

Date: September 05, 2025

To  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

BSE Scrip Code: 538273

Dear Sir/ Madam,

**Subject: 28<sup>th</sup> Annual Report of Response Informatics Limited for the Financial Year 2024-25**

Pursuant to Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the 28<sup>th</sup> Annual Report of Response Informatics Limited for the financial year 2024-25.

The 28<sup>th</sup> Annual General Meeting of the Company is scheduled to be held on Monday, September 29, 2025.

Kindly take the same on your records.

Thanking you,  
Yours faithfully,

For Response Informatics Limited

*Ashwini M*

Ashwini Mangalampalle  
Company Secretary and Compliance Officer



## Response Informatics Limited

3rd Floor, Raghuma Towers, Plot No. 3, 4 & 5, Survey Nos 58 & 59, Madhapur, Serilingampally Mandal,  
Ranga Reddy District, Hyderabad, Telangana - 500 081

Web : [www.responseinformatics ltd.com](http://www.responseinformatics ltd.com) , E-mail : [response@responseinformatics ltd.com](mailto:response@responseinformatics ltd.com),

Office : 040-40037073, CIN : L72200TG1996PLC025871, GSTIN : 36AABCR6792E1Z6



**Response Informatics**  
TECHNOLOGY SIMPLIFIED



**FINANACIAL YEAR  
2024-25**

**ANNUAL  
REPORT**

## Corporate Information

<p><b>CIN</b> L72200TG1996PLC025871</p> <p><b>BOARD OF DIRECTORS</b> Mr. Subramaniam Seetha Raman (DIN: 06364310) – Managing Director</p> <p>Mrs. Bhuvaneswari Seetharaman (DIN: 01666421) – Non-Executive Director</p> <p>Mr. Chandra Sekhar Pattapurathi (DIN: 01647212) - Non-Executive - Independent Director</p> <p>Ms. Prakash Babu Kondeti (DIN: 01857170) – Non-Executive - Independent Director</p> <p><b>COMPANY SECRETARY</b> CS Ashwini Mangalampalle</p> <p><b>CHIEF FINANCIAL OFFICER (CFO)</b> Mr. Ramakrishna Prasad Makkena</p> <p><b>REGISTERED OFFICE</b> 3<sup>rd</sup> Floor, 1-89/3/4, Raghuma Towers, Hi-Tech City Road, Madhapur, Hyderabad, Telangana - 500081 Phone: 040-40037073 Email Id: <a href="mailto:cs@responseinformatics.com">cs@responseinformatics.com</a> Website: <a href="https://www.responseinformatics ltd.com">https://www.responseinformatics ltd.com</a></p>	<p><b>STATUTORY AUDITORS</b> M/s. M Anandam &amp; Co. Chartered Accountants Hyderabad</p> <p><b>SECRETARIAL AUDITORS</b> M/s. P. S. Rao &amp; Associates Company Secretaries Hyderabad</p> <p><b>INTERNAL AUDITORS</b> M/s. Channa &amp; Associates Chartered Accountants Hyderabad</p> <p><b>BANKER</b> HDFC Bank Limited, Karkhana, Hyderabad</p> <p><b>REGISTRAR AND SHARE TRANSFER AGENTS</b> M/s. Aarthi Consultants Private Limited 1-2-285, Domalguda, Hyderabad – 500 029 Phone: 040 – 27638111/4445 Fax: 040 – 2763 2184 E-mail Id: <a href="mailto:info@aarthiconsultants.com">info@aarthiconsultants.com</a></p> <p><b>LISTED WITH</b> BSE Limited (BSE), Mumbai</p>
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**NOTICE**

Notice is hereby given that the **28<sup>th</sup> Annual General Meeting (“AGM”)** of Response Informatics Limited will be held on Monday, September 29, 2025 at 03.00 P.M through video conferencing (“VC”) / other audio-visual means (“OAVM”) to transact the following businesses:

**ORDINARY BUSINESS:**

**1. To receive, consider, and adopt the Audited Standalone and Consolidated Financial Statement for the financial year ended March 31, 2025**

To receive, consider, and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon and, in this regard, to consider and if thought fit, to pass the following resolution as Ordinary Resolution:

**“RESOLVED THAT** the audited (standalone and consolidated) financial statement of the Company for the financial year ended March 31, 2025 and the reports of the Board of Directors and the Auditors thereon, as circulated to the members, be and are hereby considered and adopted.”

**2. To appoint Bhuvaneswari Seetharaman (DIN: 01666421), who retires by rotation as a director**

In this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

**“RESOLVED THAT** Bhuvaneswari Seetharaman (DIN: 01666421) be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

**SPECIAL BUSINESS:**

**3. To ratify the related party transactions**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the Members of the Company be and hereby ratify the transactions entered into with and/or continue the Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with related parties as tabulated in the explanatory statement that are falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, on such material terms and conditions as may be mutually agreed between related parties and the Company, at arm’s length basis, in the ordinary course of business and for the financial years as specified in the Explanatory Statement to this resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified, and confirmed in all respects.”

**4. To approve existing as well as new material related party transactions with the related parties**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company’s Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time and basis the approval and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded to the Company to enter or continue to enter into Material Related Party Transaction(s)/Contract(s)/Arrangement(s)/Agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with related parties as tabulated in the explanatory statement that are falling within the definition of ‘Related Party’ under Section 2(76) of the Act and Regulation 2(1)(zb) of the SEBI Listing Regulations, during the financial year 2025-26 on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the related party and the Company, such that the maximum value of the Related Party Transactions with such party, in aggregate, does not exceed value as specified in the explanatory statement to this resolution, provided that the said transaction(s)/ contract(s)/arrangement(s) shall be carried out in the ordinary course of business of the Company at arm’s length.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include the Audit Committee of the Company and any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) be and is hereby authorised to do all such acts, deeds, matters, and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including finalizing and executing necessary documents, contract(s), scheme(s), agreement(s) and such other documents as may be required, seeking all necessary approvals to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred to, without being required to seek further consent or approval of the members and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified, and confirmed in all respects.”

**5. To appoint Secretarial Auditors of the company**

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

**“RESOLVED THAT** pursuant to Section 204 and other applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Regulation 24A of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, other applicable laws/statutory provisions, if any, as amended from time to time, P S Rao & Associates, Practising Company Secretaries (Unique Identification Number P2001TL078000) be and is hereby appointed as Secretarial Auditors of the Company for term of five consecutive years commencing from financial year 2025-26 till financial year 2029-30, at such fees, plus applicable taxes and other out-of-pocket expenses as may be mutually agreed upon between the Board of Directors of the Company and the Secretarial Auditors.”

**6. To approve the continuation of Bhuvaneshwari Seetharaman (DIN: 01666421) as a Non-Executive Non-Independent Director of the company post attaining the age of 75 years**

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

**“RESOLVED THAT** pursuant to Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including other applicable provisions, if any of the Companies Act, 2013 read with the rules framed there under (including any statutory modification or re-enactment thereof, for the time being in force) (hereinafter collectively referred to as the “Applicable Laws”), the consent of the members of the Company be and is hereby accorded for the continuation of Bhuvaneshwari Seetharaman (DIN: 01666421), as a Non-Executive Director of the Company, who shall attain the age of 75 years on November 02, 2025.”

**7. To approve the remuneration payable to Bhuvaneshwari Seetharaman (DIN: 01666421), Non-Executive Director of the company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 197, 198, Schedule V and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the members of the Company be and is hereby accorded to for payment of remuneration to Bhuvaneshwari Seetharaman (DIN: 01666421), Non-Executive Director of the company of Rs.1,00,000/- (Rupees One Lakh only) per month during her term of service from April 1, 2025, notwithstanding that such remuneration may exceed the limits specified under Section 197 and Schedule V of the Act.”

**“RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during her term of service, the remuneration specified here-in above shall be paid as minimum remuneration as per the provisions of Section II of Part of II of Schedule V to the Act, including any statutory modification(s) thereof.”

**“RESOLVED FURTHER THAT** the Board (which will include its committee thereof) be and is hereby authorized to vary and / or revise the remuneration of Bhuvaneshwari Seetharaman (DIN: 01666421), Non-Executive Director within limits permissible under the Act.”

**8. To provide loans, guarantee, security or invest funds of the company in excess of the limits specified under section 186 of the Companies Act, 2013.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014, and other applicable provisions, if any, of the Act (including any statutory modification, amendment or re-enactment thereof for the time being in force) and provisions of the Memorandum and Articles of Association of the Company and subject to such other approvals, consents, sanctions and permissions as may be required in that behalf, approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include, unless the context otherwise requires, any Committee which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board to exercise the powers conferred on the Board by this Resolution) to (i) give any loan to any person



or other body corporate ; (ii) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate - as it may in its absolute discretion deem beneficial and in the interest of the Company - upto a maximum aggregate amount of Rs.100 crores, outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Board or any Committee/Person(s) authorised by the Board, be and are hereby authorised to negotiate and finalise the terms and conditions of the aforesaid investments, loan(s) guarantee(s) and security(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to give effect to the resolution.”

**“RESOLVED FURTHER THAT** any Director or Chief Financial Officer or the Company Secretary, be and are hereby severally authorised to do all acts, deeds, matters and things as they deem necessary and/or expedient to give effect to this Resolution, including but not limited to settle any question or difficulty in connection therewith and incidental thereto.”

#### **9. To set out the Borrowing Limits of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions of the Companies Act, 2013, Foreign Exchange Management Act, 1999 including rules, regulations and circulars framed thereunder, as applicable; and the Memorandum and Articles of Association of the Company, the approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to borrow money by obtaining Loans, Inter Corporate Deposits (ICDs), Overdraft Facilities, Lines of Credit, Commercial Papers, Debentures, External Commercial Borrowings (Loans/Bonds), INR denominated Offshore Bonds or any other instruments permitted to be issued by the Company under any law for the time being in force or in any other forms, in both domestic and foreign currency, of both capital and revenue in nature, from Banks, Financial Institutions, Investment Institutions, Insurance Companies, Mutual Funds, other Bodies Corporate or any other person(s) (hereinafter referred to as the “Lending Agencies/ Lenders”), including by way of availing credit limits through Non-Fund based limits i.e. Bank Guarantee, Letter of Credit, etc. or by any other means for and on behalf of the Company from time to time as deemed by it to be requisite and proper for the business of the Company, but so that the moneys to be borrowed together with the moneys already borrowed (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) by the Company shall not exceed Rs.100 Crores (Rupees One Hundred Crores Only) in excess of the aggregate of its paid share capital, free reserves and securities premium of the Company as per the latest annual audited financial statements.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors be and are hereby authorized to arrange to fix the terms and conditions of all such borrowings from time to time as it may deem fit and to sign and execute all such deeds, contracts, instruments, agreements and any other documents as may be required and to do all such acts, deeds, matters, things as may be deemed necessary, expedient and incidental thereto and to delegate all or any of its powers herein conferred by this resolution to any committee of Directors and/or Directors and/or Officers of the Company to give effect to this resolution.”

**10. To create Charge on the movable and immovable properties of the Company, both present and future, in respect of borrowings**

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

**“RESOLVED THAT** pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof) to mortgage, pledge, create charge and / or hypothecate and to provide securities as may be necessary on such of the movable and/or immovable properties wherever situated, both present and future, or to sell, lease, or otherwise dispose of the whole or substantially the whole of the undertaking or the undertakings of the Company, on such terms and conditions at such time(s) and in such form and manner, and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of the Company's any one or more of the undertakings or all of the undertakings of the Company in favour of any Bank(s), Financial Institutions, Investment Institutions, Insurance Companies, Mutual Funds, other Bodies Corporate or any other person(s) (hereinafter referred to as the “Lending Agencies/ Lenders”) and Trustees for the holders of debentures / bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure the borrowings availed or to be availed by the Company, together with the interest thereon at the agreed rates, further interest, liquidated damages, premium on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company to the Trustees under the Trust Deed and to the Lending Agencies under their respective Agreements/Loan Agreements/Debenture Trust Deeds entered/to be entered into by the Company and/or Board in respect of the said borrowings, within the overall limits of the borrowing powers of the Board as determined from time to time by members of the Company, pursuant to Section 180(1)(c) of the Companies Act, 2013.”

**“RESOLVED FURTHER THAT** the Securities to be created by the Company for its borrowing as aforesaid may rank with the security already created in the form of mortgage and / or charges already created or to be created in future by the Company as may be agreed to between the Board and the parties concerned.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board or any committee or person(s) authorised by the Board, be and is / are hereby authorised to finalise, settle, and execute such documents / deeds / writings / papers / agreements as may be required and to do all acts, deeds, matters and things as may in its / his / their absolute discretion deem necessary, proper or desirable and to settle any question(s), difficulty(ies) or doubt(s) that may arise in regard to creating security(ies) as aforesaid or other considered to be in the best interest of the Company.”

By order of the Board  
For Response Informatics Limited

Date: August 14, 2025  
Place: Hyderabad

Ashwini Mangalampalle  
Company Secretary & Compliance Officer  
M. No: A44418



**NOTES:**

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by "COVID-19", General Circular Nos. 20/2020 dated May 5, 2020, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and subsequent circulars issued in this regard, the latest being 09/2024 dated September 19, 2024 in relation to "Clarification on holding of Annual General Meeting ("AGM") through Video Conferencing (VC) or Other Audio Visual Means (OAVM)", (collectively referred to as "MCA Circulars") permitted the holding of the AGM through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the MCA Circulars, the AGM of the Company is being held through VC /OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts concerning the business under Item Nos. 3 to 10 of the Notice, is annexed hereto. Further, the relevant details with respect to Item No. 2 pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment at this AGM are also annexed.
3. In accordance with the aforesaid MCA Circulars and Circular Nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023, SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by Securities Exchange Board of India (collectively referred to as "SEBI Circulars"), Notice of the AGM along with the Annual Report 2024-25 is being sent only through electronic mode to those Members whose e-mail address is registered with the Company/Depository Participants. Members may note that the Notice and the Annual Report 2024-25 will also be available on the Company's website <https://www.responseinformaticsltd.com>, website of the Stock Exchange, that is, BSE Limited at [www.bseindia.com](http://www.bseindia.com), and on the website of Company's Registrar and Transfer Agent, Aarthi Consultants Private Limited ("RTA") at <https://www.aarthiconsultants.com> and on the website of CDSL <https://www.evotingindia.com/>.
4. For receiving all communication (including Annual Report) from the Company electronically:
  - a) Members holding shares in physical mode and who have not registered / updated their email address with the Company are requested to register / update the same by writing to the Company with details of folio number and attaching a self-attested copy of PAN card at [cs@responseinformatics.com](mailto:cs@responseinformatics.com) or to the RTA at [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
  - b) Members holding shares in dematerialised mode are requested to register / update their email addresses with the relevant Depository Participant.
5. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for the AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.
6. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUFs, NRIs, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body

Resolution/Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail to [jinesh211@gmail.com](mailto:jinesh211@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). Institutional shareholders (i.e. other than individuals, HUFs, NRIs etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

7. Book Closure Date for the purpose of AGM: from September 23, 2025 to September 29, 2025 (both days included)
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4, the format of which is available on the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Form-ISR-4-Request-for-Duplicate-and-Others.pdf> and on the website of the Company's RTA, Aarthi Consultants Private Limited at <https://www.aarthiconsultants.com/Downloads/Form%20ISR-4%20Duplicate%20and%20other%20serices%20in%20demat.pdf>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
9. In terms of Regulation 40(1) of SEBI Listing Regulations, as amended from time to time, transfer, transmission and transposition of securities shall be effected only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or Aarthi Consultants Private Limited ("RTA") for assistance in this regard.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates along with the requisite KYC Documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13, which is available on the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Form-No-SH-13-Nomination-Form.pdf> and the same is available on the RTA's website at <https://www.aarthiconsultants.com/Downloads/Form%20No.%20SH-13.pdf>. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or SH-14 as the case may be, which are available on the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Form-ISR-3-Declaration-for-Nomination-Opt-Out.pdf> or <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Form-No-SH-14-Request-for-Cancellation-or-Variation-in-Nomination.pdf> and the same are available on the website of the Company's RTA, Aarthi Consultants Private Limited at <https://www.aarthiconsultants.com/Downloads/Form%20ISR-3.pdf> or <https://www.aarthiconsultants.com/Downloads/Form%20No.%20SH-14.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialized form and to Aarthi Consultants Private Limited in case the shares are held in physical form.

12. For updating the signature of the securities holder, the holder / claimant shall furnish original cancelled cheque and banker's attestation of the signature in Form ISR-2. The same is available on the company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Form-ISR-2-Confirmation-of-Signature-by-bank.pdf>, and the same is available on the RTA's website at <https://www.aarthiconsultants.com/Downloads/Form%20ISR-2.pdf>.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company as on the cut-off date will be entitled to vote during the AGM.
14. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE\_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.responseinformaticsltd.com/otherinformation/>.
15. The Board has appointed Jineshwar Kumar Sankhala, Practicing Company Secretary (M. No. A21697; C P No. 18365), as the scrutinizer of the company to scrutinize the remote e-voting and voting at the AGM in a fair and transparent manner.
16. INSTRUCTIONS FOR E-VOTING AND JOINING THE AGM ARE AS FOLLOWS:
  1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis.
  4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Annual-report\\_FY-2025.pdf](https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Annual-report_FY-2025.pdf) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation to this Ministry's General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2022 dated 05.05.2022, General Circular No. 10/2022 dated 28.12.2022 and General Circular No. 9/2023 dated 25.09.2023 after due examination, it has been decided to allow companies whose AGMs are due in the Year 2024 or 2025, to conduct their AGMs through VC or OAVM on or before 30th September, 2025 in accordance with the requirements laid down in Para 3 and Para 4 of the General Circular No. 20/2020 dated 05.05.2020.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

**Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.**

**Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.**

- (i) The voting period begins on Friday, September 26, 2025 from 09:00 AM and ends on Sunday, September 28, 2025 at 05:00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Monday, September 22, 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders'/retail shareholders is at a negligible level.

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

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

**Step 1:** Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

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

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> <li>1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing User ID and Password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; My Easi New (Token) Tab.</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; My Easi New (Token) Tab and then click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>

<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</li> <li>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on <b>company name or e-Voting service provider name</b> and you will be re-directed to <b>e-Voting service provider website</b> for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co">evoting@nsdl.co</a> . in or call at: 022 - 4886 7000 and 022 - 2499 7000

**Step 2:** Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	<p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>



- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [jinesh211@gmail.com](mailto:jinesh211@gmail.com) and [cs@responseinformatics.com](mailto:cs@responseinformatics.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & E-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **five days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@responseinformatics.com](mailto:cs@responseinformatics.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **five days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [cs@responseinformatics.com](mailto:cs@responseinformatics.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

17. The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting. Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
18. A member can opt for only single mode of voting per EVSN, i.e., through remote e-voting or voting at the Meeting. If member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the **cut-off date, i.e., Monday, September 22, 2025** only shall be entitled to avail the facility of remote e-voting or for participation at the AGM and voting at AGM.

19. Non-Resident Indian members are requested to inform VCC / respective DPs, immediately of:
  - Change in their residential status on return to India for permanent settlement.
  - Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Circulars issued thereunder:**

The following Statement sets out all material facts relating to the businesses mentioned under Item Nos. 3 to 10 in the Notice:

**ITEM NO. 3:**

Pursuant to Section 188 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, except with the prior approval of the members by means of an ordinary resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into as contracts or arrangements with respect to availing or rendering of any services, directly or through appointment of agent, amounting to ten per cent. or more of the turnover of the company.

In the Annual General Meeting held on September 28, 2024, approval of the members was obtained to undertake a transaction with Ariston Tek Solutions Private Limited up to a maximum of Rs.2 Crores to provide software services. However, the value of the related party transaction entered into during the FY 2024-25 was beyond the above said limits i.e., of Rs.2.16 Crores.

The Company has entered into related party transaction with Response Informatics UK Limited to the tune of Rs.1.32 Crores during the FY 2024-25. The particulars as required are disclosed in the Explanatory Statement set out under Item No.4 under the relevant table.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and the Board of Directors of the Company for consideration and approval of the Members.

Except Subramaniyam Seetha Raman, Managing Director and Bhuvaneswari Seetharaman, Director of the Company is also a director on the Board of Ariston Tek Solutions Private Limited, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

Pursuant to Section 188 of the Act, Members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out at Item No.3 whether the entity is a related party to the particular transaction or not.

No member of the company shall vote on such special resolution, to approve any contract or arrangement which may be entered into by the company, if such member is a related party

The Board recommends the Ordinary Resolutions set out at Item No. 3 of the Notice for the ratification of the Members.

**ITEM NO. 4:**

Pursuant to Section 188 of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014, except with the prior approval of the members by means of an ordinary resolution, a company shall not enter into a transaction or transactions, where the transaction or transactions to be entered into as contracts or arrangements with respect to availing or rendering of any services, directly or through appointment of agent, amounting to ten per cent. or more of the turnover of the company.

Response Informatics Limited (“the Company” or “Response”) is specialized in Digital Transformation, leveraging cutting-edge technologies to revolutionize processes, and IT Consulting. Response is widely acknowledged for its abilities in extensive knowledge in the domain of technology, resulting in ability to anticipate disruptive market trends and generate innovative strategic guidance aligning with the client’s long-term goals to ensure sustained growth and success.

The Board of Directors considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and the “related parties”, the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the contracts/arrangements and the transactions with “related parties” are reviewed and approved by the Audit Committee.

