurate reporting of financial transactions.

The audit committee periodically reviews the adequacy and efficacy of the said internal control systems. All the issues relating to internal control systems are resolved by the audit committee.

7. Human resource development and industrial relations

The Company recognizes the importance and contribution of the employees. Human Resource is viewed to be as one of the most important factor in the growth process with a view to cross further frontiers in business performance, the Company strives to organize training modules for understanding and improving the core skills of the employees. It is the continuous effort by the Company that helps to provide the right environment in order to maximize team efforts while exploiting individual growth potential in the right manner.

CAUTIONARY STATEMENT:

Statements in the Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and international markets in which the Company operates, changes in the Government regulations, tax laws and other statutes and other incidental factors.

REPORT ON CORPORATE GOVERNANCE

(Forming part of Directors' Report)

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Your Company strongly believes that for attaining sustainable growth in this competitive corporate world, Corporate Governance is a pre-requisite. The governance practices followed by your Company have played a vital role in its journey of continued success. Our endeavor over the years has been to strengthen the governance processes and systems attributing to constant improvisations, sustainability, and profitable growth and creating long-term value for the stakeholders.

II. BOARD OF DIRECTORS

- a.) The Board of Directors consists of 3 Members of whom 2 are Non-Executive Independent Directors. The Composition of the Board is in conformity with the listing requirements.
- b.) The details of the Directors being appointed / re-appointed on retirement by rotation at the ensuing Annual General Meeting, as required pursuant to Clause 49(IV) (G) of the Listing Agreement, are mentioned in the Notice to the Annual General Meeting, forming part of the Report.
- c.) The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships is given below. Other Directorships do not include alternate directorships, directorships of private limited companies, section 25 companies and of companies incorporated outside India.
- d.) Pecuniary relationship or transaction of the Non – executive Directors vis-à-vis the company. None of the Non-executive Directors has any pecuniary relationship or transactions with the company.
- e.) The Board of Directors met 5 times during the year on 10.05.2010, 10.08.2010, 04.09.2010, 10.11.2010 and 10.02.2011 and the maximum gap between any two meetings was less than four months, as stipulated under Clause 49.

The details of Composition of Board of Directors, directors' attendance at Board Meetings, AGM and details of other directorships during the year are as follows:

S. No.	Name of the Directors	Category	Attendance Particulars		Last AGM	No. of other Director ships
			No. of Board meetings held during the tenure of the director			
			Held	Attended		
1.	Mr. P. Maheswaran Nair	Promoter & Executive	5	5	Yes	6
2.	Mr. I V S Suryanarayana Raju	Independent & Non-Executive	5	5	Yes	1
3.	Mr. K. Subba Rao	Independent & Non-Executive	5	5	Yes	1

Board's Procedure:

Agenda papers along with explanatory statements were circulated to the directors in advance for each of these meetings. All relevant information as per Clause 49 of the Listing Agreement was placed before the Board from time to time.

Committees of the Board:

Currently, there are three (3) Committees of the Board, namely: Audit Committee, Remuneration Committee, Shareholders/ Investors Grievance Committee and Share Transfer Committee. The Board decides the terms of reference for these Committees. The minutes of the meetings of the Committees are placed before the Board for information. The details as to the composition, terms of reference, number of meetings and related attendance, etc., of these Committees are provided hereunder:

III. AUDIT COMMITTEE

- a) The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges read with Section 292A of the Companies Act, 1956.
- b) The terms of reference of the Audit Committee include a review of;