**Transactions with Ariston Tek Inc, USA:**

Sr. No	Description	Particulars
1.	Name of the related party	Ariston Tek Inc, USA
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and SEBI Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Subramaniyam Seetha Raman
4.	Type of the proposed transaction	Backoffice Support & Recruiting Services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions through contracts/arrangements with a single related party subject to a maximum of Rs.2 Crores per annum which are entered during the FY 2025-26.
6.	Particulars of the proposed transaction	Backoffice Support & Recruiting Services
7.	Tenure of the transaction	For 1 year – FY 2025-26
8.	Value of the proposed transaction	Up to a maximum of Rs.2 Crores
9.	Percentage of the company’s annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Standalone – 20.76% Consolidated – 5.96%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities.
11.	Details of the valuation report or external party report (if any), enclosed with the Notice	Company’s governance policies with respect to negotiation with third parties are followed for all contracts/ arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis.
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	

A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Transactions with Technologia Corporation,USA:**

Sr. No	Description	Particulars
1.	Name of the related party	Technologia Corporation,USA
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and SEBI Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Subramaniyam Seetha Raman
4.	Type of the proposed transaction	Backoffice Support & Recruiting Services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions through contracts/arrangements with a single related party subject to a maximum of Rs.2 Crores per annum which are entered during the FY 2025-26.
6.	Particulars of the proposed transaction	Backoffice Support & Recruiting Services
7.	Tenure of the transaction	For 1 year – FY 2025-26
8.	Value of the proposed transaction	Up to a maximum of Rs.2 Crores
9.	Percentage of the company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Standalone – 20.76% Consolidated – 5.96%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities.
11.	Details of the valuation report or external party report (if any), enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/ arrangements

		with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis.
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: <ul style="list-style-type: none"> <li>• Nature of indebtedness</li> <li>• cost of funds and</li> <li>• tenure of the indebtedness</li> </ul>	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Transactions with Highdata Software Corporation, USA:**

Sr. No	Description	Particulars
1.	Name of the related party	Highdata Software Corporation, USA
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and SEBI Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Subramaniam Seetha Raman
4.	Type of the proposed transaction	Backoffice Support & Recruiting Services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions through contracts/arrangements with a single related party subject to a maximum of Rs.2 Crores per annum which are entered during the FY 2025-26.
6.	Particulars of the proposed transaction	Backoffice Support & Recruiting Services
7.	Tenure of the transaction	For 1 year – FY 2025-26
8.	Value of the proposed transaction	Up to a maximum of Rs.2 Crores
9.	Percentage of the company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Standalone – 20.76% Consolidated – 5.96%



10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities.
11.	Details of the valuation report or external party report (if any), enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis.
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Transactions with Response Informatics Inc, USA.:**

Sr. No	Description	Particulars
1.	Name of the related party	Response Informatics Inc., USA
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and SEBI Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Subramaniyam Seetha Raman
4.	Type of the proposed transaction	Backoffice Support & Recruiting Services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions through contracts/arrangements with a single related party subject to a maximum of Rs.1.50 Crores per annum which are entered during the FY 2025-26.

6.	Particulars of the proposed transaction	Backoffice Support & Recruiting Services
7.	Tenure of the transaction	For 1 year – FY 2025-26
8.	Value of the proposed transaction	Up to a maximum of Rs.1.50 Crores
9.	Percentage of the company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Standalone – 15.57% Consolidated – 4.47%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities.
11.	Details of the valuation report or external party report (if any), enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis.
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Transactions with Datalabs AI Private Limited:**

Sr. No	Description	Particulars
1.	Name of the related party	Datalabs AI Private Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and SEBI Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Bhuvaneswari Seetharaman
4.	Type of the proposed transaction	Loans and Advances
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Maximum of Rs.1.50 Crores per annum which are entered during the FY 2025-26.

6.	Particulars of the proposed transaction	Loans and Advances
7.	Tenure of the transaction	For 1 year – FY 2025-26
8.	Value of the proposed transaction	Up to a maximum of Rs.1.50 Crores
9.	Percentage of the company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Standalone – 15.57% Consolidated – 4.47%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities.
11.	Details of the valuation report or external party report (if any), enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis.
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Internal Accruals
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Not applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Tenure – 5 years i.e., till March 31, 2030 Interest Rate – 8% Unsecured
D.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working capital
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Transactions with Ariston Tek Solutions Private Limited:**

Sr. No	Description	Particulars
1.	Name of the related party	Ariston Tek Solutions Private Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and SEBI Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Subramaniyam Seetha Raman and Bhuvaneshwar Seetharaman
4.	Type of the proposed transaction	Provide software services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry

		segments that the Company operates in. Monetary value of transactions through contracts/arrangements with a single related party subject to a maximum of Rs.1 Crore per annum which are entered during the FY 2025-26.
6.	Particulars of the proposed transaction	Provide software services
7.	Tenure of the transaction	For 1 year – FY 2025-26
8.	Value of the proposed transaction	Up to a maximum of Rs.1 Crore
9.	Percentage of the company's annual turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	Standalone – 10.38% Consolidated – 2.98%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities.
11.	Details of the valuation report or external party report (if any), enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis.
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Not Applicable
C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

**Transactions with Response Informatics UK Limited:**

<b>Sr. No</b>	<b>Description</b>	<b>Particulars</b>
1.	Name of the related party	Response Informatics UK Limited
2.	Nature of relationship [including nature of its interest (financial or otherwise)]	Related Party as per the Companies Act, 2013, Accounting Standards and SEBI Listing Regulations
3.	Name of the Director or Key Managerial Personnel, who is related, if any	Subramaniam Seetha Raman
4.	Type of the proposed transaction	Backoffice Support & Recruiting Services
5.	Nature, duration/tenure, material terms, monetary value and particulars of contract/arrangement	Transactions in the normal course of business with terms and conditions that are generally prevalent in the industry segments that the Company operates in. Monetary value of transactions through contracts/arrangements with a single related party subject to a maximum of Rs.2 Crores per annum which are entered during the FY 2024-25 & FY 2025-26.
6.	Particulars of the proposed transaction	Backoffice Support & Recruiting Services
7.	Tenure of the transaction	For 2 years – FY 2024-25 & FY 2025-26
8.	Value of the proposed transaction	Up to a maximum of Rs.2 Crores
9.	Percentage of the company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction	2024-25: standalone – 12.67% consolidated - 3.86% 2025-26: standalone – 20.76% consolidated - 5.96%
10.	Benefits of the proposed transaction	During the course of such transaction, the Company also leverages niche skills, capabilities and resources of entities.
11.	Details of the valuation report or external party report (if any), enclosed with the Notice	Company's governance policies with respect to negotiation with third parties are followed for all contracts/arrangements with related party as defined under SEBI Listing Regulations. These contracts/arrangements are approved by the Audit Committee on quarterly basis.
12.	Following additional disclosures to be made in case loans, inter-corporate deposits, advances or investments made or given	
A.	Source of funds	Not Applicable
B.	In case any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investment: • Nature of indebtedness • cost of funds and • tenure of the indebtedness	Not Applicable

C.	Terms of the loan, inter-corporate deposits, advances or investment made or given (including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security)	Not Applicable
D.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
13.	Any other relevant information	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.

The approval of the Shareholders sought for the material Related Party Transactions entered during FY 2025-26 as given in Item No. 4, shall be valid up to the date of the next AGM.

The said transaction(s)/contract(s)/arrangement(s) have been recommended by the Audit Committee and the Board of Directors of the Company for consideration and approval of the Members.

Except Subramaniyam Seetha Raman, Managing Director of the Company who is also a director on the Board of all the Companies mentioned above and Ms. Bhuvaneswari Seetharaman, Director of the Company is also a director on the Board of Ariston Tek Solutions Private Limited, none of the other Directors or Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolution.

It is pertinent to note that no related party shall vote to approve this Resolution whether the entity is a related party to the particular transaction or not.

The Board commends the Ordinary Resolutions set out at Item No. 4 of the Notice for the approval of the Members.

#### ITEM NO. 5:

The Board at its meeting held on May 29, 2025, based on the recommendation of the Audit Committee, after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., has approved the appointment of P S Rao & Associates, Practising Company Secretaries, a peer reviewed firm (Unique Identification Number P2001TL078000) as Secretarial Auditors of the Company for a term of five consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the Members.

The appointment of Secretarial Auditors shall be in terms of the amended Regulation 24A of the SEBI Listing Regulations vide SEBI Notification dated December 12, 2024 and provisions of Section 204 of the Act and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

P S Rao & Associates is a well-known firm of Practising Company Secretaries founded in 2003 and based in Hyderabad. Renowned for its commitment to quality and precision, the firm has been Peer Reviewed and Quality Reviewed by the Institute of Company Secretaries of India (ICSI), ensuring the highest standards in professional practices.

P S Rao & Associates has a team of 40 members including 6 partners and focussed on providing comprehensive professional services in corporate law, SEBI regulations, FEMA compliance, and allied fields, delivering strategic solutions to ensure regulatory adherence and operational efficiency.

The firm provides its services to various prominent companies and its expertise has earned the trust of industry leaders across sectors like manufacturing, pharmaceuticals, Information Technology, Textile, Telecommunication, FMCG, Defence etc.,

P S Rao & Associates has confirmed that the firm is not disqualified and is eligible to be appointed as Secretarial Auditors in terms of Regulation 24A of the SEBI Listing Regulations. The services to be rendered by P S Rao & Associates as Secretarial Auditors is within the purview of the said regulation read with SEBI Circular No. SEBI/HO / CFD / CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The proposed fees in connection with the secretarial audit shall be Rs.1,50,000/- (Rupees One Lakh Fifty Thousand only) plus applicable taxes and other out-of-pocket expenses for FY 2026, and for subsequent year(s) of its term, such fees as may be mutually agreed between the Board of Directors and P S Rao & Associates.

In addition to the secretarial audit, P S Rao & Associates shall provide such other services in the nature of certifications and other professional work, as approved by the Board of Directors. The relevant fees will be determined by the Board, as recommended by the Audit Committee in consultation with the Secretarial Auditors.

The Board recommends the Ordinary Resolution as set out in Item No. 5 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 6:**

In terms of Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from 1st April, 2019 "No listed entity shall appoint a person or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy-five years unless a special resolution is passed to that effect."

Bhuvaneswari Seetharaman (DIN: 01666421) is not disqualified for continuing as a Director in terms of Section 164 of the Companies Act, 2013 and she has given her consent to continue as Non-Executive Non-Independent Director post attaining the age of 75 years.

Based on the recommendation of the Nomination & Remuneration Committee (NRC), the Board of Directors in its meeting held on August 14, 2025 also approved and recommended to the members, her continuation as Non-Executive Non-Independent Director post attaining the age of 75 years.

Bhuvaneswari Seetharaman has been associated with the company for nearly a decade. Over the years, she has played a vital role in senior leadership development, maintaining external relations and organization building initiatives. For her operational guidance, the Board considers that her association would be of immense benefit to the Company.

The Board recommends the Special Resolution as set out in Item No. 6 of this Notice for approval of the Members.



Except Bhuvaneswari Seetharaman and Subramaniyam Seetha Raman, none of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

**ITEM No.7**

In terms of Section 197, 198 and Schedule V of the Companies Act, 2013 read with Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except with the approval of the company in general meeting, remuneration payable to a director who is neither managing director nor whole-time director shall not exceed 1% of the net profits of the Company, if there is a managing or whole-time director or manager.

The Nomination and Remuneration Committee and the Board recommends a remuneration of Rs.1,00,000/- (Rupees One Lakh only) per month to Bhuvaneswari Seetharaman (DIN: 01666421), Non-Executive Director of the company during her term of service from April 1, 2025.

If in any financial year, a company has no profits or its profits are inadequate, the company shall not pay to its directors any remuneration in excess of the limits specified under Schedule V, except with the approval of the shareholders by way of special resolution.

Thus, the Board recommends the said resolution as set out in Item No. 7 of this Notice for approval of the Members.

Except Bhuvaneswari Seetharaman and Subramaniyam Seetha Raman, none of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 8:**

The members in the Annual General Meeting held on September 30, 2022 obtained the approval of the shareholders to provide any loan to any person or other body corporate; provide any guarantee or security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise the securities of any other body corporate up to a maximum limit of Rs.6 crores over and above the limits specified under Section 186 of Companies Act, 2013.

In terms of Section 186 of Companies Act, 2013 and rules made thereunder, no Company shall directly or indirectly, without prior approval by means of special resolution passed at a general meeting, provide any loan to any person or other body corporate; provide any guarantee or security in connection with a loan to any other body corporate or person; and acquire by way of subscription, purchase or otherwise the securities of any other body corporate, exceeding 60 percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

With the expansion plans of the company in pipe-line, and in view of the aforesaid requirement, the Board of Directors of the company intends to seek approval of the shareholders to enhance the limit to Rs.100 crores, outstanding at any point of time, over and above the limits permissible under Section 186(2) of the Companies Act, 2013.

The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 8 for approval by the members of the Company by way of Special Resolution.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

**ITEM NOS. 9 & 10:**

In pursuant to Section 180 and all other applicable provisions of the Companies Act, 2013, Foreign Exchange Management Act, 1999 including rules, regulations and circulars framed thereunder, as applicable; the company shall not, except with the consent of Company by Special Resolution, borrow money together with the money already borrowed, if any (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up share capital, free reserves, and securities premium.

Hence, the Board of Directors subject to the approval of the members, unanimously recommended a maximum borrowing limit Rs.100 Crores (Rupees One Hundred Crores Only) in excess of the aggregate of its paid share capital, free reserves and securities premium of the Company as per the latest annual audited financial statements (apart from temporary loans obtained from the company's bankers in the ordinary course of business).

In order to facilitate the borrowings availed / to be availed by the Company, by way of loans, debentures or any other securities or otherwise, in foreign currency or in Indian rupees, it is unanimously proposed by the Board of Directors, to obtain the approval of the shareholders by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013, to create charge/ mortgage/ hypothecation/pledge on the Company's assets including tangible and intangible, both present and future, or provide other securities, in such form, manner and ranking as may be determined by the Board of Directors / any of its authorized Committee of the Company from time to time, in consultation with the lender(s), in favor of the Banks, Financial Institutions, any other Lender(s), Agent(s) and Trustee(s), from time to time up to the limits approved or as may be approved by the shareholders.

The Board recommends the Special Resolutions as set out in Item Nos. 9 & 10 of this Notice for approval of the Members.

None of the Directors, Key Managerial Personnel or their relatives, beyond the shares held by them, is concerned or interested, financially or otherwise, in the said resolution.

**DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT IN THE FORTHCOMING ANNUAL  
GENERAL MEETING**

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015  
and Secretarial Standard-2 on General Meetings]

Name of the director	Bhuvaneswari Seetharaman
Director Identification Number	01666421
Date of Birth (Age)	02-11-1950 (74 years)
Date of first appointment on the Board	31-01-2019
Educational Qualification	SSLC
Experience (including expertise in specific functional areas) / Brief Resume	She has vast experience in administration for more than 40 years
Directorships held in other companies (excluding foreign companies)	1) Datalabs AI Private Limited 2) Ariston Tek Solutions Private Limited
Membership / Chairmanships of committees across companies (excluding foreign companies)	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	She is the mother of Subramaniyam Seetha Raman, Managing Director of the Company
No. of shares held in the Company either by self or as a beneficial owner	3,48,790
Terms and Conditions of appointment / re-appointment	As per the Ordinary Resolution set forth at Item No. 2 of this Notice
Name of listed entities from which the person has resigned in the past three years	Nil

*For other details such as number of meetings of the Board attended during the year; remuneration last drawn & sought to be paid; and the manner in which the person proposed to be re-appointed meets such requirements, etc. please refer to the Corporate Governance Report which is a part of the Annual Report.*

**DIRECTORS' REPORT**

Dear Members,

Your directors have great pleasure in presenting the report on the Business and Operations of your Company ('the Company' or 'Response Informatics Limited'), along with the audited financial statement, for the financial year ended March 31, 2025.

**FINANCIAL HIGHLIGHTS**

The financial highlights of the Company are as follows:

(Rs. In Lakhs)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Revenue from Operations	963.37	1,037.11	3,358.14	3,398.85
Other Income	15.57	3.74	13.63	3.74
<b>Total Income</b>	<b>978.94</b>	<b>1,040.85</b>	<b>3,371.77</b>	<b>3,402.59</b>
Total Expenses	934.52	1,013.46	3,157.22	3,144.85
<b>Profit/ (Loss) before exceptional items and tax</b>	<b>44.42</b>	<b>27.39</b>	<b>214.55</b>	<b>257.73</b>
Exceptional items	12.00	10.00	12.00	10.00
<b>Profit / (Loss) before tax</b>	<b>32.42</b>	<b>17.39</b>	<b>202.55</b>	<b>247.73</b>
Less: Current tax	-	-	51.15	57.92
Less: Deferred Tax	13.30	-29.72	13.30	-29.72
<b>Profit/ (Loss) for the period</b>	<b>19.12</b>	<b>47.11</b>	<b>180.95</b>	<b>219.53</b>
Total Comprehensive Income	24.82	47.11	196.19	219.53
<b>Earning per Equity Share</b>				
Basic	0.24	0.63	2.58	2.94
Diluted (in Rs.)	0.24	0.63	2.58	2.94

**STATE OF THE COMPANY'S AFFAIRS**

During the year under review, your Company achieved a turnover of Rs.963.37 Lakhs (Standalone) and Rs. 3,358.14 Lakhs (Consolidated), as against Rs. 1,037.11 Lakhs (Standalone), Rs. 3,398.85 Lakhs (Consolidated) during the previous year 2023-24. The Net profit after tax stood at Rs.19.12 Lakhs (Standalone), Rs.180.95 Lakhs (Consolidated) for the financial year 2024-25 as against Rs.47.11 Lakhs (Standalone) and Rs.219.53 Lakhs (Consolidated) for the previous year 2023-24.

**DIVIDEND**

No dividend was recommended by the Board of Directors for the FY 2024-25.

**TRANSFER TO RESERVES**

Your Company did not transfer any amount to reserves for the financial year 2024-25.

**CHANGE IN THE NATURE OF THE BUSINESS**

There was no change in the nature of business of the Company during the financial year under review.

**SHARE CAPITAL**

Equity Share Capital	Rs.
Authorised	25,00,00,000
Paid Up as on 31-03-2024	7,47,64,000
Fresh shares allotted preferential Issue on 31-05-2024	71,31,020
Paid Up as on 31-03-2025	8,18,95,020

The Company has paid Listing Fees for the Financial Year 2024-25, to BSE Limited, where its equity shares are listed.

**ANNUAL RETURN**

Pursuant to Section 92(3) read with Section 134(3) (a) of the Act, the Annual Return as on March 31, 2025 is available on the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/MGT-7.pdf>

**NUMBER OF MEETINGS OF THE BOARD**

The Board met Six (6) times during the year 2024-2025 viz. on May 30, 2024, August 14, 2024 September 20, 2024, November 14, 2024, November 30, 2024 and February 14, 2025.

The details of the composition of the Board and its Committees and the number of meetings held and attendance of Directors at such meetings are provided in the Corporate Governance Report, which forms part of the Annual Report.

**DIRECTORS' RESPONSIBILITY STATEMENT**

Pursuant to the requirements under Section 134, sub-section 3(c) and sub-section 5 of the Companies Act, 2013 ("The Act"), the Board of Directors, to the best of their knowledge and ability, state and confirm that:

- a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b) 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 and of the profit or loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SECTION 149**

As required under Section 149 of the Companies Act, 2013, the Independent Directors have submitted the declaration affirming that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. There has been no change in the circumstances affecting their status as independent directors of the Company.

The Board is of the opinion that all the Independent Directors appointed are persons of integrity and possess relevant expertise and experience to act as Independent Director of the Company. The Independent Directors of the Company have confirmed that they have registered themselves with the Indian Institute of Corporate Affairs, Manesar and have included their name in the databank of Independent Directors within the statutory timeline and they have also appeared and qualified for the online proficiency test, wherever applicable.

## **POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION AND OTHER DETAILS**

The Nomination and Remuneration Policy governs the matters pertaining to the remuneration of the Directors, Key Managerial Personnel and other employees, including criteria for determining qualifications, positive attributes, independence of a Director and other matters as required under sub-section (3) of Section 178 of the Companies Act, 2013.

The Company's policy relating to the appointment of directors and remuneration including other matters provided in Section 178(3) of the Act is also available on <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Nomination-Remuneration-Policy.pdf>.

## **INSURANCE**

The assets/ properties of the Company are adequately insured against loss due to fire, riots, earthquake, terrorism, etc., and against other perils in the form of Commercial Crime Insurance, Commercial General Liability Insurance, Error and Omissions Insurance that are considered necessary by the management.

## **LOANS, GUARANTEES OR INVESTMENTS**

Particulars of investments made and loans given by the Company during the year 2024-2025, as required under the provisions of Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014, are disclosed in the notes to Financial Statements which may be read as a part of this Report.

However, no guarantees were given or securities provided during the financial year under review.

## **CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

All Related Party Transactions (RPT) that were entered into during the financial year are at arm's length basis and are in the ordinary course of business.

All Related Party Transactions were placed before the Audit Committee and the Board for approval. The Board of Directors has framed a policy on Related Party Transactions to ensure a process for approval and reporting of transactions between the Company and its related parties. The policy is posted under the Investors' section of the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Related-Party-Transaction-Policy.pdf>.

Particulars of contracts or arrangements with related parties that fall under Section 188(1) of the Companies Act, 2013 are disclosed in **Form AOC-2**, which is appended as **Annexure I** that forms part of this Report. Moreover, the related party transactions that are covered under IND AS are disclosed in the Notes to Accounts as part of financials.

## **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as prescribed under Section 134(3)(m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 with respect to Conservation of Energy, Technology Absorption, and Foreign Exchange Earnings and Outgo are provided in **Annexure II** to this Report.

## **DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY**

We have a risk management framework for the identification and management of risks. The Company has formulated Risk Management Policy, which guides the Board in (a) approving the Company's Risk Management Framework and (b) Overseeing all the risks that the organization faces such as strategic, financial, liquidity, security, regulatory, legal, reputational and other risks that have been identified and assessed to ensure that there is a sound Risk Management Policy in place to address such concerns / risks. The Risk Management process covers risk identification, assessment, analysis and mitigation. Incorporating sustainability in the process also helps to align potential exposures with the risk appetite and highlight risks associated with chosen strategies.

The Audit Committee has additional oversight in the area of financial risks and controls. Major risks identified by the business and functions are systematically addressed through mitigating actions on a continuing basis.

The Company has adopted a Risk Management Policy in accordance with the provisions of the Act and Regulation 21 of the Listing Regulations. The Risk Management Policy is also posted under the Investors' section of the Company's website at: <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Risk-Management-Policy.pdf>

## **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

Your Company is not required to comply with the provisions of corporate social responsibility as Sec 135 of the Companies Act, 2013 read with rules made thereunder are not applicable and hence, reporting pursuant to Section 134(3) (o) is not necessary.

## **BOARD EVALUATION**

The Board of Directors evaluated the annual performance of the Board as a whole, its Committees and the directors individually, in accordance with the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with specific focus on the performance and effective functioning of the Board and individual directors.

A separate meeting of Independent Directors was held on February 14, 2025 to review the performance of the Non-Independent Directors and the Board as a whole, Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties. All the Independent Directors were present at the meeting.



## CRITERIA FOR PERFORMANCE EVALUATION

- a. Ability of the candidate to devote sufficient time and attention to his professional obligations as Independent Director for informed and balanced decision making.
- b. Adherence to the Code of Conduct in letter and in spirit by the Independent Directors.
- c. Bringing objectivity and independence of view to the Board's discussions in relation to the Company's strategy, performance, and risk management.
- d. Statutory compliance and ensuring high standards of financial probity and Corporate Governance.
- e. Responsibility towards requirements under the Companies Act, 2013, responsibilities of the Board and accountability under the Director's Responsibility Statement.

## FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Independent Directors attend a Familiarization /Orientation Program on being inducted into the Board. Further, various other programmes are conducted for the benefit of Independent Directors to provide periodical updates on regulatory front, industry developments and any other significant matters of importance. The Company issues a formal letter of appointment to the Independent Directors, outlining their role, function, duties and responsibilities, the format of which is available on the Company's Website.

The details of training and familiarization program are available on the website at

<https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Familiarisation-Programme-for-Independent-Directors.pdf>

## DIRECTORS

The Board is duly constituted.

The Board of Directors consists of four (4) directors, two (2) of whom are Independent Directors, and from the remaining two, one is a non-executive Director and the other is an executive Director.

In accordance with the provisions of Companies Act, 2013 and Regulation 17(1A) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board recommends the following for the approval of the members at the ensuing Annual General Meeting (AGM):

- the re-appointment of Mrs. Bhuvaneswari Seetharaman (DIN: 01666421), Director, who retires by rotation at the ensuing AGM;
- the continuation of Mrs. Bhuvaneswari Seetharaman as Director after attaining the age of 75 years i.e., beyond 02<sup>nd</sup> November, 2025.

In compliance with Regulation 36(3) of the Listing Regulations, brief resume of the director proposed to be re-appointed is attached along with the Notice of the ensuing AGM.

Moreover, the Directors have devised proper systems and processes for complying with the requirements of applicable Secretarial Standards issued by the Institute of Company Secretaries of India and that such systems were adequate and operating effectively.

## CHANGES IN THE DIRECTORS OR KEY MANAGERIAL PERSONNEL (KMP)

There were no changes in the Directors or the KMPs during the financial year under review.

#### KEY MANAGERIAL PERSONNEL (KMP)

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company as on March 31, 2025:

Mr. Subramaniyam Seetha Raman	-	Managing Director
Mr. Ramakrishna Prasad Makkena	-	Chief Financial Officer
Ms. Ashwini Mangalampalle	-	Company Secretary and Compliance Officer

#### RESPONSE INFORMATICS EMPLOYEE STOCK OPTION PLAN 2022 ("ESOP 2022")

The Shareholders of your Company in the 25<sup>th</sup> Annual General Meeting held on September 30, 2022 approved the Response Informatics Employee Stock Option Plan ("ESOP 2022"). The Shareholders authorized the Board of Directors to create, offer, grant, issue and allot the Employee Stock Options ("Stock Options") under ESOP 2022 from time to time, in one or more tranches, to the "eligible employees" of the Company. The Board shall grant not more than 7,45,000 options to such eligible employees which are convertible into equivalent number of Equity Shares of the Face Value of Rs.10/- each amounting to Rs. 74,50,000 (Seventy-Four Lakhs and Fifty Thousand only).

The Scheme is in compliance with the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) {SEBI (SBEB)} Regulations, 2021.

However, the Company has not granted any Stock Options to any employees of the Company as the Company did not start implementing the ESOP 2022 Scheme as on the beginning of the financial year or close of financial year under report and even as on date.

Disclosures pursuant to Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 and Regulation 14 read along with Part F of Schedule-I of SEBI (SBEB) Regulations, 2021 are placed on the Company's Website at: [https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/ESOP-Disclosure\\_24-25.pdf](https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/ESOP-Disclosure_24-25.pdf)

Further, a certificate from the Secretarial Auditors of the Company certifying that the ESOP's Scheme is being implemented in accordance with Regulation 13 of SEBI (SBEB) Regulations, 2021 and in accordance with the resolution passed in the general meeting of the company forms part of this Annual Report. The same is placed on the Company's Website at [https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/PCS-Certificate\\_FY-25.pdf](https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/PCS-Certificate_FY-25.pdf)

#### SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES

Pursuant to the provisions of Section 129(3) of the Act and Rule 8(1) of Companies (Accounts) Rules, 2014, a statement containing the salient features of the financial statement of the company's subsidiaries under the first proviso to sub-section (3) of section 129 is provided in **Form AOC-1** as **Annexure -III** to this Report.

Consolidated financial statements have been prepared by the Company in accordance with the requirements of IND AS 110 issued by Institute of Chartered Accountants of India (ICAI) and as per the provisions of the Act.

Further, pursuant to the provisions of Section 136 of the Act and Regulation 46 of the Listing regulations, the financial statements of the Company including the consolidated financial statements, along with the relevant documents and the separate audited financial statements in respect of subsidiaries are placed on the website of the company at [https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Annual-report\\_FY-2025.pdf](https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Annual-report_FY-2025.pdf)

In addition, the Financial Statement of Technologia Corporation, USA, a Wholly-Owned Subsidiary incorporated outside India and Datalabs AI Private Limited, a Subsidiary incorporated in India are made available on the website of the Company at: <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Subsidiary-Financials-FY24-25.pdf>

Further, the Company's policy on determining the material subsidiaries, as approved by the Board is uploaded on the Company's website at: <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Material-Subsidiary-Policy.pdf>

Other than the above, the Company does not have any other Subsidiary / Associate/ Joint Venture Companies as on the beginning of the financial year or close of financial year under report and even as on date. Further, no Company has ceased to become its Subsidiary / Associate/ Joint Venture of the Company during the financial year.

#### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No significant or material orders were passed by the Regulators or Courts or Tribunals that impact the going concern status and Company's operations in future.

#### **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

Your Company has established and maintained a framework of internal financial controls and compliance systems. Based on the framework of internal financial controls and compliance systems established and maintained by the Company, the work performed by the internal, statutory and secretarial auditors and external consultants, including the audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and your Company is constantly endeavouring to improve the standards of internal control in various areas and taking steps to strengthen the internal control system to make it commensurate and effective with the nature of its business.

Further, the statutory auditors of your Company have also issued an attestation report on internal control over financial reporting (as defined in section 143 of Companies Act, 2013) for the financial year ended March 31, 2025, which forms part to the Statutory Auditor's Report.

#### **VIGIL MECHANISM**

The Board of Directors, on the recommendation of the Audit Committee, established a vigil mechanism for directors and employees called "Whistle Blower Policy", pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy and to provide adequate safeguards against victimization of persons who use such mechanism and to provide direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The Whistle Blower Policy is posted under the Investors section of the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Whistle-Blower-Policy.pdf>

**ANTI-SEXUAL HARASSMENT POLICY**

The Company has adopted a policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Company has taken several initiatives across the organization to build awareness amongst employees about the Policy and the provisions of the Prevention of Sexual Harassment of Women at Workplace Act. The Company has constituted Internal Complaints Committee as required under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The details regarding cases pertaining to Sexual Harassment are as follows:

Particulars	Number of complaints /cases
Number of complaints of sexual harassment received in 2024-25	0
Number of complaints disposed off during the year	0
Number of cases pending for more than ninety days	0

**CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING**

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulations, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed and disclosures to be made while in possession of Unpublished Price Sensitive Information and while dealing in the shares of the Company, as well as the consequences of violations. The Policy has been formulated to regulate, monitor and ensure reporting of trading by insiders by employees and to maintain the highest ethical standards while dealing in the company's securities.

The Insider Trading Policy of the Company, covering the Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information and Code of Conduct for prevention of insider trading is available on our website at <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Code-of-practices-and-procedures-for-fair-disclosure-of-UPSI-F-1.pdf> and <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Code-of-conduct-for-PITto-regulate-monitor-and-report-trading-by-DP.pdf>

**MANAGEMENT DISCUSSION & ANALYSIS REPORT**

A Report on Management Discussion & Analysis forms part of the Annual Report as per the requirements of Regulation 34 of SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015.

**INVESTOR EDUCATION AND PROTECTION FUND**

The Company has not declared any dividend till date. Thus, the provisions regarding Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 are not applicable to the Company.

**AUDITORS****Statutory Auditors**

The Members of your Company in their 26<sup>th</sup> Annual General Meeting held on September 28, 2023 appointed M/s. M. Anandam & Co., Chartered Accountants, (Firm Registration No. 000125S), Hyderabad as the Statutory Auditors of the Company to hold office as such for a term of 5 (five) consecutive financial years from the conclusion of 26<sup>th</sup> Annual General Meeting till the conclusion of 31<sup>st</sup> Annual General Meeting i.e., from the FY 2023-24 till FY 2027-28.

**AUDITORS' QUALIFICATION AND REMARKS:**

There are no qualifications and remarks from the Auditors of the Company. However, the Auditors brought to the notice of the members that there are certain arrears of undisputed statutory dues i.e, Employees Provident Fund (EPF) outstanding for more than 6 months from the date they became payable to which, the Board explained that the delay was because of insufficient cash flows and shortage of working capital.

**Secretarial Auditors**

M/s. P S Rao & Associates, Peer-Reviewed Practicing Company Secretaries were appointed by the Board of Directors in its meeting held on May 30, 2024 to conduct the secretarial audit for the financial year 2024-25.

Pursuant to Section 204 of the Companies Act, 2013 and the Rules made thereunder, the Secretarial Audit Report for the financial year ended March 31, 2025, in **Form MR-3**, is annexed to this Annual Report as **Annexure IV**.

Secretarial Auditors' Qualification and Remarks:

<b>Auditor's qualification / adverse remark / reservation</b>	<b>Explanations or comments by the Board</b>
In a few instances, the e-forms were filed with the Registrar of Companies after the prescribed time	The Board henceforth ensures that the management files the relevant forms with RoC within the due date.

**Cost Auditors**

Your Company was not required to maintain any Cost Records during the financial year under review since the Company's business activity / turnover, during the immediately preceding financial year, did not fall within the purview / limits prescribed under Companies (Cost Records and Audit) Rules, 2014, as amended from time to time.

Therefore, the provisions of Section 148(3) of the Companies Act, 2013 are not applicable to the company and hence Cost Auditor need not be appointed.

**Internal Auditors**

M/s. Channa & Associates, Chartered Accountants (Firm Registration No: 010881S), Hyderabad were appointed as Internal Auditors of the Company for the financial year 2024-25 in the meeting of the Board of Directors held on May 30, 2024.

The Internal Auditors carry out audit as per the audit plan defined by the Audit Committee and regularly update the committee on their internal audit findings at the Committee's meetings.

The Internal Auditors were satisfied with the management response on the observations and recommendations made by them during the course of their audit.

**AUDIT COMMITTEE**

The details of the composition of the Audit Committee as required under the provisions of Section 177(8) of the Companies Act, 2013 is given in the Corporate Governance Report furnished as part of the Annual Report. There have been no instances during the year where recommendations of the Audit Committee were not accepted by the Board.

## **NOMINATION AND REMUNERATION COMMITTEE**

The details of the composition of the Nomination and Remuneration Committee are given in the Corporate Governance Report furnished as a part of the Annual Report.

## **STAKEHOLDERS' RELATIONSHIP COMMITTEE**

The details of the composition of the Stakeholders' Relationship Committee are given in the Corporate Governance Report furnished as part of the Annual Report.

## **PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES**

The remuneration paid to your directors is in accordance with the Nomination and Remuneration Policy formulated in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

The information required under Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) in respect of directors / employees of the Company is appended as **Annexure –V** to this Report.

## **CORPORATE GOVERNANCE**

Your Company is committed to maintain high standards of corporate governance and adhere to the corporate governance requirements set out by Securities and Exchange Board of India.

The Report on Corporate Governance as stipulated under the Listing Regulations, forms part of the Annual Report.

The detailed report (though not applicable to your company) on Corporate Governance as per the format prescribed by Securities and Exchange Board of India under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

## **SECRETARIAL STANDARDS**

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

## **DEPOSITS**

The Company did not accept any deposits within the meaning of provisions of Chapter V – Acceptance of Deposits by Companies of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

## **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY**

There were no material changes and commitments affecting the financial position of your Company that have occurred between the end of the financial year (March 31, 2025) of the company to which the financial statements relate and the date of the report August 14, 2025.

## **REPORTING OF FRAUDS BY AUDITOR**

During the year under review, neither the Statutory Auditors nor the Internal Auditors has reported to the Audit committee under Section 143(12) of the Companies Act 2013, any instances or fraud committed against the company by its officers or employees, the details of which need to be mentioned in the Board's report.

## **THE DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR ALONG WITH THEIR STATUS AS AT THE END OF THE FINANCIAL YEAR**

No applications were made and no proceedings were pending under the Insolvency and Bankruptcy Code, 2016 during the year under the review.

## **DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF**

No one time settlement took place during the year under review.

## **COMPLIANCE TO THE PROVISIONS RELATING TO THE MATERNITY BENEFITS ACT, 1961**

The company is fully compliant with the provisions of the Maternity Benefit Act, 1961, ensuring all eligible employees receive the mandated maternity benefits.

## **ACKNOWLEDGMENTS**

Your Directors thank the Company's employees, customers, vendors, and investors for their continuous support. The Directors also thank the Government of India, Governments of various states in India, and concerned Government departments and agencies for their co-operation.

For and on behalf of the Board  
Response Informatics Limited

Date: August 14, 2025  
Place: Hyderabad

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421

## MANAGEMENT DISCUSSION AND ANALYSIS

### Company Overview:

Response Informatics Limited has entered FY 2024–25 as a significantly transformed enterprise. The year marked a decisive step in our strategic journey—evolving from a traditional IT consulting firm into a data-driven intelligent solutions company. Building upon our foundation in IT services, ERP, and infrastructure management, we have accelerated investments in Artificial Intelligence (AI), Machine Learning (ML), Generative AI, SaaS platforms, and intelligent automation.

Our subsidiary, Datalabs AI Private Limited, continued to strengthen its role as a dedicated AI innovation hub. This, combined with the acquisition of Technologia Corp, has allowed us to expand our talent pool, diversify offerings, and enter newer markets with confidence.

Today, Response Informatics is not just delivering IT consulting—it is engineering the future of enterprise automation, with proprietary products, advanced platforms, and scalable SaaS models that address real-world industry needs.

### A. INDUSTRY STRUCTURE AND DEVELOPMENTS

#### Industry Landscape:

The global IT and AI services industry is witnessing rapid transformation, driven by:

- **Explosion of Data:** Enterprises are shifting from legacy IT systems to data-first strategies.
- **Generative AI & Automation:** Use cases across content creation, predictive analytics, and intelligent process automation are becoming mainstream.
- **SaaS Dominance:** Subscription-driven SaaS adoption ensures scalability and long-term customer retention.
- **Global Talent Demand:** AI/ML engineers, data scientists, and automation experts are among the most sought-after professionals.

Amid these trends, Response Informatics has repositioned itself at the intersection of IT consulting and AI-led solutions, ensuring relevance and growth in a dynamic environment.

### B. STRATEGIC TRANSFORMATION AND ACHIEVEMENTS IN 2024-25:

#### 1. Proprietary Products and Platforms

In FY 2024–25, Response Informatics strengthened its AI-driven product portfolio, achieving milestones in both pilot deployments and market rollouts:

- **B.R.I.D.G.E** – An integrated ecosystem enabling enterprises to consolidate AI tools, BOTs, and automation workflows.
- **Chatbot Factory** – A scalable platform empowering businesses to design and manage unlimited custom chatbots.
- **Datalabs Translation Extension** – Advanced multilingual extension, enabling seamless cross-border collaboration across 30+ languages.



- **PDF Bots** – AI-powered automation for parsing, indexing, and extracting data from complex documents.
- **Text-to-SQL to Visualization Bot** – Converts unstructured data queries into SQL statements with visual dashboards, empowering non-technical users.
- **Applicant Tracking System (ATS)** – An intelligent recruitment solution leveraging AI to reduce hiring cycles and eliminate bias.
- **Agentic API Automation Testing** – A next-generation automation framework ensuring faster, more reliable API testing for enterprises.

## **2. Acquisition of Technologia Corp**

The acquisition of Technologia Corp has significantly boosted our service offerings, talent base, and client portfolio. It has enabled:

- **Expanded Service Lines:** Diversification into specialized tech consulting and staffing solutions.
- **Client Base Expansion:** Cross-selling opportunities through Technologia's established international clients.
- **Innovation Synergies:** Combining AI capabilities with deep tech expertise, creating differentiated offerings like AI-driven project management and predictive workforce analytics.

## **3. Market Expansion & Client Engagement**

- **North America & Europe:** Early-stage partnerships with technology providers and consulting firms have accelerated our entry into these geographies.
- **Domestic Market:** Deepened engagement with sectors like BFSI, healthcare, logistics, and government projects that require multilingual BOTs, automation, and intelligent data systems.
- **Global Alliances:** Collaborations with AI ecosystems strengthen our risk analytics, cybersecurity, and data intelligence portfolio.

## **C. OPPORTUNITIES AND THREATS**

### **Opportunities**

1. **AI-Driven Global Demand** – Rising adoption of AI, automation, and multilingual platforms.
2. **RegTech and Compliance** – Growing need for AI-enabled risk management and compliance advisory.
3. **Healthcare & BFSI** – Deployment of BOTs for multilingual patient support, fraud detection, and digital financial services.
4. **Strategic Partnerships** – Global collaborations for product co-development and market penetration.
5. **Talent Leadership** – Our AI/ML upskilling programs and internal academies position us as a talent-rich partner for enterprises.

### Threats

1. **Intense Competition** – Global tech giants and well-funded startups racing for dominance.
2. **Regulatory Uncertainty** – Data privacy, AI ethics, and compliance may slow adoption in sensitive sectors.
3. **Economic Volatility** – Enterprise IT spending remains vulnerable to global economic shifts.
4. **Talent Retention** – Retaining top-tier AI experts in a competitive environment.
5. **Technological Obsolescence** – Continuous innovation is critical to stay ahead of fast-evolving AI trends.

### D. SEGMENT-WISE PERFORMANCE

- IT Consulting Services: Continued to deliver consistent revenue through ERP and IT management.
- AI & SaaS Products: Fastest-growing segment, led by Chatbot Factory, B.R.I.D.G.E, and ATS solutions.
- Talent Solutions: Enhanced by Technologia Corp acquisition, expanding both IT consulting capabilities.
- Global Expansion: Initial success in international markets, positioning the company for larger-scale rollouts in FY 2025–26.

### E. FUTURE OUTLOOK – VISION 2025 AND BEYOND

Response Informatics has defined Vision 2025, a roadmap towards becoming a global leader in data intelligence, AI-driven automation, and SaaS platforms.

Strategic Pillar	Key Initiatives (2025–27)
Product Expansion	Launch of BOTs for healthcare, BFSI, education, cybersecurity, and logistics
Global Presence	Strengthen partnerships in North America, Europe, and Middle East
Talent Development	Establish in-house AI/ML academies, certification programs, and leadership tracks
Revenue Growth	Targeting 30% CAGR via SaaS subscriptions, licensing, and global consulting
ESG & CSR Impact	Deploying AI for education access, sanitation monitoring, and digital inclusion

We envision Response Informatics as a data-first, innovation-led enterprise, solving global challenges through intelligent automation, multilingual inclusivity, and scalable SaaS offerings.

### Conclusion: A Compelling Investment Case

FY 2024–25 marks a pivotal chapter in the evolution of Response Informatics Limited. With our expanded AI-driven product suite, successful acquisition of Technologia Corp, strategic partnerships, and a resilient SaaS-led business model, we are uniquely positioned to lead in a highly competitive industry.

Our transformation into a future-ready AI enterprise is not only shaping client success but also delivering sustainable value to our stakeholders. With a skilled workforce, robust innovation pipeline, and a visionary growth plan, we offer a compelling long-term investment opportunity.

## **Strategic Positioning in a Transforming Tech Landscape:**

### **A SWOT Analysis of Response Informatics Limited:**

As the global IT industry pivots toward intelligent automation, data-centric solutions, and sustainable business models, Response Informatics Ltd has embraced a bold transformation. This SWOT analysis offers a comprehensive view of the company's strategic posture—highlighting its strengths, addressing internal challenges, and mapping the external forces that shape its future.

#### **Strengths: Building on a Foundation of Innovation and Talent**

- Response Informatics has made decisive investments in human capital and product innovation, positioning itself as a frontrunner in the AI and data science domain. The company's proprietary suite of BOTs—including multilingual transcription tools, chatbot creation platforms, and intelligent interview assistants—reflects its commitment to solving real-world problems with scalable technology.
- The adoption of a Software-as-a-Service (SaaS) model further strengthens its business fundamentals, offering predictable revenue streams and high customer retention. Backed by a skilled workforce and an agile organizational structure, the company is well-equipped to respond to dynamic client needs and emerging market demands.

#### **Weaknesses: Navigating Early-Stage Challenges**

- While the strategic direction is sound, certain internal challenges warrant attention. Many of the company's products are still in pilot or project stages, with full-scale commercialization yet to be realized. Brand visibility in global markets remains modest, and the company's reliance on a few strategic clients during early deployment phases introduces concentration risk.
- Additionally, integrating environmental, social, and governance (ESG) metrics into core business KPIs will be essential to meet investor expectations and align with global sustainability standards.

#### **Opportunities: Tapping into a Global Wave of AI Adoption**

- The road ahead is rich with opportunity. Enterprises across sectors are actively seeking generative AI tools, multilingual interfaces, and intelligent automation platforms—areas where Response Informatics has already built strong capabilities. The company's multilingual BOT, capable of transcribing and translating in 30 languages, opens doors to government, education, and healthcare sectors in emerging markets.
- Strategic partnerships in North America and Europe can accelerate market penetration, while the rising demand for quality AI/ML talent positions the company as a preferred innovation partner. Furthermore, aligning its products with CSR initiatives—such as digital inclusion and sanitation—can unlock new funding channels and social impact recognition.