- i) Overview of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements reflect a true and fair position and that sufficient and credible information is disclosed.
 - ii) Recommending the appointment and removal of external auditors, fixation of audit fee and also approval for payment for any other services.
 - iii) Discussion with external auditors before the audit commences, of the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
 - iv) Reviewing the financial statements and draft audit report including quarterly / half yearly financial information.
 - v) Reviewing with management the annual financial statements before submission to the Board, focusing on:
 - 1. Any changes in accounting policies and practices;
 - 2. Qualification in draft audit report;
 - 3. Significant adjustments arising out of audit;
 - 4. The going concern concept;
 - 5. Compliance with accounting standards;
 - 6. Compliance with stock exchange and legal requirements concerning financial statements;
 - 7. Any related party transactions
 - vi) Reviewing the company's financial and risk management's policies.
 - vii) Disclosure of contingent liabilities.
 - viii) Reviewing with management, external and internal auditors, the adequacy of internal control systems.
 - ix) Reviewing the adequacy of internal audit function, including the audit character, the structure of the internal audit department, approval of the audit plan and its execution, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
 - x) Discussion with internal auditors of any significant findings and follow-up thereon.
 - xi) Reviewing the findings of any internal investigations by the internal auditors into the matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.
 - xii) Looking into the reasons for substantial defaults in payments to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
 - xiii) Reviewing compliances as regards the Company's Whistle Blower Policy.
- c) The previous Annual General Meeting of the Company was held on 30.09.2010 and Mr. K. Subba Rao, Chairman of the Audit Committee, attended previous AGM.

- d) The composition of the Audit Committee and the attendance of each member of the Audit Committee are given below:

The Company has complied with all the requirements of Clause 49 (II) (A) of the Listing Agreement relating to the composition of the Audit Committee. During the financial year 2008-2009, (4) four meetings of the Audit Committee were held on the 10.05.2010, 10.08.2010, 10.11.2010 and 10.02.2011.

The details of the composition of the Committee and attendance of the members at the meetings are given below:

Name	Designation	Category	No. of meetings attended
Mr. K. Subba Rao	Chairman	NED (I)	4
Mr. P. Maheswaran Nair	Member	ED (P)	4
Mr. I V S Suryanarayana Raju	Member	NED (I)	4

NED (I): Non Executive Independent Director
The necessary quorum was present at all the meetings.

IV. REMUNERATION COMMITTEE

The details of composition of the Committee are given below:

Name	Designation	Category
Mr. K. Subba Rao	Chairman	NED (I)
Mr. P. Maheswaran Nair	Member	ED (P)
Mr. I V S Suryanarayana Raju	Member	NED (I)

Terms of reference:

The main term of reference of the Committee is to approve the fixation/revision of remuneration of the Managing Director/Whole Time Director or other key employees of the Company and while approving:

- To take into account the financial position of the Company, trend in the industry, appointee's qualification, experience, past performance, past remuneration etc.
- To bring out objectivity in determining the remuneration package while striking a balance between the interest of the Company and the Shareholders.

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, individual performance etc.

No remuneration was paid to any of the directors during the year.

V. SHAREHOLDERS / INVESTOR GRIEVANCE AND SHARE TRANSFER COMMITTEE

A.) Composition during the year:

The Details of composition of the Committee at the meetings are given below:

Name	Designation	Category
Mr. K. Subba Rao	Chairman	NED (I)
Mr. P. Maheswaran Nair	Member	ED (P)
Mr. I V S Suryanarayana Raju	Member	NED (I)

B.) Powers:

The committee has been delegated with the following powers:

- To redress shareholders and investor complaints relating to transfer of shares, dematerialization of shares, non-receipt of balance sheet, non-receipt of declared dividend etc.
- To approve, transfer, transmission, and issue of duplicate/ fresh share certificate(s).
- Consolidate and sub-division of share certificate etc.
- To redress, approve and dispose off any, other complaints, transactions and requests etc. received from any shareholder of the company and investor in general.

The Board has delegated the power to process the transfer and transmission of shares to the Registrar and share Transfer Agents, who process share transfers within a week of lodgment in the case of shares held in physical form.

The Board has designated Mr. P. Maheswaran Nair, Director as the Compliance Officer.

The Company has designated an exclusive e-mail ID csresponseinfo@gmail.com for redressal of shareholders' complaints/grievances.

Complaints received and redressed by the Company during the financial year:

During the year no complaints were received.