#### **Threats: Staying Ahead in a Competitive and Regulated Environment**

- The AI landscape is fiercely competitive, with global tech giants and well-funded startups racing to dominate the space. Rapid technological evolution demands continuous product upgrades and R&D investment. Regulatory uncertainties around AI ethics, data privacy, and cross-border compliance could impact deployment timelines and client onboarding.
- Economic volatility may also affect enterprise tech spending, particularly among startups. Finally, retaining top-tier AI talent in a competitive market will require robust career development programs and incentive structures.

### Conclusion: A Resilient, Visionary Path Forward

Response Informatics Limited stands at a strategic inflection point. Its strengths in innovation, talent, and SaaS alignment offer a solid foundation for growth. By addressing internal challenges and proactively navigating external risks, the company is poised to scale its impact across industries and geographies.

This SWOT analysis reaffirms our confidence in the company's direction and invites stakeholders to participate in a journey defined by intelligence, inclusivity, and long-term value creation.

### F. KEY FINANCIAL RATIOS:

S. No.	Financial Ratios	FY 2025	FY 2024
i.	Debtors Turnover Ratio	1.88	2.66
ii.	Inventory Turnover Ratio	NA	NA
iii.	Interest Coverage Ratio	0.38	8.19
iv.	Current Ratio	7.19	2.28
v.	Debt Equity Ratio	0.03	0.17
vi.	Operating Profit Margin (%)	0.05	0.04
vii.	Net Profit Margin (%)	0.02	0.05
viii.	Return on Net Worth (%)	0.04	0.05

- G. Since the Net profit of the Company has decreased from Rs.47.11 Lakhs for FY 2024 to Rs.19.12 Lakhs for FY 2025, there is a decrease in the Return on Net Worth Ratio. It is due to increase in capital, during the year as there was fresh issue of 7,13,102 equity shares on preferential basis @ Rs.78 per share.

### CAUTIONARY STATEMENT:

The Statement in this section describes the Company's objectives, projections, estimates, expectations and predictions which may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make difference to the Company's operations include economic conditions affecting demand/supply and price conditions in the domestic and overseas markets in which the Company operates changes in the Government regulations, tax laws and other incidental factors.

### Disclosure of Accounting Treatment:

Where in the preparation of financial statements, a treatment different from that prescribed in an Accounting Standard has been followed, the fact shall be disclosed in the financial statements, together with the management's explanation as to why it believes such alternative treatment is more representative of the true and fair view of the underlying business transaction. – Not Applicable.

The Company has not followed any treatment different from that prescribed in an Accounting Standard.

**FORM NO. AOC.2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1) Details of contracts or arrangements or transactions not at arm's length basis: NIL

All the contracts or arrangements or transactions entered into by the Company with related parties during the financial year 2024-25 were at arm's length basis.

2) Details of material contracts or arrangement or transactions at arm's length basis:

Name(s) of the related party and nature of relationship	Nature of contracts/arrangements/transactions	Duration of the contracts/arrangements/transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Date(s) of approval by the Board, if any	Amount paid as advance, if any Rs.
Ariston Tek Inc, USA  Entities owned by common Promoter	Software services	1 Year	The Company has entered into specific arrangements with Ariston Tek Inc for providing software services. Transactions are in line with such arrangements.	Appropriate approvals have been taken for RPT	Nil
Technologia Corporation (USA)  Entities owned by common Promoter	Software services	1 Year	The Company has entered into specific arrangements with Technologia for providing software services. Transactions are in line with such arrangements.	Appropriate approvals have been taken for RPT	Nil
Highdata Software Corporation (USA)  Entities owned by common Promoter	Software services	1 Year	The Company has entered into specific arrangements with Highdata Software for providing software services. Transactions are in line with such arrangements.	Appropriate approvals have been taken for RPT	Nil
Crest Software Services Inc  Entities owned by common Promoter	Software services	1 Year	The Company has entered into specific arrangements with Crest for providing software services. Transactions are in line with such arrangements.	Appropriate approvals have been taken for RPT	Nil
Data Labs Corporation Inc  Entities owned by common Promoter	Software services	1 Year	The Company has entered into specific arrangements with Data Labs for providing software services. Transactions are in line with such arrangements.	Appropriate approvals have been taken for RPT	Nil

Ariston Tek Solutions Private Limited  Entities owned by common Promoter	Software services	1 Year	The Company has entered into specific arrangements with Ariston Tek Solutions for providing software Services. Transactions are in line with such arrangements.	Appropriate approvals have been taken for RPT	38.80 Lakhs
Response Informatics UK Limited	Backoffice Support & Recruiting Services	1 Year	The Company has entered into specific arrangements with Response Informatics UK Limited for providing Back Office Support and Recruiting Services. Transactions are in line with such arrangements.	Appropriate approvals have been taken for RPT	Nil

The above contract/transactions were entered into in the ordinary course of business.

For and on behalf of the Board  
Response Informatics Limited

Date: August 14, 2025  
Place: Hyderabad

Subramaniam Seetha Raman  
Managing Director  
DIN: 06364310

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421

**CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION AND FOREIGN**

**EXCHANGE EARNINGS/ OUTGO:**

The particulars as prescribed under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 are as follows:

**A. Conservation of Energy:**

- i. the steps taken or impact on conservation of energy: Adopted the latest technologies available for maximum energy savings.
- ii. the steps taken by the company for utilizing alternate sources of energy: Nil
- iii. the capital investment on energy conservation equipment: Nil

**B. Technology absorption:**

- i. the efforts made towards technology absorption: The company leverages AI to enhance technology absorption by automating processes, improving data analysis, optimizing operations.
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution: seamless workflow with ease to handle.
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- N.A
  - (a) the details of technology imported; -
  - (b) the year of import; -
  - (c) whether the technology been fully absorbed; -
  - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and
- iv. the expenditure incurred on Research and Development – Nil

**C. Foreign Exchange Earnings and Outgo during the year:**

- i. Foreign Exchange Earned: Rs.7,29,21,057/-
- ii. Foreign Exchange Outgo: Rs. 26,828/-

For and on behalf of the Board  
Response Informatics Limited

Date: August 14, 2025

Place: Hyderabad

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421

(Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014)

**STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES /  
ASSOCIATE COMPANIES / JOINT VENTURES**

**PART A: SUBSIDIARIES**

Amount in INR(Lakhs).

1.	Sl. No.	1
2.	Name of the subsidiary	<b>Technologia Corporation, USA</b>
3.	The date since when subsidiary was acquired	February 20, 2023
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Reporting Currency – USD Exchange Rate – Rs.84.57/USD
6.	Share capital – INR	0.08
7.	Reserves & surplus	441.02
8.	Total assets	888.13
9.	Total Liabilities	404.87
10.	Investments	Nil
11.	Turnover	2553.80
12.	Profit before taxation	243.57
13.	Provision for taxation	51.15
14.	Profit after taxation	192.43
15.	Proposed Dividend	Nil
16.	Extent of shareholding in percentage	100%

Amount in INR (Lakhs)

1.	Sl. No.	2
2.	Name of the subsidiary	<b>Data Labs AI Private Limited</b>
3.	The date since when subsidiary was acquired	January 03, 2024
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	-
5.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries.	Reporting Currency – INR
6.	Share capital – INR	1
7.	Reserves & surplus	(73.45)
8.	Total assets	1.63
9.	Total Liabilities	74.07
10.	Investments	Nil
11.	Turnover	10.00
12.	Profit before taxation	(73.45)
13.	Provision for taxation	Nil
14.	Profit after taxation	(73.45)
15.	Proposed Dividend	Nil
16.	Extent of shareholding in percentage	66.70%

**Notes:**

- Names of subsidiaries which are yet to commence operations - Nil
- Names of subsidiaries which have been liquidated or sold during the year- Nil



**PART B: ASSOCIATES AND JOINT VENTURES**

**Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures- Not Applicable**

- |    |   |     |
|----|---|-----|
| 1. | Names of associates or joint ventures which are yet to commence operations -              | Nil |
| 2. | Names of associates or joint ventures which have been liquidated or sold during the year- | Nil |

For and on behalf of the Board  
Response Informatics Limited

Date: August 14, 2025  
Place: Hyderabad

Subramaniam Seetha Raman  
Managing Director  
DIN: 06364310

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421

Ramakrishna Prasad Makkena  
Chief Financial Officer

Ashwini Mangalampalle  
Company Secretary

**Form MR-3**  
**Secretarial Audit Report**  
**for the financial year ended March 31, 2025**

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To  
The Members,  
**Response Informatics Limited,**  
Hyderabad.

We, P.S.Rao & Associates, Company Secretaries have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Response Informatics Limited** (hereinafter called "the company") bearing Corporate Identification Number **L72200TG1996PLC025871** for the financial year ended on **31<sup>st</sup> March 2025**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2025 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

- d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not Applicable as the Company did not issue any debt securities during the financial year under review;*
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client - *Not Applicable as the Company is not registered as Registrar to an issue and Share Transfer Agent during the financial year under review;*
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - *Not Applicable as the Company did not delist equity shares from any stock exchange during the financial year under review;*
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - *Not Applicable as the Company did not buyback equity shares during the financial year under review;*
- i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015;

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited

We further report that the applicable financial laws, such as Direct and Indirect Tax Laws, have not been reviewed under our audit as the same falls under the review of statutory auditor and by other designated professionals.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above *except*:

- *In a few instances, the e-forms were filed with the Registrar of Companies after the prescribed time.*

We further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- Adequate notice is given to all the directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- As a general practice of the Board, decisions were taken on unanimous consent.

- Based on our verifications and the declarations received from the respective directors, the directors were not disqualified to act as such as per the provisions of Companies Act, Rules, Orders/ Circulars/ Regulations issued by SEBI or such other acts for the time being enforceable.
- No prosecutions were initiated and no fines or penalties were imposed during the year under the Companies Act, SEBI Act, SCRA Act or other SEBI Regulations on the Company or its Directors and officers of the Company.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

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

- The Board of Directors on May 31, 2024 allotted (i) 7,13,102 equity shares of Rs. 10/- each in the public category and (ii) 2,58,000 fully Convertible Warrants of face value of Rs.10/- each to Mr. Subramaniam Seetha Raman (DIN: 06364310) (Promoter and Managing Director). On the allotment of 7,13,102 equity shares, the paid up equity share capital increased from Rs. 7,47,64,000/- to Rs. 8,18,95,020/-.

**For P S Rao & Associates**  
Company Secretaries

Date : August 14, 2025  
Place: Hyderabad

**P S Rao**  
Sr. Partner  
FCS No: F10322  
C P No: 3829  
P R. No: 6678/2025  
UDIN: F010322G001013280

*This report is to be read with our testimony of even date, which is annexed as 'Annexure A' and forms an integral part of this report.*

**Annexure A**

To  
The Members,  
**Response Informatics Limited,**  
Hyderabad.

Our report of even date is to be read along with this letter.

- 1) Maintenance of Secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- 2) We have followed the audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. I believe that the process and practices, we have followed provide a reasonable basis for my opinion.
- 3) We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- 4) Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.
- 5) The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For P S Rao & Associates**  
Company Secretaries

Date: August 14, 2025  
Place: Hyderabad

**P S Rao**  
Sr.Partner  
FCS No: F10322  
C P No: 3829  
P R.No :6678/2025  
UDIN: F010322G001013280

**Details in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

- i. The ratio of remuneration of each director to the median remuneration of the employees and the percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary of the Company for the financial year:

S. No	Name of the Director/KMP, Designation	Ratio of remuneration to the median remuneration of the employees	Percentage increase in remuneration
1	Mr. Subramaniam Seetha Raman, Managing Director	2.65:1	-
2	Mrs. Bhuvaneswari Seetha Raman, Director	-	-
3	Mr. Chandra Sekhar Pattapurathi, Independent Director	014:1	-
4	Mr. Prakash Babu Kondeti, Independent Director	0.14:1	-
5	Mr. Ramakrishna Prasad Makkena, CFO	4.09:1	54.58
6	Ms. Nirosha Ravikanti, Company Secretary and Compliance Officer *	0.33:1	-
7	Ms. Ashwini Mangalampalle, Company Secretary and Compliance Officer **	0.42:1	-

Note: Independent Directors were paid sitting fees for attending the Meetings.

\* Resigned w.e.f September 03, 2024

\*\* Appointed w.e.f September 20, 2024

- ii. The percentage increase/~~decrease~~ in the median remuneration of employees in the financial year: 39.45%
- iii. The number of permanent employees on the rolls of company: 75 Employees
- iv. Average percentile increase/~~decrease~~ already made in the salaries of employees other than the managerial personnel in the last financial year: 3.19%
- v. Percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration: NIL
- vi. The key parameters for any variable component of remuneration availed by the directors: Not Applicable
- vii. It is hereby affirmed that the remuneration paid is as per the Nomination and Remuneration Policy, applicable for Directors, Key Managerial Personnel and other employees, adopted by the Company.

viii. Particulars of Employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment of Remuneration of Managerial Personnel) Rules, 2014:

S. No	Employee Name	Designation & Nature of Employment	Educational Qualifications	Age	Experience	Date of Joining	Gross Remuneration Paid	Previous Employment and Designation, if any	% of share held, if any	Whether any such employee is a relative of any director / manager of the company
1	Imran Khan Mohmed	General Manager	MBA - HR	39 yrs	16 yrs	March 21, 2022	20.42	Systel Technologies Services Private Limited	-	-
2	Rohan Yadav	Senior Maximo Developer	B. Tech	30 yrs	9 yrs	August 19, 2024	19.40	Comtec Infotec	-	-
3	Ramakrishna Prasad Makkena	CFO – Full Time	MBA - HR	61 yrs	30 yrs	July 01, 2019	18.55	IBS, ICFAI University	-	-
4	Sunil Sharma	VP - Engagement	PGDBA	53 yrs	25 yrs	June 01, 2020	15.71	iprocess Business Solutions Private Limited	-	-
5	Jebaraj Ezra Thangam Durai	Manager – Bench Sales	MBA	34 yrs	12 yrs	February 01, 2020	15.05	Systel Technologies Services Private Limited	-	-
6	Selvakumaran K	Delivery Manager	ME CSE	34 yrs	10 yrs	December 07, 2020	14.37	Infinity Quest IT Services Private Limited	-	-
7	Swati Jha	AVP - Engagement	Ph. D	46 yrs	17 yrs	April 24, 2023	13.93	Bharathi Vidhyapeet College	-	-
8	Mohsin Mohamed Ilyas	BMS – Implementation Specialist Engineer	BE	29 yrs	6 yrs	February 21, 2024	12.35	75F Smart Innovation Private Limited	-	-
9	Anish Basta	Manager – Immigration	B. Com	42 yrs	12 yrs	July 01, 2022	12.14	Career Soft Solutions	-	-
10	Subramaniyam Seetha Raman	Director – Full Time	BSc	50 yrs	26 yrs	January 31, 2019	12.00	-	36.31 %	-

For and on behalf of the Board  
Response Informatics Limited

Date: August 14, 2025

Place: Hyderabad

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421

## **CORPORATE GOVERNANCE REPORT**

This report is prepared in accordance with the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and the report contains the details of Corporate Governance systems and processes at Response Informatics Limited ('Response' or 'the Company').

Corporate governance is the set of processes, customs, policies, laws, and institutions affecting the way a company is directed, administered or controlled. It is a system of structuring, operating and controlling a company with a view to achieve long term strategic goals to satisfy shareholders, creditors, employees, customers and suppliers.

Corporate governance is based on principles such as conducting the business with all integrity and fairness, being transparent with regard to all transactions, making all the necessary disclosures and decisions, complying with all the laws of the land, accountability and responsibility towards the stakeholders and commitment to conducting business in an ethical manner.

The detailed report on Corporate Governance as per the format prescribed by Securities and Exchange Board of India under Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") is set out below:

### **1) Company's Philosophy on Code of Governance**

Response is committed to good corporate governance. Response aims to achieve the objective of enhancing the shareholders' value by ensuring effective relationship with stakeholders and protecting their interests. Response believes that the Company's business strategy and plans should be consistent with the welfare of all its stakeholders that will bring sustained corporate growth and long-term benefit to all.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors, our environment and the society at large.

Response has been practising the principles of good corporate governance with a great zeal of commitment and sincerity. The Company's principle of corporate governance comes from the belief that the high standards of ethics, timely disclosures, accountability and transparency go a long way in preserving shareholders' trust and creating wealth.

The compliance with the corporate governance provisions as specified in Regulations 17, 17A, 18, 19, 20, 21, 22, 23, 24, 24A, 25, 26, 26A, 27 and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V are not applicable to the Company pursuant to the provisions of Regulation 15(2) of Listing Regulations.

However, the Company is in compliance with most of the exempted Regulations and the Guidance Note on Board Evaluation as prescribed by the Securities and Exchange Board of India (SEBI).

### **2) Board of Directors**

The Company believes that an active, well-informed and independent board is necessary to ensure the highest standards of corporate governance.



**a) Composition and Category of Directors**

The Board of Directors along with its committees provide leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. Your Company has an engaged and well-informed Board with qualifications and experience in diverse areas. The Board composition is in conformity with Section 149 of the Companies Act, 2013 ("the Act").

The Company's Board has an optimum combination of Executive and Non-Executive Directors including a Woman Director. The Board of Directors of the Company consists of Four (4) Directors. To ensure transparent and professional conduct of Board procedures in all aspects and related thereto, 50% (fifty percent) i.e., 2 out of 4 Directors are Independent. From the balance 2, one is an Executive Director and the other is a Non-Executive Director.

The Composition of the Board as of March 31, 2025 is given below:

S. No	DIN	Name of the Director	Designation	Category
1	06364310	Mr. Subramaniam Seetha Raman	Managing Director	Promoter Executive
2	01857170	Mr. Prakash Babu Kondeti	Independent Director	Non-Executive
3	01647212	Mr. Chandra Sekhar Pattapurathi	Independent Director	Non-Executive
4	01666421	Mrs. Bhuvaneswari Seetharaman	Director	Promoter Non-Executive

**b) Attendance of each Director at the Board Meetings and the last AGM**

The table hereunder gives the attendance record of the Directors at the Six (6) Board Meetings held during the year 2024-25 and the last Annual General Meeting (AGM) held on September 28, 2024:

Name of the Directors	No. of Board Meeting entitled to attend	No. of Board Meetings attended	Attendance at AGM
Mr. Prakash Babu Kondeti	6	6	Yes
Mr. Chandra Sekhar Pattapurathi	6	6	Yes
Mr. Subramaniam Seetha Raman	6	6	Yes
Mrs. Bhuvaneswari Seetharaman	6	2	Yes

**c) Number of other Boards or Board Committees in which the director of the company is a member or Chairperson.**

S. No	Name of Directors	No. of other directorships held *	No. of other Board Committees**		Directorship in other listed entity
			As a Member	As a Chairman	
1	Mr. Prakash Babu Kondeti	-	-	-	-
2	Mr. Chandra Sekhar Pattapurathi	3	-	-	Managing Director in Orchasp Limited
3	Mr. Subramaniam Seetha Raman	-	-	-	-
4	Mrs. Bhuvaneswari Seetharaman	-	-	-	-

Note: \* Excluding Private Limited Companies, Foreign Companies and Section 8 Companies.

\*\* Only membership of Audit and Shareholders' Grievances Committees are considered.

None of the Directors on the Board is a Director in more than 7 listed entities. None of the Non – Executive Directors is an Independent Director in more than 7 listed entities as required under the Listing Regulations. Further, the Managing Director, who is the Executive Director does not serve as an Independent Director in any listed company. None of the Directors held Directorships in more than 20 Indian companies, with more than 10 public limited companies. None of the Directors on the Board is a member of more than ten Committees or Chairman of more than five Committees (committees being Audit Committee and Stakeholders’ Relationship Committee) across all Public Companies in India, in which he/she is a Director. Necessary disclosures regarding their Committee positions have been made by all the Directors.

All Directors are in compliance with the limit on Directorships /Independent Directorships of listed companies as prescribed under Regulation 17A of the Listing Regulations.

The Company has received declarations on criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations from the Directors of the Company who have been classified as Independent Directors as on March 31, 2025.

**d) Number of Board meetings held, dates on which held.**

Six (6) Board Meetings were held during the financial year ended on March 31, 2025. The maximum gap between any two consecutive meetings did not exceed 120 days.

The dates on which the Board meetings were held are May 30, 2024, August 14, 2024 , September 20, 2024, November 14, 2024, November 30, 2024 and February 14, 2025. The necessary quorum was present for all the meetings. Minutes of the meetings of all the Board and the Committees are circulated to all the Directors.

During the FY 2025, information as mentioned in Part A of Schedule II of the SEBI Listing Regulations, has been placed before the Board for its consideration.

The Board periodically reviews the compliance reports of all laws applicable to the Company.

**e) Meeting of Independent Directors**

A separate meeting of Independent Directors was held on February 14, 2025, inter-alia to review the performance of the Non-Independent Directors and the Board of Directors as a whole, review the performance of Chairperson of the Company and assess the quality, quantity and timeliness of flow of information between the management of the company and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the Independent Directors were present at the meeting. The Independent Directors expressed their satisfaction to the desired level on the governance of the Board.

**f) Disclosure of relationship between Directors inter-se.**

Mrs. Bhuvaneswari Seetharaman (DIN: 01666421), Non-Executive Director of the Company is the mother of Mr. Subramaniam Seetha Raman (DIN: 06364310), Managing Director of the Company.

Other than the above-mentioned, none of the other Directors are related to each other.

**g) Shares and Convertible Instruments held by Non-Executive Directors.**

S. No	Name of the Director	Number of Equity Shares held in the Company
1	Mr. Prakash Babu Kondeti	6,000
2	Mr. Chandra Sekhar Pattapurathi	Nil
3	Mrs. Bhuvaneswari Seetharaman	3,48,790

**h) The detail of Familiarization programmes imparted to Independent Directors is given below.**

The details of programs for familiarization of the Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are available on the website of the Company at the weblink <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Familiarisation-Programme-for-Independent-Directors.pdf>.

**i) Skills/expertise/competence of the Board of Directors for the effective functioning of the Company which are currently available with the Board:**

As required under the Listing Regulations, the list of core skills/expertise/competencies as identified by the Board of Directors in the context of its business and sector for it to function effectively and those available with the Board are as under:

Matrix of skills/expertise/competencies:

Knowledge	Understanding of the Company's business, policies and culture (including its mission, vision, values, goals, current strategic plan, governance structure, major risks and threats and potential opportunities) and knowledge of the industry in which the Company operates.
Information Technology (IT)	Specialized in Digital Transformation, leveraging cutting-edge technologies to revolutionize processes, and IT Consulting, has Extensive knowledge in the domain of technology, resulting in ability to anticipate disruptive market trends and generate innovative strategic guidance aligning with the client's long-term goals to ensure sustained growth and success.
Behavioural Skills	Attributes and competencies to use their knowledge and skills to function well as team-members and to interact with key stakeholders.
Strategic thinking and Planning	Appreciation of long-term trends, strategic choices, and experience in guiding and leading management teams to make decisions in uncertain environments.
Leadership	Leadership Skill to ensure effective guidance to and monitoring of the management and to set a corporate culture and the values by which executives throughout the group should behave.
Sales and marketing	Experience in developing strategies to grow sales and market share, build brand awareness and equity, and enhance enterprise reputation
Financial Discipline and Risk Oversight	Understanding of Financial Management, Financial Reporting Process and Financial & Operational controls. Ensuring focus on returns. Understand and oversee internal and external risks associated with the Business and to put in place appropriate policies and procedures to effectively manage such risks.
Corporate Governance	Experience in implementation of the statutory laws, rules, regulations etc. for effective implementation and ensuring proper corporate governance.

The Board of the Company is highly structured to ensure a high degree of diversity by age, education/qualifications, professional background, sector expertise and special skills.

The eligibility of a person to be appointed as a Director of the Company is dependent on whether the person possesses the requisite skill sets identified by the Board as above and whether the person is a proven leader in

running a business that is relevant to the Company's business or is a proven academician in the field relevant to the Company's business. The Directors so appointed are drawn from diverse backgrounds and possess special skills with regard to the industries / fields from where they come.

The details of Directors of the Company who possess the above referred skills/expertise/competencies are as given below:

Director	Knowledge of the Company's business	Behavioral Skills	Strategic thinking and Planning	Financial Skills	Sales and marketing	Governance Skills	Technical/ Professional skills and specialized Knowledge
Mr. Prakash Babu Kondeti	#	#	#	#	#	#	-
Mr. Chandra Sekhar Pattapurathi	#	#	#	#	#	#	-
Mr. Subramaniam Seetha Raman	#	#	#	#	#	#	#
Mrs. Bhuvaneswari Seetharaman	#	#	#	-	-	#	-

**j) Confirmation about Independent Directors in the opinion of the Board**

Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act along with rules framed thereunder. In terms of Regulation 25(8) of SEBI Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties. Based on the declarations received from the Independent Directors, the Board of Directors has confirmed that they meet the criteria of independence with an objective independent judgment and without any external influence as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and that they are independent of the management.

In terms of Section 150 of the Act read with Rule 6 of the Companies (Appointment & Qualification of Directors) Rules, 2014, the Independent Directors have confirmed that they have enrolled themselves in the Independent Directors' Databank maintained with the Indian Institute of Corporate Affairs.

**k) Code of Conduct.**

The Board has laid down Codes of Conduct for all the Board Members and Senior Management of the Company. The Code for Board of Directors is posted on the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Code-of-Conduct-for-Board-of-Directors-1.pdf> and for the Senior Management at <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/2025.02.14-Code-of-Conduct-for-Senior-Management.pdf>

All the Board Members and Senior Management have affirmed compliance with these Codes. A declaration signed by the Chairman and Managing Director to this effect is enclosed at the end of this Report as **Annexure VI**. The Code of Conduct for the Board Members of the Company is in line with the provisions of the Companies

Act, 2013, which includes Code for Independent Directors, which is a guide to professional conduct for Independent Directors of the Company pursuant to section 149(8) and Schedule IV of the Companies Act, 2013.

**l) CEO/CFO Certification.**

As required under the Listing Regulations, the Managing Director and Chief Financial Officer (CFO) of the Company have certified the Financial Statements for the year ended March 31, 2025 before their submission to the Board. The Chairman and Managing Director and CFO also furnish quarterly certification on Financial Statements while placing the Financial Statements before the Board in terms of Regulation 17(8). The Annual Certificate given by the Managing Director and CFO forms part of the Annual Report as **Annexure VI**.

**3) Audit Committee.**

**(a) Brief description of terms of reference.**

The Committee is empowered with the role and powers as prescribed under Regulation 18 of the Listing Regulations and section 177 of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Audit Committee, inter alia, includes the following:

- Oversight of the Company's financial reporting process and disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommend for appointment, remuneration and terms of appointment of auditors
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors
- Review, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to
  - matters required to be included in the director's responsibility statement to be included in the board's report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013
  - changes, if any, in accounting policies and practices and reasons for the same
  - major accounting entries involving estimates based on the exercise of judgment by management
  - significant adjustments made in the financial statements arising out of audit findings
  - compliance with listing and other legal requirements relating to financial statements
  - disclosure of any related party transactions
  - modified opinion(s) in the draft audit report
- review, with the management, the quarterly financial statements before submission to the board for approval
- review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue or preferential issue or qualified institutions placement , and making appropriate recommendations to the board to take up steps in this matter
- review and monitor the auditor's independence and performance, and effectiveness of audit process
- approval or any subsequent modification of transactions of the listed entity with related parties
- scrutiny of inter-corporate loans and investments
- valuation of undertakings or assets of the listed entity, wherever it is necessary
- evaluation of internal financial controls and risk management systems
- review, with the management, performance of statutory and internal auditors, adequacy of the internal control systems

- review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit
- discussion with internal auditors of any significant findings and follow up there on
- review the findings of any internal investigations by the internal auditors into 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
- discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern
- to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors
- to review the functioning of the whistle blower mechanism
- approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate
- review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision
- consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders
- management discussion and analysis of financial condition and results of operations
- management letters / letters of internal control weaknesses issued by the statutory auditors
- internal audit reports relating to internal control weaknesses
- the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee
- statement of deviations – quarterly and annual

In addition, the Committee is also required to discharge such other roles / functions as may be decided from time to time.

**(b) Composition, Name of Members and Chairperson including meetings and attendance**

The Audit Committee of the Board is constituted with Three (3) Directors. All of the members of the Committee are financially literate and have adequate accounting knowledge. Accordingly, the Composition of the Audit Committee is in conformity with Regulation 18 of the Listing Regulations.

The Composition, Meetings and Attendance of Members of Audit Committee, is given below:

S. No	Name of Director	Designation	No. of Meetings Held	No. of Meetings attended
1	Mr. Chandra Sekhar Pattapurathi	Chairman	4	4
2	Mr. Prakash Babu Kondeti	Member	4	4
3	Mr. Subramaniam Seetha Raman	Member	4	4

During the Financial Year 2024-25, the Audit Committee met 4 (Four) times on May 30, 2024, August 14, 2024, November 14, 2024, and February 14, 2025.

The Statutory Auditor, Internal Auditor, Chief Financial Officer and Manager (Finance) are invited to the meetings of the Audit Committee. The Company Secretary acts as the Secretary to the Audit Committee.

All the recommendations of the Audit Committee were accepted by the Board of Directors.

#### 4) Nomination and Remuneration Committee (NRC)

##### (a) Brief description of terms of reference

The Committee is empowered with the role and powers as prescribed under Regulation 19 of the Listing Regulations, Section 178 of the Companies Act, 2013 and in Nomination & Remuneration Policy of the Company. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

- Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
  - For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
    - use the services of an external agencies, if required;
    - consider candidates from a wide range of backgrounds, having due regard to diversity; and
    - consider the time commitments of the candidates.
- Formulate the criteria for evaluation of performance of independent directors and the Board of Directors;
- Devise a policy on diversity of board of directors;
- Identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal;
- Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

##### (b) Composition, name of members and Chairperson including meetings and attendance

The Nomination and Remuneration Committee of the Board is constituted with two Independent Directors and one Non-Executive Director. During the financial year 2024-25, Nomination and Remuneration committee met twice i.e., on May 30, 2024 and September 20, 2024.

The Composition, Meetings and Attendance of Members of Nomination and Remuneration Committee, is given below:

S. No	Name of the Director	Designation	No of Meetings Held	No. of meetings attended
1.	Mr. Chandra Sekhar Pattapurathi	Chairman	2	2
2.	Mr. Prakash Babu Kondeti	Member	2	2
3.	Mr. Bhuvaneswari Seetharaman	Member	2	1

##### (c) Nomination and Remuneration policy.

The Committee recommends the compensation package to the directors of the Company. The remuneration will include salary, perquisite, allowances and commission. The remuneration policy is directed towards

rewarding performance based on review of achievements. It is aimed at attracting and retaining high calibre talent. The Nomination and Remuneration Policy is available on the Company's website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Nomination-Remuneration-Policy.pdf>.

The Policy ensures that:

- The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- Remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

**(d) Performance Evaluation criteria for Independent Directors**

The performance evaluation criteria for the independent directors are determined by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgement.

**5) Stakeholders' Relationship Committee.**

**(a) Brief description of terms of reference**

The Committee is empowered with the role and powers as prescribed under Regulation 20 of the Listing Regulations and Section 178(5) of the Companies Act, 2013. The Committee also acts in terms of reference and directions of the Board from time to time.

Terms of reference of the Stakeholders' Relationship Committee, inter alia, includes the following:

- Resolve the grievances of the security holders of the listed entity including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.
- Review of measures taken for effective exercise of voting rights by shareholders.
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
- Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- Resolve grievances of debenture holders related to creation of charge, payment of interest / principal, maintenance of security cover and any other covenants.

**(b) Composition, name of members and Chairperson including meetings and attendance**

The Stakeholders' Relationship Committee (SRC) of the Board is constituted with two Independent Directors and one executive Director. During the financial year 2024-25, SRC met only once on February 14, 2025.



The Composition, Meetings and Attendance of Members of Stakeholders' Relationship Committee, is given below:

No	Name of Director	Designation	No. of meetings held	No. of meetings attended
1	Mr. Chandra Sekhar Pattapurathi	Chairman	1	1
2	Mr. Prakash Babu Kondeti	Member	1	1
3	Mr. Subramaniam Seetha Raman	Member	1	1

**(c) Name and designation of Compliance Officer**

Designation - Company Secretary and Compliance Officer Email id for investor grievances - cs@responseinformatics.com	
Name: Ms. Nirosha Ravikanti Resigned w.e.f September 03, 2024	Name: Ms. Ashwini Mangalampalle Appointed w.e.f September 20, 2024

**(d) Complaints of shareholders**

Number of complaints received during 2024-25	0
Number of complaints not solved to the satisfaction of shareholders	0
Number of pending complaints	0

**6) Senior Management**

S. No	Name	Designation	Change
1	Mr. Ramakrishna Prasad Makkena	Chief Financial Officer (CFO)	-
2	Ms. Nirosha Ravikanti	Company Secretary	Resigned w.e.f September 03, 2024
3	Ms. Ashwini Mangalampalle	Company Secretary	Appointed w.e.f September 20, 2024
4	Mr. Srinivas Panchal	Delivery Manager	
5	Mr. Selvakumaran K	Delivery Manager	
6	Mr. Sundaram Muniappan	Delivery Manager	
7	Mr. Parveen Mohammad	Manager - HR	
8	Mr. Sudarshan Cherukupally	Manager - Operations	
9	Mr. Sunil Sharma	VP – Engagement	
10	Mr. Prithpal Singh	VP – Business Development	
11	Mr. Imran Khan Mohmed	General Manager	
12	Mr. Sreedhara Chowdary Goli	Manager – Finance & Accounts	
13	Swathi Jha	AVP – Engagement	

**7) Remuneration of Directors**

- There are no pecuniary transactions with any non-executive director of the Company except the sitting fee paid for attending the Board and Committee meetings.
- Criteria of making payments to non-executive directors is displayed on the website at <https://www.responseinformatics.com/wp-content/uploads/2024/08/Criteria-for-making-payment-to-NEDs.pdf>.
- The details of sitting fee paid to the Independent Directors during the financial year 2024-25 are as follows

Name of the Director	Amount (Rs.)
Mr. Chandra Sekhar Pattapurathi	65,500/-
Mr. Prakash Babu Kondeti	65,500/-

- The details of remuneration paid to Executive and Non- Executive Directors during the year are as follows:

Amount (Rs.)

Name of the Director and Designation	Salary (Rs in Lakhs)	Benefits	Bonus	Commission	Service Contracts	Notice Period
Mr. Prakash Babu Kondeti	-	-	-	-	Appointed for a period of 5 years from September 29, 2023.	As per the Company Rules
Mr. Chandra Sekhar Pattapurathi	-	-	-	-	Appointed for a period of 5 years from January 31, 2024.	As per the Company Rules
Mr. Subramaniam Seetha Raman	12.00	-	-	-	Appointed for a period of 5 years from January 27, 2022.	As per the Company Rules
Mrs. Bhuvaneswari Seetharaman	-	-	-	-	Non-Executive Director	As per the Company Rules

There were no severance fees, stock option plan or performance linked incentive for Executive / Non-Executive Directors.

## 8) General Body Meetings.

### (a) Location and time, where last three AGMs held:

The following are the details of the last three Annual General Meetings held:

Financial Year	Date	Time	Venue
2023-24	28-09-2024	04.00 PM	Audio Video Conference
2022-23	28-09-2023	04.30 PM	Audio Video Conference
2021-22	30-09-2022	04.30 PM	Audio Video Conference

### (b) Special Resolutions passed in the previous three AGMs:

Financial Year	Special Resolution
2023-24	None
2022-23	<ul style="list-style-type: none"> <li>Approving the Response Informatics Employees Stock Option Plan 2022 (ESOP 2022) and granting Stock Options to the employees of the Company under ESOP 2022</li> <li>Re-appointment of Mr. Chandra Sekhar Pattapurathi (DIN: 01647212) as Independent Director of the Company</li> <li>Re-appointment of Mr. Prakash Babu Kondeti (DIN: 01857170) as Independent Director of the Company</li> </ul>
2021-22	<ul style="list-style-type: none"> <li>Approving the Response Informatics Employees Stock Option Plan 2022 (ESOP 2022) and granting Stock Options to the employees of the Company under ESOP 2022</li> <li>Approval of acquisition of Technologia Corporation</li> </ul>

- (c) **Special Resolution passed last year through postal ballot – details of voting pattern** – None
- (d) **Person who conducted the postal ballot exercise** – Not Applicable
- (e) **Whether any special resolution is proposed to be conducted through postal ballot**

At present, there is no proposal to pass any special resolution through Postal Ballot.

- (f) **Procedure for Postal Ballot** – Since postal ballot was neither conducted nor proposed to be conducted, no procedure was followed for postal ballot.

**9) Means of Communication.**

**(a) Quarterly results:**

The quarterly results of the Company are published in accordance with the requirements of the Listing Regulations.

**(b) Newspapers wherein results normally published:**

Quarterly / Half Yearly / Annual Audited Results / Notice of EGM/AGM are generally published in widely circulated newspapers viz., Financial Express (English daily) and Nava Telangana (Regional Newspaper – Telugu Daily).

**(c) Any website, where displayed:**

Quarterly / Half Yearly / Annual Audited Results, Annual Reports, Announcements, Investor information, Policies etc. are displayed on the Company's website: <https://www.responseinformaticsltd.com/>

**(d) Whether it also displays official news releases:** None

- (e) **Presentations made to institutions investors or to the analysts:** No presentations were being made during the financial year.

**10) General Shareholder Information.**

- (a) Annual General Meeting: Monday, September 29, 2025, 03.00 P.M through video conferencing (“VC”) / Other Audio-Visual Means (“OAVM”)
- (b) Financial Year: April 01, 2024 to March 31, 2025.
- (c) Record Date / Book Closure Date for the purpose of AGM: September 23, 2025 to September 29, 2025 (both days inclusive)
- (d) Dividend Payment Date: Not Applicable
- (e) Listing on Stock Exchanges: BSE Limited - Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400 001

The Company confirms that it has paid annual listing fees to the Stock Exchange for the year 2025-26.

- (f) There was no suspension of trading in Securities of the Company during the year under review.
- (g) Registrars and Share Transfer Agents:

Aarthi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad – 500 029

Telephone No.: +040-27638111, 040-27634445

Fax: 040-27632184

E-mail Id: info@aarthiconsultants.com

(h) Share Transfer system

The Company has appointed Aarthi Consultants Private Limited, Hyderabad as Registrar and Share Transfer Agents for the purpose of carrying on the work relating to share transfers - both physical and demat form. The requests received for transfer of shares from the shareholders are normally completed within prescribed time, subject to the documents being valid and complete in all respects.

As per the Listing Regulations, requests for effecting transfer of equity shares in physical form shall not be accepted by Aarthi Consultants Private Limited, Registrars and Transfer Agents, w.e.f. 01.04.2019 unless the equity shares are held in the dematerialized form with a Depository. However, in order to facilitate ease of investing for investors and to secure the rights of investors in the securities which were purchased by them, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 2, 2025 has decided to open a special window only for re-lodgement of transfer deeds, which were lodged prior to the deadline of April 01, 2019 and rejected/returned/not attended to due to deficiency in the documents/process/or otherwise, for a period of six months from July 07, 2025 till January 06, 2026. This was communicated to the members who hold the shares in physical form. The shareholders need to convert the shares to demat form compulsorily, if they wish to effect any transfer. However, the restriction is not applicable to the requests received for transmission or transposition of physical shares. All the shareholders, who hold the shares in physical form, are requested to dematerialize the shares at the earliest to avoid inconvenience in future, for transferring the shares.

(i) Distribution of Shareholding

Distribution of Shareholding as on March 31, 2025:

Sl. No	CATEGORY	HOLDERS		AMOUNT	
		Number	% to Total	Amount In Rs.	% to Total
1	Upto - 5000	1,350	73.81	19,07,890	2.33
2	5001 - 10000	166	9.08	12,22,110	1.49
3	10001 - 20000	107	5.85	16,26,050	1.99
4	20001 - 30000	95	5.19	24,38,130	2.98
5	30001 - 40000	16	0.87	5,44,840	0.67
6	40001 - 50000	20	1.09	9,55,910	1.17
7	50001 - 100000	33	1.80	25,51,430	3.12
8	100001 & Above	42	2.30	7,06,48,660	86.27
	<b>Total:</b>	<b>1,829</b>	<b>100</b>	<b>8,18,95,020</b>	<b>100</b>

Shareholding Pattern as on March 31, 2025:

Sl. No	Description	Shares	% Equity
1	Promoter Individuals	42,22,471	51.56
2	Resident Individuals	26,95,980	32.92
3	Bodies Corporates	5,62,100	6.86
4	HUF	-	-
5	Non Resident Indians (NRIs)	7,08,951	8.66
6	NRI Non-Repatriation	-	-
7	Clearing Members	-	-
8	IEPF	-	-
9	Foreign Portfolio Investors	-	-
10	Alternative Investment Fund	-	-
11	Trusts	-	-
12	Banks	-	-
13	Directors and Relatives	-	-
14	Foreign Nationals	-	-
	<b>Total</b>	<b>81,89,502</b>	<b>100.00</b>

(j) Dematerialization of shares and liquidity

The process of conversion of shares from physical form to electronic form is known as dematerialization. For dematerializing the shares, the Shareholder has to open a demat account with a Depository Participant (DP). The Shareholder is required to fill in a Demat Request Form and submit the same along with the Share Certificate(s) to the DP. The DP will allocate a demat request number and shall forward the request physically and electronically, through NSDL/CDSL to the R&T Agent. On receipt of the demat request, both physically and electronically and after verification, the Shares are dematerialized, and an electronic credit of shares is given in the account of the Shareholder.

The Company has made necessary arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization facility. The ISIN No/Code for the Company's Equity Shares is INE401B01010.

(k) Outstanding global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity – The Board was authorised by shareholders in the AGM held on September 30, 2022 to grant such number of ESOPs, which would give rise to the issue of 7,45,000 equity shares.

(l) Commodity Price Risk or Foreign Exchange risk and hedging activities:

The Company is not carrying on any Commodity Business and has also not undertaken any hedging activities; hence same are not applicable to the Company.

(m) Plant Location

The Company carries out its operations from its registered office at 3<sup>rd</sup> Floor, 1-89/3/4, Raghuma Towers, Hi-Tech City Road, Madhapur, Hyderabad, Telangana – 500 081.

(n) Address for correspondence

Company:

The Company Secretary and Compliance Officer,  
3<sup>rd</sup> Floor, 1-89/3/4, Raghuma Towers,  
Hi-Tech City Road, Madhapur,  
Hyderabad, Telangana – 500 081  
Phone: 040-40037073  
E-mail Id: cs@responseinformatics.com

Registrar and Share Transfer Agents:

Aarthi Consultants Private Limited  
1-2-285, Domalguda, Hyderabad-500029  
Telephone No.: +040-27638111, 040-27634445  
Fax: 040-27632184  
E-mail Id: info@aarthiconsultants.com

- (o) Credit rating along with revisions, if any: Not Applicable since the company neither issued any debt instruments nor commenced any fixed deposit programme / any scheme involving mobilization of funds.

**11) Disclosures.**

- (a) Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.

During the year 2024-2025, there was no materially significant related party transaction which had potential conflict with the interests of the Company at large. The details of the related party transactions are disclosed in the Annual Report. In terms of Regulation 23 of the Listing Regulations, the Board has formulated a Related Party Transaction Policy.

The Related Party Transaction Policy is uploaded on the website of the Company at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Related-Party-Transaction-Policy.pdf>.

- (b) Details of Non-Compliance and Penalties.

The Company has complied with the requirements of the Stock Exchanges / SEBI and Statutory Authorities on all matters related to the capital markets during the last three years. No penalty or strictures were imposed on the Company by any of these authorities. None of the Company's listed securities is suspended from trading.

- (c) Whistle Blower policy and affirmation that no personnel have been denied access to the Audit Committee.

The Company has framed a Whistle Blower Policy with a view to provide a vigil mechanism for Directors and Employees of the Company to report genuine concerns about unethical behaviour, any wrongdoings, actual or suspected fraud or violation of the Company's Code of Conduct, legal or regulatory requirements and to provide direct access to the Chairperson of the "Audit Committee" in appropriate or exceptional cases, to provide adequate safeguards for protection of Employees and Directors from victimization or unfair treatment and ensure that frivolous accusations are not made.

The Audit Committee periodically reviews the functioning of the Whistle Blower Mechanism.

No personnel have been denied access to the Audit Committee. Whistle Blower Policy is uploaded on the website of the Company at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Whistle-Blower-Policy.pdf>.