S.No	Particulars	Remarks
1.	At the beginning of the year	NIL
2.	Received during the year	NIL
3.	At the end of the year	NIL

VI. GENERAL BODY MEETINGS

Financial Year	Venue	Date	Time
2009-10	G-1, Aneesha Kuteer,7-1-414/3, Srinivasa Colony, Maitrivanam, Ameerpet, Hyderabad - 500038	30.09.2010	11.00 AM
2008-09	G-1, Aneesha Kuteer,7-1-414/3, Srinivasa Colony, Maitrivanam, Ameerpet, Hyderabad - 500038	30.09.2009	11.00 AM
2007-08	G-1, Aneesha Kuteer,7-1-414/3, Srinivasa Colony, Maitrivanam, Ameerpet, Hyderabad - 500038	29.09.2008	11.00 AM

VII. OTHER DISCLOSURES

- (a) There were no significant related party transactions that may have potential conflict with the interests of the Company at large.
- (b) In the preparation of financial statements, no treatment materially different from that prescribed in Accounting Standards had been followed.
- (c) There were no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets at any time during the last 3 years.
- (d) Whistle Blower policy: We have established a mechanism for employees to report concerns about unethical behavior, fraud or violation of code of conduct of the company. The mechanism provided direct access to the Managing Director/Chairman of the Audit Committee for exceptional cases. All employees can also directly meet the Audit Committee members of the company.
- (e) The Company has complied with the non – mandatory requirements to relating to remuneration committee and Whistle Blower policy.
- (f) The Company has furnished the requisite Certificates to the Board of Directors under Clause 49 of the Listing Agreement.

VIII. MEANS OF COMMUNICATION

The quarterly, half yearly and yearly financial results will be sent to the Stock Exchanges immediately after the Board approves the same.

IX. GENERAL SHAREHOLDERS INFORMATION

a) 14th Annual General Meeting:

Date and Time	Thursday, the 29th day of September, 2011 at 11.00 a.m
Venue	G-1, Aneesha Kuteer,7-1-414/3, Srinivasa Colony, Maitrivanam, Ameerpet, Hyderabad - 500038

b) Book Closure Date : 24.09.2011 to 29.09.2011 (Both days inclusive).

c) Financial Year and Calendar (Tentative) 2011-2012:

The Company follows April to March as its Financial Year. The results of every quarter beginning from April are declared in the first month following each quarter as follows:

Financial Reporting for 2011-12 (tentative)	On or before
The First Quarter results	14.08.2011
The Second quarter results	14.11.2011
The Third quarter results	14.02.2012
The Fourth quarter results	15/30.05.2012

d) Listing on Stock Exchanges : Calcutta Stock Exchange Limited

e) Listing Fees : Listing fee for the year 2011-2012 has not been paid

f) ISIN No. : For equity shares: - INE401B01010

i) Registrar & Share Transfer Agents (for shares held in both physical and demat mode):

Aarhi Consultants Pvt. Ltd.,
1-2-285, Domalguda, Hyderabad - 500029.
Ph No: 04027638111/27634445
E-mail Id: info@aarhiconsultants.com

j) Share Transfer System:

The Physical shares transfers are processed and the share certificates are returned to the shareholders within a maximum period of one month from the date of receipt, subject to the document being valid and complete in all respects.

Any transferee who wishes to demat the shares may approach a Depository Participant along with a duly filled Demat Request Form, who shall, on the basis of the Share Certificate, generate a demat request and send the same to the Registrar and Share Transfer Agents (RTA). On receipt, the Depository Registrar confirms the request.