The Whistle officer has not received any complaint for the financial year ended March 31, 2025.

(d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements

The Company has complied with all the mandatory requirements of the Listing Regulations entered into with the Stock Exchanges, though the provisions of Corporate Governance are not applicable.

Extent of adoption of discretionary requirement as specified in Part E of Schedule II:

- The Chairperson for the meeting is appointed by the Board of Directors before commencement of the meeting and in the event, a non-executive director is made Chairman for the meeting – the company reimburses the expenses incurred in the performance of his / her duties.
- The Company has been disclosing the financial performance on the website of the company for the knowledge of the shareholders.
- The Auditors expressed unmodified opinion on the financial statements of the company. Your Company continuously strives to adopt best practices to ensure regime of unqualified financial statements.
- The Internal Auditor reports directly to the Audit Committee.

(e) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries

Technologia Corporation, USA is a material subsidiary as per SEBI Listing Regulations. It was incorporated on January 23, 2020. Audit is not applicable to the material subsidiary.

The Company has formulated Policy for determining 'material subsidiaries and the same is posted on the website at <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Material-Subsidiary-Policy.pdf>

(f) The Company has formulated Policy for determining related party transactions and the same is posted on the website at <https://www.responseinformaticsltd.com/wp-content/uploads/2024/08/Related-Party-Transaction-Policy.pdf>.

(g) Details of utilization of funds raised through preferential allotment or qualified institutions placement as specified under Regulation 32 (7A) – The Board of Directors, through a Resolution by Circulation dated May 31, 2025, approved the allotment of 7,13,102 equity shares of Rs. 10/- each (at a premium of Rs.68/- each) to 9 allottees in the Public category. This allotment is out of the 15,00,000 equity shares to be issued on a preferential basis, as approved by the members in the Extra-Ordinary General Meeting (EGM) held on March 11, 2024. – The funds raised through the said issue are utilized as follows:

Particulars	Amount Utilized (In Rs.)
Investment in Datalabs AI Private Limited	1,00,00,000
Repayment of Loans and Advances	1,81,92,480
Working Capital Requirements	2,74,29,476

- (h) SEBI Complaints Redress System (SCORES): The investors' complaints are also being processed through the centralized web base complaint Redressal system of SEBI. The salient features of SCORES are availability of centralized database of the complaints, uploading online action taken reports by the Company. Through SCORES the investors can view online, the action taken and current status of the complaints. SEBI vide its Circular dated March 26, 2018 and August 13, 2020, October 22, 2020, and September 20, 2023 have streamlined the process of filing investor grievances in the SCORES in order to ensure speedy and effective resolution of complaints filed therein. The said Circulars can be accessed on the website of SEBI at <https://www.sebi.gov.in/sebiweb/home/HomeAction.do?doListing=yes&sid=1&ssid=7&smid=0>.

- (i) The Board has accepted the recommendations of all the Committees during the year 2024-2025.
- (j) Total fees for all services paid by the listed entity and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a part

M/s. M. Anandam & Co., Chartered Accountants, Firm Registration No.000125S have been appointed as the Statutory Auditors of the Company. The particulars of payment to Statutory Auditors' fees for FY 2024-25, for all services paid by the listed entity and its subsidiaries, on a consolidated basis is given below:

Particulars	Rs.
Services as statutory auditors	6,41,000
Other matters (including quarterly audits)	1,30,000
Re-imbursement of out-of-pocket expenses	42,566
Total	8,13,566

- (k) The Company has adopted a policy on prevention, prohibition and Redressal of Sexual harassment at workplace and has duly constituted an Internal Complaints Committee in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules thereunder. During FY 2024-2025, the Company has not received any complaints pertaining to Sexual Harassment. Further there were no cases / complaints pending disposal as at the end of the financial year.
- (l) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount' – Technologia Corporation, USA has given a loan of USD 3,35,634 to Highdata Software Corporation, USA in multiple tranches.
- (m) As required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard 2 on General Meetings, particulars of Directors seeking appointment / re-appointment at this AGM are given in the Annexure to the Notice of this AGM.

- (n) Code for Prevention of Insider Trading Practices

Pursuant to the SEBI (Prohibition of Insider Trading) Regulations, 2015, the Company has formulated a Code of Fair Disclosure and Code of Conduct to Regulate, Monitor and Report Trading by Insiders. The Code has been formulated to regulate, monitor and ensure reporting of trading by the Employees and Connected Persons designated on the basis of their functional role in the Company towards achieving compliance with



the Regulations and is designed to maintain the highest ethical standards of trading in Securities of the Company by persons to whom it is applicable.

The Code of Conduct for prohibition of insider trading, and to regulate, monitor and report trading by designated person is posted on the website of the Company at <https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Code-of-conduct-for-PITto-regulate-monitor-and-report-trading-by-DP.pdf>

The Code of practices and procedures for fair disclosure of UPSI is posted on the website of the Company at [https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Code-of-practices-and-procedures-for-fair-disclosure-of-UPSI\\_F-1.pdf](https://www.responseinformaticsltd.com/wp-content/uploads/2025/09/Code-of-practices-and-procedures-for-fair-disclosure-of-UPSI_F-1.pdf)

(o) Management Discussion and Analysis Report

The Report on Management Discussion and Analysis is annexed to the Directors' Report and forms part of this Annual Report.

(p) Proceeds from public issues, rights issue, preferential issues, etc: Refer to Point g above

(q) Disclosures in respect of demat suspense account/unclaimed suspense account as on March 31, 2025:

The Company does not have a demat suspense account/unclaimed suspense account. Hence, this disclosure is not applicable.

(r) No Agreements were entered into by the shareholders, promoters, promoter group entities, related parties, directors, key managerial personnel, employees of the listed entity, among themselves or with the listed entity or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the listed entity or impose any restriction or create any liability upon the listed entity. Consequently, there was no rescission, amendment or alteration of such agreements thereto, whether or not the listed entity is a party to such agreements.

**DECLARATION BY THE MANAGING DIRECTOR UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE  
REQUIREMENTS) REGULATIONS, 2015**

**To**

**The Members of Response Informatics Limited**

I, Subramaniyam Seetha Raman, Managing Director (DIN:06364310) of Response Informatics Limited declare that all Board Members and Senior Management personnel have affirmed in writing their adherence to the Code of Conduct adopted by the Company for the year ended 31<sup>st</sup> March 2025.

For Response Informatics Limited

Date: August 14, 2025

Place: Hyderabad

Seetha Raman Subramaniyam  
Managing Director  
DIN: 06364310

**COMPLIANCE CERTIFICATE**  
**CERTIFICATION BY MANAGING DIRECTOR AND CHIEF FINANCIAL OFFICER**

We, the Managing Director and the Chief Financial Officer of Response Informatics Limited, certify that:

1. We have reviewed financial statements and the cash flow statement of the company for the financial year ended 31<sup>st</sup> March 2025 and that to the best of our knowledge and belief:
  - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
  - These statements together present a true and fair view of Company's affairs and are in compliance with existing 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 responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and Audit Committee:
  - (i) Significant changes in internal control over financial reporting during the year.
  - (ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements and
  - (iii) That there have been no instances of significant fraud of which we have become aware, involving of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For Response Informatics Limited

Place: Hyderabad

Date: August 14, 2025

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310

Ramakrishna Prasad Makkena  
Chief Financial Officer

## Independent Auditor's Report

### To the Members of Response Informatics Limited

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the standalone financial statements of **Response Informatics Limited** ("the Company"), which comprise the Standalone Balance Sheet as at 31<sup>st</sup> March 2025, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), Standalone Statement of Cash Flows and Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, and its profit (including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

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

#### Key Audit Matters

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

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Revenue Recognition</p> <p>Revenue from staffing services is recognized as the related services are performed in accordance with contractual terms. The Company's invoicing cycle is on contractual pre-determined dates and recognized as receivables based on customer acceptances for delivery of work/ attendance of resources.</p> <p>Revenue for the post billing period is recognized as unbilled revenues. Unbilled revenues are invoiced subsequent to the year-end based on customer acceptances.</p> <p>Refer Note – 2 (iv) of Material Accounting Policies</p>	<p>Principal Audit Procedures</p> <ul style="list-style-type: none"> <li>• Tested the effectiveness of controls relating to accuracy and occurrence of unbilled revenues.</li> <li>• Assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 "Revenue from Contracts with Customers:</li> <li>• Performed substantive testing of revenue transactions, recording during the year by verifying the agreeing key terms used for recording revenue with terms in the signed contracts and confirmation received from customers for efforts incurred / resources deployed.</li> <li>• Tested unbilled revenues with subsequent invoicing based on customer acceptances.</li> </ul>

#### Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Directors Report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of the standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and

completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to standalone financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

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

#### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, we report that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matter stated in the paragraph 1(i) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

(c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

(d) In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.

(e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act.

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph 1(b) above.

(g) With respect to the adequacy of the internal financial controls with reference to the standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

(h) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provision of section 197 of the Act.

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has no pending litigations on its financial position in its standalone financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

iv. (a) The Management has represented (Refer Note 43 of the standalone financial statements) that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(b) The Management has represented (Refer Note 43 of the standalone financial statements) that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.



v. No dividend was declared or paid during the year by the Company, hence, the provisions of section 123 of the Act are not applicable.

vi. Based on our examination, the Company has used accounting software for maintaining its books of account which does not have feature of audit trail (edit log) facility. Accordingly, we are unable to comment on the reporting requirements with reference to audit trail under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014.

The audit trail was not maintained in the prior year and hence, the question of commenting on whether the audit trail was preserved by the company as per the statutory requirements for record retention does not arise.

2. As required by the Companies (Auditor's Report) Order, 2020, ('the Order') issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For M. Anandam & Co.,  
Chartered Accountants  
(Firm's Registration No. 0001255)

M R Vikram  
Partner  
Membership No. 021012

UDIN: 25021012BMUJGU1899

Place: Hyderabad  
Date: 29<sup>th</sup> May, 2025

**Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(g) under ‘Report on Other Legal Regulatory Requirements’ section of our report to the Members of the Company of even date)

**Report on the Internal Financial Controls with reference to Standalone Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

**Opinion**

We have audited the internal financial controls with reference to standalone financial statements of **Response Informatics Limited** (“the Company”) as of March 31, 2025 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to the standalone financial statements and such internal financial controls with reference to the standalone financial statements were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Inherent Limitations of Internal Financial Controls with reference to the Standalone Financial Statements**

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

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to the standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed

under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to the standalone financial statements.

**Meaning of Internal Financial Controls with reference to the Standalone financial statements**

A company's internal financial control with reference to the standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of standalone financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the standalone financial statements.

For M. Anandam & Co.,  
Chartered Accountants  
(Firm's Registration No. 0001255)

M R Vikram  
Partner  
Membership No. 021012

UDIN: 25021012BMUJGU1899

Place: Hyderabad  
Date: 29<sup>th</sup> May, 2025

**Annexure “B” to the Independent Auditor’s Report**

With reference to Paragraph 2 under ‘Report on Other Legal Regulatory Requirements’ section of our report to the Members of the Company, we report that:

- i. In respect of the Company’s Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.  
(B) The Company does not have intangible assets and hence reporting under clause 3(i)(b) of the Order is not applicable.
  - (b) According to the information and explanations given to us and the records of the company examined by us, the property, plant and equipment have been physically verified by the management in a periodical manner, which in our opinion is reasonable, having regard to the size of the Company and the nature of its business. No material discrepancies were noticed on such physical verification.
  - (c) The Company does not own immovable properties and hence reporting under clause 3(i)(c) of the Order is not applicable.
  - (d) The Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) No proceedings have been initiated during the year or are pending against the Company as at March 31, 2025 for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) and rules made thereunder.
- ii.
  - (a) The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
  - (b) The Company has not taken working capital limits in excess of Rs.5 Crore during the year, from banks or financial institutions on the basis of security of current assets. Hence reporting under clause 3(ii)(b) of the Order is not applicable.
- iii.
  - (a) During the year, the company has made an investment in Datalabs AI Private Limited by acquiring 66.66% equity stake, thereby making it a subsidiary company. The company has also granted a loan of Rs 66.60 lakhs to the said subsidiary during the year. The Company has not provided any guarantee or security to any entity.

The details of the loan given and investments made are as follows:

Particulars	Loans (Amt in lakhs)	Investments (Amt in lakhs)
Aggregate amount granted/made during the year to		
- Subsidiaries	66.60	0.67
- Others	-	-
Balance outstanding as at balance sheet date in respect of above cases to		
- Subsidiaries	58.84	0.67
- Others	-	-

The Company does not have any joint ventures or associates.

- (b) In respect of the aforesaid loans and investment made, the terms and conditions are not prejudicial to the Company's interest.
- (c) In respect of the loans granted, there is no schedule for repayment of principal and interest as the same is repayable on demand. Therefore, in the absence of stipulation of repayment terms, we are unable to comment on the regularity of repayment of principal and interest for the loans granted.
- (d) In respect of loan granted by the Company, there is no overdue principal amount remaining outstanding as at the balance sheet date.
- (e) The loan granted during the year has not fallen due nor has it been renewed or extended or settled by granting fresh loan. Hence, reporting under clause 3(iii)(e) is not applicable.
- (f) The company has granted loans which are repayable on demand as follows:

Particulars	Loans (Amt in lakhs)	% of total loans granted
- Aggregate amount of loans granted which are repayable on demand.	66.60	100%
- Out of the above, loans/advances given to Related Parties:		
▪ Subsidiaries	66.60	100%
▪ Others	-	-

- iv. In our opinion, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of the loans given and investments made. The Company has not provided any guarantees and security to the parties covered under Section 185 and 186 of the Companies Act, 2013.
- v. The Company has not accepted any deposits or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. According to the information and explanation given to us, the maintenance of cost records has not been specified by the Central Government under subsection (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause 3(vi) of the Order is not applicable to the Company.
- vii. In respect of statutory dues:
  - a) In our opinion, the Company is not generally regular in depositing undisputed statutory dues in respect of Provident Fund, Goods and Services tax, Employees' State Insurance, and Tax deducted at Source applicable to it with the appropriate authorities.

The extent of the arrears of undisputed statutory dues outstanding as at March 31, 2025, for a period of more than six months from the date they became payable are as follows:

Name of the Statute	Nature of the dues	Amount in Rs.	Period to which amount relates	Due date	Date of Payment	
Employees' Provident Fund Scheme, 1952	EPF	3,600	March 2024	15/04/2024	Not paid	

- b) There are no disputed statutory dues that have not been deposited on account of any dispute by the Company.
- viii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- ix. a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of loans or borrowings or in the payment of interest thereon to any lender.
- b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the term loans obtained during the year have been applied for the purposes for which they were obtained.
- d) On an overall examination of the standalone financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- e) On an overall examination of the standalone financial statements, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary. The Company does not have associates or joint ventures.
- f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary. The Company does not have associates or joint ventures.
- x. a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b) According to the information and explanations given to us, and based on our examination of the records of the Company, the Company has made preferential allotment during the year. The Company has complied with the provisions of Sections 42 and 62 of the Companies Act, 2013 to the extent applicable, and the funds raised have been used for the purposes for which the funds were raised.
- xi. a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
- b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.

- c) As represented to us by the management, there are no whistle blower complaints received by the company during the year.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3(xii) of the Order is not applicable.
- xiii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.
- xiv.
  - a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
  - b) We have considered, the internal audit reports of the company issued till date, for the year under audit.
- xv. In our opinion during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi.
  - a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) of the Order is not applicable.
  - b) The Company is not engaged in any non-banking financial housing finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.
  - c) The Company is not a core investment company as defined in the regulations made by the Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi)(c) of the Order is not applicable to the Company.
  - d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors of the Company during the year.
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

- xx. In our opinion and according to the information and explanations given to us, the provisions of Section 135 of the Act are not applicable to the Company and hence reporting under clause 3 (xx) (a) and (b) of the Order are not applicable.

For M. Anandam & Co.,  
Chartered Accountants  
(Firm's Registration No. 000125S)

M R Vikram  
Partner  
Membership No. 021012

UDIN: 25021012BMUJGU1899

Place: Hyderabad  
Date: 29<sup>th</sup> May, 2025



**RESPONSE INFORMATICS LIMITED**  
**STANDALONE BALANCE SHEET AS AT 31ST MARCH 2025**

All amounts in Rs.lakhs, unless otherwise stated

PARTICULARS	Note	As at March 31, 2025	As at March 31, 2024
<b>I. ASSETS:</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	3.73	2.10
(b) Right-of-use assets	4	30.44	50.73
(c) Financial assets	5		
(i) Investments		327.96	339.29
(ii) Application money paid against securities		100.00	-
(d) Deferred tax assets (net)	6	13.68	28.89
(e) Other non-current assets	7	7.28	7.28
<b>Total Non - current assets</b>		<b>483.09</b>	<b>428.29</b>
<b>Current assets</b>			
(a) Financial assets			
(i) Trade receivables	8	533.34	489.02
(ii) Cash and cash equivalents	9	234.72	8.80
(iii) Loans	10	59.44	2.30
(b) Current tax assets(Net)	11	19.44	21.84
(c) Other current assets	12	61.29	20.72
<b>Total current assets</b>		<b>908.23</b>	<b>542.68</b>
<b>TOTAL ASSETS</b>		<b>1,391.31</b>	<b>970.97</b>
<b>II. EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
(a) Equity Share Capital	13	818.95	747.64
(b) Other Equity	14	398.68	(161.36)
<b>Total equity</b>		<b>1,217.63</b>	<b>586.28</b>
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	15	25.08	100.50
(ii) Lease liabilities	4	11.76	33.37
(b) Provisions	16	10.50	13.28
(c) Deferred tax liabilities (net)		-	-
<b>Total Non current Liabilities</b>		<b>47.34</b>	<b>147.15</b>
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	17	9.92	-
(ii) Trade payables	18		
a) Total outstanding dues of micro enterprises and small enterprises		7.18	6.81
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		23.18	23.23
(iii) Lease liabilities	4	21.61	18.88
(iv) Other financial liabilities	19	52.83	76.84
(b) Other current liabilities	20	9.29	110.50
(c) Provisions	21	2.33	1.30
<b>Total current liabilities</b>		<b>126.34</b>	<b>237.55</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>1,391.31</b>	<b>970.97</b>
Summary of material accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

**RESPONSE INFORMATICS LIMITED**  
**STANDALONE STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025**

All amounts in Rs.lakhs, unless otherwise stated

	PARTICULARS	Note	For the Year ended March 31,2025	For the Year ended March 31,2024
	<b>Income</b>			
I	Revenue from operations	22	963.37	1,037.11
II	Other Income	23	15.57	3.74
III	<b>Total Income (I+II)</b>		<b>978.94</b>	<b>1,040.85</b>
	<b>Expenses:</b>			
	Employee Benefits Expense	24	591.41	605.42
	Finance Costs	25	6.78	10.33
	Depreciation and Amortisation Expense	26	21.52	10.66
	Other Expenses	27	314.82	387.05
IV	<b>Total Expenses(IV)</b>		<b>934.52</b>	<b>1,013.46</b>
V	<b>Profit before Exceptional items and Tax (III-IV)</b>		<b>44.42</b>	<b>27.39</b>
VI	Exceptional Items	28	12.00	10.00
VII	<b>Profit before tax (V-VI)</b>		<b>32.42</b>	<b>17.39</b>
VIII	Tax Expense			
	- Current tax		-	-
	- Deferred tax		13.30	(29.72)
IX	<b>Profit for the year (VII-VIII)</b>		<b>19.12</b>	<b>47.11</b>
X	Other Comprehensive Income (OCI)			
	i) Items that will not be reclassified to profit or loss		-	-
	a) Remeasurements on defined benefit plans		(7.61)	
	ii) Income tax relating to items that will not be reclassified to profit or loss		1.92	-
	Other comprehensive income for the year (net of tax)		(5.70)	-
XI	<b>Total Comprehensive Income (IX+X)</b>		<b>24.82</b>	<b>47.11</b>
XII	Earnings per equity share: (Equity shares of face value of Rs.10/- each)			
	- Basic	29	0.24	0.63
	- Diluted	30	0.24	0.63
	Summary of material accounting policies	2		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

RESPONSE INFORMATICS LIMITED  
STANDALONE STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2025

All amounts in Rs.lakhs,unless otherwise stated

PARTICULARS	For the Year ended March 31,2025	For the Year ended March 31,2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit before tax	32.42	17.39
<b>Adjustments for:</b>		
Depreciation and amortisation expense	21.52	10.66
Bad debts written off	2.43	50.83
Advances written off	-	11.27
Other Assets written off	-	0.93
Interest income	(2.87)	-
Property, Plant and Equipment written off	-	1.75
Provision for diminution in the value of Investments	12.00	10.00
Finance Costs	6.78	10.33
<b>Operating profit before working capital changes</b>	<b>72.28</b>	<b>113.16</b>
<b>Changes in Operating Assets and Liabilities</b>		
(Increase)/ Decrease in Trade receivables	(46.75)	(249.01)
(Increase)/Decrease in Other Current Assets and Other Non-Current Assets	(40.57)	1.32
(Increase)/Decrease in Loans & Advances	1.7	(0.30)
(Increase) / Decrease in Current Tax Assets	2.40	36.73
Increase/ (Decrease) in Trade Payables	0.33	8.60
Increase / (Decrease) in Provisions	5.88	3.93
Increase/(Decrease) in Other financial liabilities	(24.46)	20.06
Increase/(Decrease) in Other current liabilities	(101.21)	81.77
<b>Cash Generated from Operations</b>	<b>(130.41)</b>	<b>16.25</b>
Less: Income taxes paid	-	-
<b>Net Cash inflow (outflow) from operating activities (A)</b>	<b>(130.41)</b>	<b>16.25</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property Plant & Equipment	(2.86)	(0.40)
Investment in equity Shares of Subsidiary	(0.67)	-
Application money paid against securities	(100.00)	-
Loan to Subsidiary	(56.90)	-
Interest income received	0.93	-
<b>Net Cash inflow (outflow) from investing activities (B)</b>	<b>(159.50)</b>	<b>(0.40)</b>
<b>C.CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares	556.22	-
Proceeds from issue of Share Warrants	50.31	-
Proceeds from non - current borrowings	25.08	-
Repayment of non - current borrowings	(100.50)	-
Proceeds from current borrowings	9.92	-
Interest paid	(2.82)	(8.04)
Interest on lease liabilities	(3.51)	(2.29)
Payment for principal component of lease liabilities	(18.88)	(8.63)
<b>Net Cash inflow (outflow) from financing activities (C)</b>	<b>515.83</b>	<b>(18.96)</b>
<b>NET INCREASE/DECREASE IN CASH &amp; CASH EQUIVALENTS [A+B+C]</b>	<b>225.92</b>	<b>(3.11)</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>8.80</b>	<b>11.91</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>234.72</b>	<b>8.80</b>

**Reconciliation of cash and cash equivalents**

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Balances with banks		
in current accounts	234.72	8.80
b) Cash on hand	-	-
<b>Total cash and cash equivalents</b>	<b>234.72</b>	<b>8.80</b>

Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013.