All the requests for Dematerialization of shares are processed and the confirmation is given to the respective Depositories i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) within 21 days on receipt.

k) Shareholding Pattern as on 31st March, 2011:

Particulars	Category	No. of shares held	Percentage of shareholding
A.	Shareholding of Promoter and promoter group		
1.	Promoters & Persons acting in concert		
	Sub- Total A		
B.	Public Shareholding		
1.	Institutions		
2.	Non-Institutions		
a)	Bodies Corporate		
b)	Indian public and others		
c)	Any others		
	i) NRI's		
	ii) Clearing Members		
	Sub Total B		
	Grand Total (A+B)		

l) Dematerialization of Shares:

The Company's shares are dematerialized on National Securities Depositories limited (NSDL) and Central Depository Services (India) Limited. The Company's ISIN is INE401B01010. As on 31st March, 2011, 7,25,590 equity shares are dematerialized which is 11.99% of the paid up capital of the company and out of which 24,200 shares are in CDSL and 7,01,390 shares are in NDSL and the balance are in physical form.

m) Address for Investors Correspondence:

The Shareholders may correspond with the Company for the redressal of their grievances, if any to the registered office of the company.

Flat No.312, Arun Apartment,
Lakdikapool, Red Hills,
Hyderabad – 500004
Tel No: 040 3759369 040 3745834

n) CEO/MD Certification:

As required by the clause 49 (V) of the Listing Agreement, the certificate from CEO is attached elsewhere in the annual report.

o) Compliance Certificate of the Auditors:

The Statutory Auditor has certified that the company has complied with the conditions of the Corporate Governance as stipulated in clause 49 of the listing agreement and the same forms part of the Annual Report. The Certificate from the statutory auditor will be sent to the stock exchange along with the Annual Report of the Company.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date: 04.09.2011**

**Sd/-
P. Maheshwaran Nair
Director**

Dear Shareholder,

Please find below the certificate as per Clause 49(V) of the Listing Agreement:

CERTIFICATE

I, P. Maheshwaran Nair, Director of M/s Response Informatics Limited certify that:

1. We have reviewed the financial statements for the year and that to the best of our knowledge and belief:
 - (a) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (b) These statements present a true and fair view of the state of affairs of the Company and of the results of the operations and cash flows. The financial statements have been prepared in conformity, in all material respects, with the existing generally accepted accounting principles including accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of Company's code of conduct.
3. We accept overall responsibility for establishing and monitoring the Company's internal control system for financial reporting and evaluating its effectiveness. Internal Audit function monitors the internal control system for financial reporting, which encompasses the examination and evaluation of the adequacy and effectiveness. Internal Audit works with all levels of management and Statutory Auditors, and reports significant issues to the Audit Committee of the Board. The Auditors and Audit Committee are apprised of any corrective action taken with regard to significant deficiencies and material weakness.
4. We indicate to the Auditors and to the Audit Committee:
 - (a) Significant changes in internal controls over financial reporting during the year;
 - (b) Significant changes in the accounting policies during the year;
 - (c) No instances of significant fraud of which we have become aware of and which involve the management or other employees who have significant role in the Company's internal control system over financial reporting.

However, during the year there were no such changes and instances.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date: 04.09.2011**

**Sd/-
P. Maheshwaran Nair
Director**

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To
The Members of
Response Informatics Limited

We have examined the Compliance with conditions of Corporate Governance of M/s. Response Informatics Limited for the year ended 31st March, 2011 as stipulated in clause 49 of the Listing Agreement with stock Exchanges.

The Compliance with the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to review the procedures and implementations thereof adopted by the Company for ensuring the compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us and representations made by the Directors and the Management's, we certify that the company has complied with conditions of the Corporate Governance as stipulated in Clause 49 of the above mentioned Listing agreement. As required by the guidance note issued by the institute of Chartered Accountants of India, we have to state that no grievances of investors are pending for a period exceeding one month against the Company as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For and on behalf of the Board
Response Informatics Limited**

**Place: Hyderabad
Date: 04.09.2011**

**Sd/-
P. Maheshwaran Nair
Director**

**RESPONSE INFORMATICS LIMITED
BALANCE SHEET AS AT 31st MARCH, 2011**

Particulars	Note No.	As at 31st March, 2011		As at 31st March, 2011	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
SOURCES OF FUNDS					
1. SHAREHOLDER'S FUNDS					
a) SHARE CAPITAL	A	59,628,000		59,628,000	
b) Reserves & Surplus	B	802,505	60,904,852	1,320,370	60,948,370
2. LOAN FUNDS					
a) Secured Loans	C	4,478,658		2,583,002	
b) Unsecured Loans	D	7,549,302	12,027,960	4,295,452	6,878,454
TOTAL			72,458,465		67,826,824
APPLICATION OF FUNDS					
1. FIXED ASSETS					
a) Gross Block	E	3,937,471		3,937,471	
Less: Depreciation		3,773,655		3,712,639	
c) Net Block		163,816		224,832	
d) Capital work-in-progress			163,816		224832
			27,375,000		27375000
2. INVESTMENTS					
3. CURRENT ASSETS, LOANS & ADVANCES					
a) Inventories	-	-		-	
b) Sundry Debtors	F	14,190,758		13,519,038	
c) Cash and Bank Balance	G	9,861,991		8,066,702	
d) other current assets	H	19,718,576		16,470,861	
c) Loans and Advances	I	1,192,444		2,192,444	
		44,963,769		40,249,045	

**RESPONSE INFORMATICS LIMITED
BALANCE SHEET AS AT 31st MARCH, 2011**

Particulars	Note No.	As at 31st March, 2009		As at 31st March, 2008	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
Less: Current Liabilities & Provisions	J				
a) Liabilities		-		-	
b) Provisions		44,120		22,053	
NET CURRENT ASSETS			44,919,649		40,226,992
a) Miscellaneous Expenditure (to the extent not written off or adjusted)	K				
3 PROFIT AND LOSS ACCOUNT					
TOTAL			72,458,465		67,826,824

NOTES ON ACCOUNTS**O**

For Haribabu & Associates
Chartered Accountants
(Firm Reg No: 008194S)

For and on behalf of the Board

HaribabuHaribabu
Partner
M No: 029357

Director

Director

Place : Hyderabad
Date: 04/09/2011

**RESPONSE INFORMATICS LIMITED
PROFIT AND LOSS ACCOUNT FOR 12 MONTHS PERIOD ENDED MARCH 31, 2011**

Particulars	Sch	As at 31st March, 2010		As at 31st March, 2009	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
<u>INCOME</u>					
Software & Data processing Charges	L		-		-
Other Income			1,110,255		1,399,931
Sale of Software					
TOTAL			1,110,255		1,399,931
<u>EXPENDITURE</u>					
Cost Software	M N		-		-
Administrative Expenditure			1,409,760		1,018,340
Financial Charges			157,344		205,461
Depreciation			61,016		91,042
			1,628,120		1,314,843
Profit / (Loss) for the year			(517,865)		85,088
Less: Provisions for Tax			-		41,570
Profit/ (Loss) after Tax			(517,865)		43,518
Add: Excess/ (Short) Provision of Income					
Tax of earlier years					
Previous year Profit/ (Loss)			1,320,370		1,276,852
Balance carried to the Balance Sheet			802,505		1,320,370

the schedules referred to above form an integral part of the Balance Sheet as per our report attached

For Haribabu & Associates
Chartered Accountants
(Firm Reg No: 008194S)

For and on behalf of the Board

HaribabuHaribabu
Partner
M No: 029357

Director

Director

Place : Hyderabad
Date: 04/09/2011

**CASH FLOW STATEMENT
FOR THE YEAR ENDED 31ST MARCH, 2011**

	Particulars	For Year Ended March 31	
		31.03.2011 Rs.	31.03.2010 Rs.
A.	Cash flow from operating activities Net Profit / (Net loss) After Tax and Exceptional Items Depreciation Interest Preliminary & Deferred expenses written off Bad Debts written off Loss on Assets Assets written off Cash Flow Before working capital changes Trade and other receivable Loans and Advances Trade payable		
B.	Net Cash from operating activities Cash flow from investing activities purchase of fixed assets net cash used in investing activities		
C.	<i>Cash flow from financing activities</i> Increase/(Decrease) in Bank Borrowing Increase/(Decrease) in Other Borrowing interest paid Net Cash used in financing activities Net increase/ decrease in cash and cash equivalents cash and cash equivalents opening balances Cash and Cash equivalents Closing balances		

as per our report attached
For Haribabu & Associates
Chartered Accountants
(Firm Reg No: 008194S)