**Net Debt Reconciliation**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening balance of borrowings	100.50	100.50
Add: Net Proceeds from non-current borrowings	25.08	-
Less: Repayment of non-current borrowings	(100.50)	-
Add: Proceeds/ (repayment) from current borrowings	9.92	-
Fair value adjustments	-	-
<b>Closing balance of borrowings</b>	<b>35.00</b>	<b>100.50</b>

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

RESPONSE INFORMATICS LIMITED  
STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2025

All amounts in Rs.lakhs,unless otherwise stated

**a. Equity share capital**

Particulars	Note	As at 31st March, 2025	As at 31st March, 2024
Balance at the beginning of the year	13	747.64	747.64
Add: Changes in equity share capital due to prior period errors		-	-
<b>Restated balance at the beginning of the year</b>		<b>747.64</b>	<b>747.64</b>
Changes in equity share capital during the year		71.31	-
<b>Balance at the end of the year</b>		<b>818.95</b>	<b>747.64</b>

**b. Other equity**

**Year ended 31st March, 2025**

Particulars	Note	Reserves and surplus				Total
		Capital Reserve	Securities premium	Retained earnings	Money received against share warrants	
<b>Balance as at 01st April, 2024</b>	14	3.70	150.00	(315.06)	-	(161.36)
Total comprehensive income for the year		-	-	24.82	-	24.82
Increase on account of fresh issue		-	484.91	-	-	484.91
Money received against share warrants		-	-	-	50.31	50.31
<b>Balance as at 31st March, 2025</b>		<b>3.70</b>	<b>634.91</b>	<b>(290.24)</b>	<b>50.31</b>	<b>398.68</b>

**Year ended 31st March, 2024**

Particulars	Note	Reserves and surplus				Total
		Capital Reserve	Securities premium	Retained earnings	Money received against share warrants	
<b>Balance as at 01st April, 2023</b>	14	3.70	150.00	(362.17)	-	(208.48)
Total comprehensive income for the year		-	-	47.11	-	47.11
<b>Balance as at 31st March, 2024</b>		<b>3.70</b>	<b>150.00</b>	<b>(315.06)</b>	<b>-</b>	<b>(161.36)</b>

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
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Bhuvanewari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

**RESPONSE INFORMATICS LIMITED**

**Notes forming part of the standalone financial statements for the year ended 31st March 2025**

**1 Company Information:**

Response Informatics Limited ('the Company') is a public limited company incorporated in India having its registered office at Hyderabad, Telangana. The company is engaged in providing software Staffing, Consultancy and allied services.

**2 Material Accounting Policies:**

This note provides a list of the material accounting policies adopted in the preparation of the financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**i) Statement of Compliance:**

The financial statements have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time, notified under section 133 of the Companies Act, 2013, ("Act") and other relevant provisions of the Act.

**ii) Basis of preparation:**

The financial statements have been prepared under the historical cost convention with the exception of certain assets and liabilities that are required to be carried at fair values as per Ind AS. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date.

**iii) Use of estimates and critical accounting judgements:**

In preparation of the financial statements, the Company makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

Significant judgements and estimates relating to the carrying values of assets and liabilities include useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment, intangible assets and investments, provision for employee benefits and other provisions, recoverability of deferred tax assets, commitments and contingencies.

**iv) Revenue Recognition:**

The Company derives revenue primarily from Staffing, Consultancy and allied services.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognised upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The contract with customer for staffing services, generally contains a single performance obligation and is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers

**v) Employee Benefits:**

**(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

**(ii) Gratuity obligations**

The liabilities or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

**(iii) Defined contribution plans**

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

**vi) Income Taxes:**

Tax expense for the year comprises current and deferred tax.

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax relating to items recognized directly in equity or other comprehensive income is recognised in equity or other comprehensive income and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they are related to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

**vii) Property, plant and equipment (PPE):**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, upto the date the asset is ready for its intended use.

All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, Plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

**viii) Depreciation and amortisation expenses:**

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on the straight line method over the useful lives as prescribed in Schedule II to the Act.

The amortized period and amortization method are reviewed at each financial year end.

**ix) Financial instruments:**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Financial assets**

**(i) Financial assets carried at amortised cost**

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

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in case where the company has made an irrevocable selection based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

**(iii) Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

**(iv)** The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

## **Financial liabilities and equity instruments**

### **Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

### **Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

### **Financial Liabilities**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and unsecured loans are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

### **Derecognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

### **Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

### **Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

### **x) Earnings Per Share :**

The basic earnings per share is computed by dividing the profit/(loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, profit/(loss) for the year attributable to the equity shareholders and the weighted average number of the equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

### **xi) Cash and cash equivalents:**

Cash and cash equivalents include cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

### **xii) Transactions in Foreign Currencies:**

The financial statements of the Company are presented in Indian rupees (Rs.), which is the functional currency of the Company and the presentation currency for the financial statements.

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction.

Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates.

Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.



**xiii) Leases**

**As a lessee:**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

- (1) The Contract involves the use of an identified asset;
- (2) The Company has substantially all the economic benefits from use of the asset through the period of the lease and
- (3) The Company has the right to direct the use of the asset.

The Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the balance lease term of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset shall be separately presented in the Balance Sheet and lease payments shall be classified as financing cash flows.

**xiv) Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

**xv) Standards issued but not yet effective**

There is no such notification is applicable from April 1, 2025.

## RESPONSE INFORMATICS LIMITED

Notes forming part of the standalone financial statements for the year ended 31st March 2025

## 3(a): Property, Plant and Equipment:

All amounts in Rs.lakhs, unless otherwise stated

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at 1st April 2024	Additions	Deletions	As at 31st March 2025	As at 1st April 2024	For the Year	On disposals	As at 31st March 2025	As at 31st March 2025
Computers	45.21	2.54	-	47.75	44.74	0.95	-	45.69	2.06
Furniture and fixtures	9.64	0.32	-	9.96	8.42	0.13	-	8.56	1.40
Office Equipment	0.65	-	-	0.65	0.24	0.14	-	0.38	0.27
<b>Total</b>	<b>55.50</b>	<b>2.8603</b>	<b>-</b>	<b>58.36</b>	<b>53.40</b>	<b>1.23</b>	<b>-</b>	<b>54.62</b>	<b>3.73</b>

## 3(b): Property, Plant and Equipment:

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at 1st April 2023	Additions	Deletions	As at 31st March 2024	As at 1st April 2023	For the Year	On disposals	As at 31st March 2024	As at 31st March 2024
Computers	46.52	-	1.31	45.21	44.44	0.30	-	44.74	0.47
Furniture and fixtures	9.95	0.12	0.43	9.64	8.29	0.13	-	8.42	1.22
Office Equipment	0.37	0.28	0.01	0.65	0.15	0.09	-	0.24	0.41
<b>Total</b>	<b>56.84</b>	<b>0.40</b>	<b>1.75</b>	<b>55.50</b>	<b>52.88</b>	<b>0.52</b>	<b>-</b>	<b>53.40</b>	<b>2.10</b>

#Property, Plant and Equipment of the Company are free from any charge and have not been pledged as security against any borrowings.

**RESPONSE INFORMATICS LIMITED**

Notes forming part of the standalone financial statements for the year ended 31st March 2025. All amounts in Rs.lakhs, unless otherwise stated

**4 Right-of-use assets**

Following are the changes in the carrying value of right of use assets:

Particulars	As at 31st March 2025	As at 31st March 2024
<b>Opening Balance</b>	50.73	-
Add: Additions during the year	-	60.87
Less: Deletions during the year	-	-
Less: Amortisation during the year	(20.29)	(10.15)
<b>Closing Balance</b>	<b>30.44</b>	<b>50.73</b>

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities:

Particulars	As at 31st March 2025	As at 31st March 2024
Current lease liabilities	21.61	18.88
Non-current lease liabilities	11.76	33.37
<b>Total</b>	<b>33.37</b>	<b>52.25</b>

The following is the movement in lease liabilities:

Particulars	As at 31st March 2025	As at 31st March 2024
Balance at the beginning of the year	52.25	-
Additions during the year	-	60.87
Finance Cost accrued during the year	3.51	2.29
Deletions	-	-
Payment of lease liabilities	(22.39)	(10.92)
Balance at the end of the year	<b>33.37</b>	<b>52.25</b>

4(i) Amount recognised in the Statement of Profit and Loss:

Particulars	As at 31st March 2025	As at 31st March 2024
Interest expenses	3.51	2.29
Amortisation of right- of- use assets	20.29	10.15

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at 31st March 2025	As at 31st March 2024
Less than one year	23.51	22.39
One to two years	12.04	23.51
Two to three years	-	12.04
<b>Total</b>	<b>35.55</b>	<b>57.94</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due. The incremental borrowing rate used for the measurement of lease liability is 8% per annum which is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right- of-use asset in a similar economic environment with similar terms, security and conditions.

Notes forming part of the standalone financial statements for the year ended 31st March 2025

All amounts in Rs.lakhs unless otherwise stated

## 5 Financial Assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>5.1 Investments in equity instruments (unquoted - fully paid up)</b>		
<b>At amortised cost</b>		
<b>Wholly Owned Subsidiary Company</b>		
Technologia Corporation 1000 (PY: 1000) equity shares at Rs.24,930/- each per share	249.30	249.30
<b>Subsidiary Company</b>		
Data Labs AI Pvt Ltd 6,667 (PY: Nil) equity shares at Rs. 100/- each per share	0.67	-
<b>Other Companies</b>		
Unofin Technology Solutions Private Limited 3836 (PY: 3836) shares at Rs. 2606.74/- each per share	78.00	89.99
<b>TOTAL</b>	<b>327.96</b>	<b>339.29</b>
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	327.96	339.29
Aggregate amount of impairment in value of investments	12.00	10.00

## 5.2 Application money paid against securities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Accubits Technologies Pvt Ltd	100.00	-
<b>TOTAL</b>	<b>100.00</b>	<b>-</b>

The Company has not traded or invested in Crypto currency or Virtual currency during the current year and previous year.

## 6 Deferred tax Assets (Net)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(i) Deferred tax liabilities on account of: WDV of assets	-	-
(ii) Deferred tax assets on account of: WDV of assets	0.37	0.52
Employee benefits, brought forward losses, leases etc.,	13.31	28.37
<b>Deferred tax Assets (Net)</b>	<b>13.68</b>	<b>28.89</b>

## Movement in Deferred tax Assets (net)

Particulars	Lease assets and liabilities	Business Losses	WDV of assets	Expenses allowable on payment basis	Total
<b>As at 31st March, 2023</b>			(0.83)		<b>(0.83)</b>
<b>(Charged )/Credited</b>					
to Statement of profit and loss	0.38	24.32	1.35	3.67	<b>29.72</b>
to Other comprehensive income	-	-	-	-	-
<b>As at 31st March, 2024</b>	0.38	24.32	0.52	3.67	<b>28.89</b>
<b>(Charged )/Credited</b>					
to Statement of profit and loss	0.36	(14.98)	(0.15)	1.48	<b>(13.30)</b>
to Other comprehensive income	-	-	-	(1.92)	<b>(1.92)</b>
<b>As at 31st March, 2025</b>	<b>0.74</b>	<b>9.34</b>	<b>0.37</b>	<b>3.23</b>	<b>13.68</b>

## 7 Other non-current assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured, considered good</b>		
Security deposit - Rent	7.28	7.28
<b>TOTAL</b>	<b>7.28</b>	<b>7.28</b>

## 8 Trade receivables

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured, considered good</b>		
Less: Allowance for credit losses	533.34	489.02
	-	-
<b>TOTAL</b>	<b>533.34</b>	<b>489.02</b>

8.1. Trade receivables are non-interest bearing and generally on credit term of 30 to 90 days.

8.2 For Company's exposure to the market risk and credit risk, refer note no. 32 to the financial statements.

As at 31st March, 2025

Particulars	Outstanding for following periods from date of transaction						
	Unbilled	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	80.45	357.68	87.54	7.67	-	-	533.34
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(vii) Expected credit loss rate (in %)	-	-	-	-	-	-	-
(viii) Expected credit loss	-	-	-	-	-	-	-
<b>Total</b>	<b>80.45</b>	<b>357.68</b>	<b>87.54</b>	<b>7.67</b>	<b>-</b>	<b>-</b>	<b>533.34</b>

Trade Receivables ageing schedule

As at 31st March, 2024

Particulars	Outstanding for following periods from date of transaction						
	Unbilled	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	96.13	344.09	26.60	22.20	-	-	489.02
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(vii) Expected credit loss rate (in %)	-	-	-	-	-	-	-
(viii) Expected credit loss	-	-	-	-	-	-	-
<b>Total</b>	<b>96.13</b>	<b>344.09</b>	<b>26.60</b>	<b>22.20</b>	<b>-</b>	<b>-</b>	<b>489.02</b>

## 9 Cash and cash equivalents

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Balances with banks in current accounts	234.72	8.80
b) Cash on hand	-	-
<b>TOTAL</b>	<b>234.72</b>	<b>8.80</b>

## 10 Loans (current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured, considered good</b>		
Staff Loans	0.60	2.30
Loan to Related Party (Refer Note 37)	58.84	-
<b>TOTAL</b>	<b>59.44</b>	<b>2.30</b>

10.1 Loan to related party represents loan given to Data Labs AI Pvt Ltd, subsidiary at an interest rate of 8% p.a, granted to support business purpose of the recipient.

## 10.1.2 Disclosure for loans given to related parties

Particulars	As at 31st March, 2025		As at 31st March, 2024	
	Loan or advance in nature of loan outstanding	% to the total loan and advances in the nature of loan	Loan or advance in nature of loan outstanding	% to the total loan and advances in the nature of loan
<b>Advances to Related parties:</b>				
Promoter	-	0%	-	-
Directors	-	0%	-	-
KMPs	-	0%	-	-
Subsidiary company	58.84	100%	-	-
<b>Total</b>	<b>58.84</b>	<b>100.00%</b>	<b>-</b>	<b>-</b>

## 11 Current tax assets (net)

Particulars	As at 31st March, 2025	As at 31st March, 2024
TDS Receivable	19.44	21.84
<b>TOTAL</b>	<b>19.44</b>	<b>21.84</b>

Particulars	As at 31st March, 2025	As at 31st March, 2024
Prepaid expenses	22.26	20.37
Advances to suppliers	39.03	0.35
<b>TOTAL</b>	<b>61.29</b>	<b>20.72</b>

**13 Equity share capital**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>AUTHORIZED</b> 2,50,00,000 Equity Shares of Rs 10/- each (P.Y - 2,50,00,000 equity shares of Rs. 10/- each)	2,500.00	2,500.00
<b>TOTAL</b>	<b>2,500.00</b>	<b>2,500.00</b>
<b>ISSUED</b> 1,06,46,445 Equity Shares of Rs. 10/- each (P.Y - 1,06,46,445 equity shares of Rs. 10/- each) (Refer foot note below )	1,064.64	1,064.64
<b>SUBSCRIBED</b> 82,63,402 equity shares of Rs. 10/- each fully paid up (P.Y - 75,50,300 equity shares of Rs. 10/- each)	826.34	755.03
<b>TOTAL</b>	<b>826.34</b>	<b>755.03</b>
<b>Paid Up Capital</b> 81,89,502 Equity shares of 10 each (PY- 74,76,400 equity shares of Rs. 10/- each)	818.95	747.64
<b>TOTAL</b>	<b>818.95</b>	<b>747.64</b>

**Note 13.1**

a) Share allotted as fully paid pursuant to contract without payment being received in cash or as fully paid up bonus shares during the period of five years immediately preceding 31st March, 2025: Nil

b) 7,13,102 equity shares of face value of Rs. 10 each issued at a premium of Rs. 68 per share on 01/06/2025 by way of preferential basis.

**(A) Movement in equity share capital:**

Particulars	Number of shares	Amount
<b>Balance at April 1, 2022</b>	59,76,400	597.64
Movement during the year	15,00,000	150.00
<b>Balance at March 31, 2023</b>	<b>74,76,400</b>	<b>747.64</b>
Movement during the year	-	-
<b>Balance at March 31, 2024</b>	<b>74,76,400</b>	<b>747.64</b>
Movement during the year	7,13,102	71.31
<b>Balance at March 31, 2025</b>	<b>81,89,502</b>	<b>818.95</b>

**(B) Details of shareholders holding more than 5% shares in the company****As at 31st March, 2025**

Name of the shareholder	No. of Shares	% holding
Subramaniyam Seetha Raman	29,73,681	36.31
Kishore Ganji	4,90,633	5.99

**As at 31st March, 2024**

Name of the shareholder	No. of Shares	% holding
Subramaniyam Seetha Raman	29,73,681	39.77
Kishore Ganji	4,93,945	6.61

**(C) Terms/Rights attached to equity shares**

The company has only one class of equity shares having a face value of Rs. 10/- each (P.Y Rs. 10/- each). Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

**(D) (i) Shareholding of promoters at the end of March 31, 2025**

Name of the promoter	No. of shares	% of total shares	% of change during the year
1 Subramaniyam Seetha Raman	29,73,681	36.31	(3.5%)
2 Bhuvaneswari Seetharaman	3,48,790	4.26	(0.4%)
3 Sarita Suresh Bhumkar	3,00,000	3.66	(0.3%)
4 Bhagwan Bhumkar Suresh	3,00,000	3.66	(0.3%)
5 S. Seetharaman Manchapara	3,00,000	3.66	(0.3%)
<b>Total</b>	<b>42,22,471</b>	<b>51.56</b>	-

## (ii) Shareholding of promoters at the end of March 31,

## Response Informatics Limited

Name of the promoter	No. of shares	% of total shares	% of change during the year
1 Subramaniam Seetha Raman	29,73,681	39.77	-
2 Bhuvaneswari Seetharaman	3,48,790	4.67	-
3 Sarita Suresh Bhumkar	3,00,000	4.01	-
4 Bhagwan Bhumkar Suresh	3,00,000	4.01	-
5 S. Seetharaman Manchapara	3,00,000	4.01	-
	<b>42,22,471</b>	<b>56.47</b>	-

## 14 Other equity

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Reserves and surplus</b>		
Capital Reserve	3.70	3.70
Securities premium	634.91	150.00
Money received against share warrants	50.31	-
Retained earnings	(290.24)	(315.06)
<b>TOTAL</b>	<b>398.68</b>	<b>(161.36)</b>

## Retained earnings

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening balance	(315.06)	(362.17)
Add: Profit for the year	24.82	47.11
<b>Closing balance</b>	<b>(290.24)</b>	<b>(315.06)</b>

## Nature and purpose of other reserves

## (i) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

## (ii) Retained earnings

Retained earnings represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

## (iii) Capital Reserve

By creating a capital reserve, a business can ensure that it has a reliable source of funds to tap into for future growth opportunities or unexpected financial needs. This can help the business maintain financial stability and position itself for long-term success.

## (iv) Money received against share warrants

During the year, the Company has allotted 2,58,000 fully Convertible Warrants ("Warrants"), each warrant convertible into 1 fully paid-up equity share of the company, having face value of Rs.10/- each, at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.2,01,24,000/- (Rupees Two Crores One Lakh and Twenty Four Thousand Only) on a preferential basis, against the 25% application money received. (25% of the Warrant Price is paid at the time of subscription and allotment)

The conversion of warrants into equivalent number of equity shares of the Company can be exercised by the warrant holder at any time during the period of eighteen months from the date of allotment of Warrants i.e., May 31, 2024, in one or more tranches, upon payment of the remaining 75% of the amount payable against each such warrant before the last date of conversion of warrants.

## 15 Borrowings (Non- current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured Loans</b>		
From related parties	-	100.50
From Banks	25.08	-
<b>TOTAL</b>	<b>25.08</b>	<b>100.50</b>

## Unsecured loans from banks:

The company has availed term loans from HDFC Bank. The loan is repayable in 36 equal monthly installments starting from April'2025.

The loan is availed for working capital requirements.