Haribabu
Partner
M No: 029357

Place : Hyderabad
Date: 04-09-2011

RESPONSE INFORMATICS LIMITED
SCHEDULES FORMING PART BALANCE SHEET AS AT 31ST MARCH, 2011

SCH NO	Particulars	As at 31st March, 2011		As at 31st March, 2010	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
A. SHARE CAPITAL	Authorised Capital 80,00,000 Equity Shares of Rs.10/- each		80,000,000		80,000,000
	ISSUED, SUBSCRIBED AND PAID UP CAPITAL 60,50,300 Equity Shares of Rs. 10/- each	60,503,000	-	60,503,000	59,628,000
	Less: Calls Unpaid	875,000	59,628,000	875,000	
	TOTAL		59,628,000		59,628,000
B. RESERVES & SURPLUS	Profit and Loss A/C		802,505		1,320,370
	TOTAL		802,505		1,320,370
C. SECURED LOANS	D C B LOAN		-		-
	FEDERAL BANK-124		2,583,002		2,583,002
	TOTAL		2,583,002		2,583,002
D. UN-SECURED LOANS	Intercompany Advances		-		4,077,960
	Others		4,478,658		853,109
	TOTAL		6,606,056		4,931,069

**FIXED ASSETS
SCHEDULE-E**

DESCRIPTION	Gross Block		Depreciation		Net Block		
	As at April 1, 2010	Additions/Adjustments During the Year Rs.	Deductions/Adjustments During the Year Rs.	As at March 31, 2011	Up to April 1, 2010	As at March 31, 2011	As at April 1, 2010
1. Computers	3,357,131			3,357,131	37,116	3,301,457	92,791
2. Furniture and Fixtures	580,340			580,340	23,300	47,298	132,042
Total	3,937,471			3,937,471	61,016	3,773,655	224,832

RESPONSE INFORMATICS LIMITED
SCHEDULES FORMING PART BALANCE SHEET AS AT 31ST MARCH, 2010

SCH NO	Particulars	As at 31st March, 2011		As at 31st March, 2010		
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	
F.	SUNDRY DEBTORS		-		-	
	Considered good					
	More than six months		14,190,758		13,519,038	
	Less than six months				-	
	TOTAL		14,190,758		13,519,038	
G.	CURRENT ASSETS					
	CASH AND BANK BALANCES					
	Cash on Hand					
	Fixed Deposits		3,730,305			
			6,079,984		3,555,299	
	BALANCE WITH SCHEDULED BANKS		27,283		4,461,101	
	In Federal Bank-6879		7,691		11,461	
	In South Indian Bank Ltd.		-		7,691	
	In bank of India		-		1,666	
	In D C B Bank		16,728		-	
	In Federal Bank-9879		-		29,484	
		TOTAL		9,861,991		8,066,702
	H.	OTHER CURRENT ASSETS				
		Chit Funds		1,534,160		2,234,160
Advances to Customers			700,000		700,000	
Security Deposits with customers			4,168,015		4,168,015	
ATM Infotech Franchise Deposit			8,580,000		8,580,000	
Project expenditure			750,000		750,000	
Chit Loss Suspense A/c			-		-	
Tax Dedcuted at Source			86,401		38,686	
Other Advances			3,900,000		-	
		TOTAL		19,718,576		16,470,861

RESPONSE INFORMATICS LIMITED
SCHEDULES FORMING PART BALANCE SHEET AS AT 31ST MARCH, 2011

SCH NO	Particulars	As at 31st March, 2011		As at 31st March, 2010	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
I.	LOANS & ADVANCES				
	Inter corporate Advances & Deposits		1,192,444		1,192,444
	Other Advances		-		1,000,000
	Loans and Advances		-		-
	TOTAL		1,192,444		2,192,444
J.	CURRENT LIABILITIES & PROVISIONS				
	CURRENT LIABILITIES		44,120		22,060
	Audit Fee		-	41,570	-
	Fbt provision			(41,577)	(7)
			-		
	TOTAL		44,120		22,053
K.	MISC. EXPENDITURE				
	Preliminary Expenses written off		-		9,000
	Add: Capital Enhancement fee		-		182,940
	Add: Public Issue expenses		-		1,076,327
			-		1,268,267
	Less: Written off				
	Up to last year			1,160,737	
	During the year		-	107,530	1,268,267
	TOTAL		-		-

RESPONSE INFORMATICS LIMITED
SCHEDULES FORMING PART BALANCE SHEET AS AT 31ST MARCH, 2011

SCH NO	Particulars	As at 31st March, 2011		As at 31st March, 2010	
		Amount (Rs.)	Amount (Rs.)	Amount (Rs.)	Amount (Rs.)
L.	OTHER INCOME				
	Chit Dividend & Profit		672,500		200,000
	Interest on Loans		353,842		1,199,931
	Profit on Shares		-		
			83,913		
	TOTAL		1,110,255		1,399,931
			7,600		
M.	ADMINISTRATIVE EXPENSES		14,166		
	Rant		14,825		
	Salaries		1,268,740		36,000
	Traveling				184,000
	Office Maintenance				63,750
	Chit Loss		22,060		36,000
	Preliminary expenses written off		20,000		562,500
	Repairs and Maintenance		58,169		107,530
	Audit Fee		4,200		6,500
					22,060
		TOTAL		1,409,760	
N.	Interest on Loans				-
	Bank Interest		150,092		204,853
	Bank Charges		7,252		608
	TOTAL		157,344		205,461
O.	Preliminary Expenses Written off				
	Add: Capital enhancement fee		-		9,000
	Add: Public Issue Expenses		-		182,940
			-		1,076,327
			-		
	Less: Written off		-		1,268,267
	Up to Last year		-	653,428	
	During the year		--	126,827	
	TOTAL		-		1,268,267

RESPONSE INFORMATICS LIMITED

Flat No.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad – 500004

PROXY FORM

I/We _____ of _____ being a Member(s) of above named company, hereby appoint _____ of _____ or failing him/her _____ of _____ as my/our proxy to attend and vote for me/us, on my/our behalf at the 14th Annual General Meeting of the Company to be held on Wednesday, the 30th day of September, 2011 at 11.00 a.m. at the registered office of the company at Flat no.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad –500004 and at any adjourned meeting thereof.

As Witnessed Signed this _____ day of September 2010

Signed by the said _____

Folio No. / Client ID _____

No. of shares held _____

Affix
Re.1/-
Revenue
Stamp.

Note:

The proxy in order to be effective should be duly stamped, completed, signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting.

ATTENDANCE SLIP

(Please present this slip at the Meeting venue)

I hereby record my presence at the 14th Annual General Meeting of the members of the company to be held on Wednesday, the 30th day of September, 2014 at 11.00 a.m. at the registered office of the company at Flat no.312, Arun Apartment, Lakdikapool, Red Hills, Hyderabad –500004.

Shareholders/Proxy's Signature _____

Shareholders/Proxy's full name _____
(In block letters)

Folio No. / Client ID _____

No. of shares held _____

Note:

Shareholders attending the meeting in person or by proxy are required to complete the attendance slip and hand it over at the entrance of the meeting hall.

PRINTER MATTER
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If undelivered please return to :

RESPONSE INFORMATICS LIMITED

Flat No.312, Arun Apartment, Lakdikapool,
Red Hills, Hyderabad – 500004