## Repayment Schedule with rate of interest:

Name of the bank	Rate of interest	2025-26	2026-27	2027-28
HDFC Bank	16.58%	9.92	11.57	13.50

## 16 Provisions (non-current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Employee benefits</b>		
Gratuity	10.50	13.28
<b>TOTAL</b>	<b>10.50</b>	<b>13.28</b>

## 17 Borrowings (Current)

## Response Informatics Limited

	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured Loans</b>		
From Banks (Refer Note 15.1)	9.92	-
<b>TOTAL</b>	<b>9.92</b>	<b>-</b>

## 18 Trade payables

Particulars	As at 31st March, 2025	As at 31st March, 2024
Dues to micro enterprises and small enterprises (Refer Note below)	7.18	6.81
Dues to creditors other than micro enterprises and small enterprises	23.18	23.23
<b>TOTAL</b>	<b>30.36</b>	<b>30.04</b>

## Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006

Particulars	As at 31st March, 2025	As at 31st March, 2024
i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year		
Principal amount	7.18	6.81
Interest due	0.01	0.01
ii) Amount of interest paid by the Company under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
iii) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
iv) Amount of interest accrued and remaining unpaid at the end of accounting year	-	-
v) Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

## Trade payables aging schedule

As at March 31, 2025

Particulars	Outstanding for following periods from date of transaction					
	Unbilled	Less than 1 year	2-3 years	1-2 years	More than 3 years	Total
(i) MSME	5.54	1.64	-	-	-	7.18
(ii) Others	0.78	22.41	-	-	-	23.18
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>6.32</b>	<b>24.04</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30.36</b>

## Trade payables aging schedule

As at March 31, 2024

Particulars	Unbilled	Outstanding for following periods from date of transaction				
		Less than 1 year	2-3 years	1-2 years	More than 3 years	Total
(i) MSME	5.33	1.48	-	-	-	6.81
(ii) Others	10.73	12.50	-	-	-	23.23
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>16.06</b>	<b>13.98</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>30.04</b>

## 19 Other financial liabilities (current)

	As at 31st March, 2025	As at 31st March, 2024
<b>Particulars</b>		
Employee benefits payable	52.38	76.84
Interest accrued but not due	0.45	-
<b>TOTAL</b>	<b>52.83</b>	<b>76.84</b>

**Note 19.1:** Interest accrued but not due indicates interest on HDFC Bank loan for the month of March 2025 (Refer Note 15.1.1)

## 20 Other current liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advances from customers	-	61.07
Statutory liabilities	9.29	49.43
<b>TOTAL</b>	<b>9.29</b>	<b>110.50</b>

## 21 Provisions (current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Employee benefits</b>		
Gratuity	2.33	1.30
<b>TOTAL</b>	<b>2.33</b>	<b>1.30</b>



## RESPONSE INFORMATICS LIMITED

Notes forming part of the standalone financial statements for the year ended 31st March 2025

All amounts in Rs.lakhs,unless otherwise stated

**22 Revenue from operations**

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
<b>Sale of services</b>		
Back office support services ( Exports )	729.21	788.67
Recruiting services (Domestic)	234.16	248.44
<b>TOTAL</b>	<b>963.37</b>	<b>1,037.11</b>

**23 Other income**

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Foreign exchange gain (net)	11.83	0.36
Interest income	2.87	3.36
Liabilities no longer required written back	0.87	0.03
<b>TOTAL</b>	<b>15.57</b>	<b>3.74</b>

**24 Employee benefits expense**

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Salaries, wages and bonus	551.72	553.71
Contribution to provident and other funds	17.94	20.56
Gratuity expense	5.88	3.93
Staff welfare expenses	15.87	27.21
<b>TOTAL</b>	<b>591.41</b>	<b>605.42</b>

**25 Finance costs**

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Interest on borrowings	2.60	8.04
Interest on lease liabilities	3.51	2.29
Other borrowing costs	0.67	-
<b>TOTAL</b>	<b>6.78</b>	<b>10.33</b>

**26 Depreciation and amortization expense**

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Depreciation of property, plant and equipment	1.23	0.52
Amortisation of right-of-use assets	20.29	10.15
<b>TOTAL</b>	<b>21.52</b>	<b>10.66</b>

**27 Other expenses**
*Response Informatics Limited*

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Repairs and maintenance	3.98	5.07
Travelling Expenses	5.59	10.82
Rates and Taxes	4.56	5.17
Legal, Professional & Consultancy Charges	203.19	172.98
Auditor's remuneration (Refer note 27a)	8.14	6.93
Advertisement Charges	1.41	0.90
Housekeeping & Security services	3.56	6.24
Business Promotion Exp	0.56	6.12
Electricity Charges	3.68	9.18
Bank Charges	0.42	0.37
Laptop Rent	8.54	-
Insurance	1.18	1.23
Software license fees	36.44	34.71
Office Rent	-	18.00
Interest and Penalties	8.82	1.17
Fixed Assets written off	-	1.75
Receivables written off	2.43	50.83
Other Assets written off	0.67	12.20
Internship Payments	14.07	30.78
Miscellaneous Expenses	7.59	12.59
<b>Total</b>	<b>314.82</b>	<b>387.05</b>

**27a Payments to Auditor**

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
<b>To Statutory auditors</b>		
Statutory audit	4.20	4.00
Limited review	1.20	0.80
Tax Audit	0.63	0.60
Filing fees	0.38	0.12
Transfer pricing	1.20	1.20
Certification fees	0.10	0.10
Out of pocket expenses	0.43	0.11
<b>TOTAL</b>	<b>8.14</b>	<b>6.93</b>

**28 Exceptional Items**

Exceptional item of Rs. 12 lakhs for the year ended 31st March, 2025 represents Impairment provision made towards the investment made in Unofin Technology Solutions Private Limited.

**29 Earnings per equity share (EPS)**

Particulars	31st March, 2025	31st March, 2024
Net Profit for the year ended 31st March, 2025	19,12,344	47,11,052
Appropriations	-	-
Net Profit (Loss) Attributable to Share Holders as at 31st March 2025 (Numerator)	19,12,344	47,11,052
No of Shares outstanding at the beginning of the year (1st April 2024)	74,76,400	74,76,400
No of Shares outstanding at the end of the year	81,89,502	74,76,400
Adjusted Weighted average number of equity shares of Face Value Rs.10 each (Denominator)	80,70,652	74,76,400
Face Value per share (Rs.)	10.00	10.00
<b>Basic earnings per share (EPS) (Rs.)</b>	<b>0.24</b>	<b>0.63</b>

**30 Diluted Earnings per equity share (EPS)***Response Informatics Limited*

Particulars	31st March, 2025	31st March, 2024
Net Profit (Loss) Attributable to Share Holders as at 31st March 2025 (Numerator)	19,12,344	47,11,051.83
Adjusted Weighted average number of equity shares of Face Value Rs.10 each (Denominator)	80,70,652	74,76,400
Weighted average number of equity shares that would be issued on conversion of all Share Warrants into Equity shares	-	-
Total Weighted average number of equity shares for Diluted EPS (Denominator)	80,70,652	74,76,400
Face Value per share (Rs.)	10.00	10.00
<b>Diluted earnings per share (EPS) (Rs.)</b>	<b>0.24</b>	<b>0.63</b>

**31 Ind AS 115 – Revenue from Contracts with Customers****(A) Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:**

Particulars	31st March, 2025	31st March, 2024
Revenue from contract with customer as per contract price	1164.45	1068.05
Less: Sales Returns/Credits/Reversals	(201.08)	(30.94)
<b>Revenue from contract with customer as per statement of profit and loss</b>	<b>963.37</b>	<b>1,037.11</b>

The amounts receivable from customers become due after expiry of credit period which on an average is 30 to 90 days. There is no significant financing component in any transaction with the customers.

**(B) Contract balances**

The following table provides information about the receivables and contract liabilities from contracts with customers:

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Trade receivables	533.34	489.02
Contract liabilities	-	61.07

Trade receivables are the amounts receivable by the Company from the Revenues from Contracts with customers and other. The contract liabilities primarily relate to the advance consideration received from customers.

**32 Reconciliation of tax expenses and the accounting profit multiplied by tax rate**

Particulars	For the Year ended 31st March, 2025	For the Year ended 31st March, 2024
Profit before income tax expense	32.42	27.39
Enacted tax rate in India	25.17%	25.168%
Computed tax expense	8.1596	6.89
Effect of non-deductible expense	13.56	10.02
Effect of allowances for tax purpose	6.09	3.02
	<b>15.62</b>	<b>13.90</b>
Adjustment of brought forward losses	(15.62)	(13.90)
Effect of deferred tax	13.30	29.72
<b>Tax expense</b>	<b>13.30</b>	<b>29.72</b>

## Response Informatics Limited

## Notes forming part of the standalone financial statements for the year ended 31st March 2025

## 33 Employee Benefits

All amounts in Rs.lakhs, unless otherwise stated

## (i) Defined contribution plans

The company has defined contribution plans namely provident fund. Contributions are made to provident fund at the rate of 12% of basic salary plus DA as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contributions plan is as follows:

Particulars	31 March 2025	31 March 2024
Company's contribution to provident fund	16.59	19.00

## (ii) Post-employment obligations

## a) Gratuity

The company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary plus Dearness allowance per month computed proportionately for 15 days salary multiplied with the number of years of service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The following table sets out the amounts recognised in the financial statements in respect of gratuity plan

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Change in defined benefit obligations:</b>		
Defined benefit obligation at the beginning	14.57	10.64
Current service cost	4.82	3.16
Interest Expense	1.05	0.77
Remeasurement (gains)/losses	(7.61)	-
Benefits paid	-	-
Defined benefit Obligation at the end	<b>12.84</b>	<b>14.57</b>
<b>Change in plan assets:</b>		
Fair value of plan assets at the beginning of the year	-	-
Interest income	-	-
Remeasurement (gains)/losses	-	-
Employer's contributions	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the year	-	-
<b>Expenses recognised in the statement of profit and loss consists of:</b>		
<b>Employee benefits expense:</b>		
Current service costs	4.82	3.16
Net interest expenses	1.05	0.77
Benefits paid	-	-
	<b>5.88</b>	<b>3.93</b>

<b>Other comprehensive income:</b>		
(Gain)/loss on plan assets	-	-
Actuarial (gain)/loss arising from changes in Demographic Assumptions	(5.49)	-
Actuarial (gain)/loss arising from changes in Financial Assumptions	0.09	-
Actuarial (gain)/loss arising from changes in experience adjustments	(2.21)	-
	<b>(7.61)</b>	-
<b>Total Defined benefit cost recognised in P&amp;L &amp; OCI</b>	<b>(1.74)</b>	<b>3.93</b>

Amounts recognised in the balance sheet consist of

	As at March 31, 2025	As at March 31, 2024
<b>Particulars</b>		
Fair value of plan assets at the end of the year	-	-
Present value of obligation at the end of the year	12.84	14.57
<b>Recognised as</b>		-
Retirement benefit liability - Non-current	10.50	13.28
Retirement benefit liability - Current	2.33	1.30

### iii) Significant estimates and sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in key assumptions is:

Particulars	Key assumptions		Defined benefit obligation					
			Increase in assumption by			Decrease in assumption by		
	31 March 2025	31 March 2024	Rate	31 March 2025	31 March 2024	Rate	31 March 2025	31 March 2024
Discount rate	7.02%	7.23%	1%	(0.41)	(0.88)	1%	0.44	0.98
Salary growth rate	10.00%	10.00%	1%	0.45	0.97	1%	(0.44)	(0.89)
Attrition rate	40.00%	20.00%	1%		(0.37)	1%		0.39
Mortality rate	100.00%	100.00%	10%	0.001	-	10%	(0.001)	-

The above sensitivity analysis is based on a change in each assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

### iv) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

#### Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation

#### Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

#### Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

## RESPONSE INFORMATICS LIMITED

Notes forming part of the standalone financial statements for the year ended 31st March 2025

All amounts in Rs.lakhs, unless otherwise stated

## 34 Financial instruments and risk management

## Fair values

1. The carrying amounts of trade payables, other financial liabilities (current), lease liabilities, trade receivables, cash and cash equivalents and loans are considered to be the same as fair value due to their short term nature.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximation of fair values:

## (i) Categories of financial instruments

Particulars	Level	31 March 2025		31 March 2024	
		Carrying amount	Fair value*	Carrying amount	Fair value*
<b>Financial assets</b>					
<b>Measured at amortised cost:</b>					
<b>Non-current</b>					
Investments	3	327.96	327.96	339.29	339.29
Application money paid against securities	3	100.00	100.00	-	-
<b>Current</b>					
Trade receivables	3	533.34	533.34	489.02	489.02
Cash and cash equivalents	3	234.72	234.72	8.80	8.80
Loans	3	59.44	59.44	2.30	2.30
<b>Total</b>		<b>1,255.46</b>	<b>1,255.46</b>	<b>839.41</b>	<b>839.41</b>
<b>Financial liabilities</b>					
<b>Measured at amortised cost</b>					
<b>Non-current</b>					
Borrowings	3	25.08	25.08	100.50	100.50
Lease liabilities	3	11.76	11.76	33.37	33.37
<b>Current</b>					
Borrowings	3	9.92	9.92	-	-
Trade payables	3	30.36	30.36	30.04	30.04
Lease liabilities	3	21.61	21.61	18.88	18.88
Other financial liabilities	3	52.83	52.83	76.84	76.84
<b>Total</b>		<b>151.56</b>	<b>151.56</b>	<b>259.62</b>	<b>259.62</b>

\*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instrument are observable, the

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments are included in Level 3.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

**35. Financial Risk Management**

The Company is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**(A) Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024.

The analysis excludes the impact of movements in market variables on the carrying values of financial assets and liabilities.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2025 and March 31, 2024.

**(i) Foreign currency exchange rate risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to trade receivables. The risks primarily relate to fluctuations in US Dollars and Euros against the functional currencies of the Company. The Company's exposure to foreign currency changes for all other currencies is not material. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

The following tables demonstrate the sensitivity to a reasonably possible change in US Dollar and Euros exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

**(ii) Sensitivity**

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Foreign currency exposure (USD & Euros)		
	As at March 31st, 2025	As at March 31st 2024
Trade receivables (USD & Euros)	387.59	365.27
<b>Net exposure to foreign currency risk</b>	<b>387.59</b>	<b>365.27</b>

Particulars	Increase/(decrease) in profit before tax profit before tax		Increase/(decrease) in other components of equity	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
<b>Change in USD &amp; Euros</b>				
1% increase	3.88	3.65	2.90	2.73
1% decrease	(3.88)	(3.65)	(2.90)	(2.73)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in Euros & Dollars where the functional currency of the entity is a currency other than Euros & Dollars

**(ii) Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest risk arises to the company mainly from long-term borrowings with variable rates. However, the company's borrowings are primarily fixed interest rate borrowings. Hence, the company is not significantly exposed to interest rate risk.

**(B) Credit Risk**

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current held-to financial assets of the Company include trade receivables, employee advances which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. With respect to other financial assets viz., loans & advances, the credit risk is insignificant since the loans & advances are given to employees only. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

Credit risk on trade receivables and other financial assets is evaluated as follows:

**(i) Expected credit loss for trade receivable under simplified approach:**

Particulars	31 March 2025	31 March 2024
Gross carrying amount	533.34	489.02
Expected credit loss	-	-
<b>Carrying amount of trade receivables</b>	<b>533.34</b>	<b>489.02</b>

**(ii) Expected credit loss for financial assets where general model is applied**

The financial assets which are exposed to credit are loans to employees.

Particulars	31 March 2025	31 March 2024
Asset group	Estimated gross carrying amount at default	Estimated gross carrying amount at default
Gross carrying amount		
Staff Loans	0.60	2.30
	<b>0.60</b>	<b>2.30</b>
Expected credit losses	-	-
<b>Net carrying amount</b>		
Staff Loans	0.60	2.30
<b>Total</b>	<b>0.60</b>	<b>2.30</b>

**(ii) Reconciliation of loss allowance provision**

Particulars	Trade receivables
Loss allowance as at 01 April 2023	-
Changes in loss allowance during the year	-
<b>Loss allowance as at 01 April 2024</b>	<b>-</b>
Changes in loss allowance during the year	-
<b>Loss allowance as at 31 March 2025</b>	<b>-</b>

**(iii) Significant estimates and judgements**

**Impairment of financial assets:**

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**(C) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Company's treasury maintains flexibility in funding by maintaining availability under balances with banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

**(i) Financing arrangements:**

Particulars	As at	
	31 March 2025	31 March 2024
Expiring within one year (bank overdraft and other facilities)	-	-

**(ii) Maturities of financial liabilities**

**Contractual maturities of financial liabilities as at :**

Particulars	31 March 2025		31 March 2024	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Borrowings	9.92	25.08	-	100.50
Trade payables	30.36	-	23.23	-
Lease liabilities	21.61	11.76	18.88	33.37
Other financial liabilities	52.83	-	76.84	-
<b>Total</b>	<b>114.72</b>	<b>36.84</b>	<b>118.95</b>	<b>133.87</b>

(iii) Management expects finance cost to be incurred for the year ending 31 March 2026 to be Rs. 6.51 Lakhs.



**Capital management****A. Capital management and gearing ratio**

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The

company monitors capital using a gearing ratio, which is debt divided by total capital. The company includes within debt, interest bearing loans and borrowings.

Particulars	31 March 2025	31 March 2024
<b>Borrowings</b>		
Current	9.92	-
Non current	25.08	100.50
<b>Debt</b>	<b>35.00</b>	<b>100.50</b>
<b>Equity</b>		
Equity share capital	818.95	747.64
Other equity	398.68	(161.36)
<b>Total capital</b>	<b>1,217.63</b>	<b>586.28</b>
<b>Gearing ratio in % (debt/ equity)</b>	<b>2.87%</b>	<b>17.14%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

**B. Dividends**

Particulars	31 March 2025	31 March 2024
<b>Dividends recognised</b>	-	-
No dividends recognised during the current and previous financial year		

**36. Code on Social Security**

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.

## RESPONSE INFORMATICS LIMITED

Notes forming part of the standalone financial statements for the year ended 31st March 2025

## 37 Related Party transactions

Rs. in Lakhs

Names of related parties and nature of relationship

Names of the related parties	Nature of relationship
<b>i) Key Management Personnel (KMP):</b> Mr. Subramaniam Seetha Raman Mrs. Bhuvanewari Seetharaman Mr. Ramakrishna Prasad Makkena Ashwini Mangalampalle Niroscha Ravikanti Mr. Prakash Babu Kondeti Mr. Chandra Sekhar Pattapurathi	Managing Director Director Chief Financial Officer Company Secretary & Compliance Officer (from 20-09-2024) Company Secretary & Compliance Officer (Upto 02-09-2024) Independent director Independent director
<b>ii) Enterprises in which KMP and/or their close members have significant influence/control:</b> Ariston Tek Inc Highdata Software Corporation Crest Software Services Inc DataLabs Corporation Wave Era Inc Ariston Tek Solutions Pvt. Ltd Response Informatics UK Pvt Ltd Active Tek Corporation	
<b>iii) Wholly owned subsidiary</b> Technologia Corporation	
<b>iv) Subsidiary</b> Data Labs AI Pvt. Ltd (From 15-05-2024)	

## Details of transactions during the year where related party relationship existed:

(Amount in lakhs)

Names of the related parties	Nature of Transactions	Year ended 31 March 2025	Year ended 31 March 2024
Key Management Personnel	Short-term employee benefits*	21.18	30.85
Ariston Tek Solutions Pvt. Ltd	Interest payment on unsecured loan@	2.01	8.04
	Advance for services	38.80	60.94
	Unsecured loan received	87.89	-
	Repayment of unsecured loan	188.39	-
Ariston Tek Inc	Back office support and recruiting services	171.08	160.62
Technologia Corporation	Back office support and recruiting services	143.18	155.36
Highdata Software Corporation	Back office support and recruiting services	149.34	153.72
Crest Software Services Inc	Back office support and recruiting services	49.73	130.85
DataLabs Corporation	Back office support and recruiting services	113.54	116.32
Wave Era Inc	Back office support and recruiting services	-	-
Response Informatics UK Pvt Ltd	Back office support and recruiting services	131.44	-
Data Labs AI Pvt Ltd	Consultancy expenses	9.00	-
	Loan given	66.60	-
	Loan repayments received	9.50	-
	Interest income on unsecured loan #	1.74	-
Active Tek Corporation	Back office support and recruiting services	-	-

\* Post employment benefits are actuarially determined on overall basis and hence not separately provided.

@ Interest is paid at 8% p.a.

# Interest is received at 8% p.a.

## Details of outstanding balances as at the year end where related party relationship existed:

Name of the related parties	Nature	Year ended 31 March 2025	Year ended 31 March 2024
Ariston Tek Solutions Pvt. Ltd	Unsecured Loan	-	100.50
Ariston Tek Solutions Pvt. Ltd	Advance for services^	38.80	60.94
Data labs AI loan	Unsecured Loan	58.84	-
Ariston Tek Inc	Trade receivables*	128.92	92.43
Technologia Corporation	Trade receivables*	83.16	41.59
Highdata Software Corporation	Trade receivables*	82.94	68.78
Response Informatics UK Pvt Ltd	Trade receivables*	46.34	-
Crest Software Services Inc	Trade receivables*	-	64.08
DataLabs Corporation	Trade receivables*	48.72	78.29
Key Management Personnel	Short-term employee benefits payable**	1.32	2.30

^ Advance for services are non-interest bearing and will be settled within a period of 90 days.

\* Trade receivables are non-interest bearing and generally on credit term of 30 to 90 days.

\*\* Short term employee benefits to be settled in cash with no credit period.

## RESPONSE INFORMATICS LIMITED

Notes forming part of the standalone financial statements for the year ended 31st March 2025

## 38 Analytical Ratios

S.No.	Particulars	Numerator/Denominator	2024-25	2023-24	Variance	Reason if variance exceeds 25%
1	Current Ratio	Current Assets/Current Liabilities	7.19	2.28	214.7%	Due to significant rise in cash and trade receivables.
2	Debt Equity ratio	Total Debt/Total equity	0.03	0.17	(83.2%)	Due to significant increase in share holder's equity and reduction in total debt.
3	Debt Service Coverage Ratio	Earnings available for debt service/Debt Service	0.38	8.19	(95.4%)	Due to repayment of debt during the year.
4	Return on Equity	Net Income/Average Shareholder's Equity	0.02	0.08	(74.7%)	Due to substantial increase in average share holder's equity while net profit decreased slightly.
5	Inventory Turnover ratio	Sales/Average Inventory	NA	NA	NA	NA
6	Trade Receivables Turnover Ratio	Net Credit Sales/Average receivables	1.88	2.66	(29.1%)	This is on account of decrease in sales.
7	Trade Payables Turnover Ratio	Net Credit Purchases/Average Payables	10.32	12.52	(17.6%)	-
8	Net Capital Turnover Ratio	Net Sales/Working Capital	1.23	3.40	(63.7%)	Due to increase in working capital.
9	Net Profit Ratio	Net Profit/Net Sales	0.02	0.05	(56.3%)	Due to decrease in net profit and sales.
10	Return on capital employed	EBIT/Capital Employed	0.04	0.05	(25.6%)	Due to increase in capital employed.
11	Return on Investment	Income generated from investing activities/Average invested funds	0.03	0.00	NA	

## 39 Contingent Liabilities: Nil (P.Y. Nil)

## 40 Capital and Other Commitments : Nil (P.Y. Nil)

## 41 Segment reporting

**A. Basis for segmentation**

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments results are reviewed regularly by the Group's Chairman and MD to make decisions about resources to be allocated to the segments and assess their performance.

The Chief Operating Decision Maker ("CODM") evaluates the Group's performance and allocates resources based on an analysis of various performance indicators at operational unit level and since there is single operating segment, no segment disclosures of the Group is presented. The Group's operations fall within a single business segment "Staffing services".

**B. Geographical information**

The company operates within India and therefore there is no assets or liabilities outside India.

**C. Information about services provided by the company**

Revenue from external customers - Back office support services (Exports): Rs 729.21 lakhs (P.Y Rs 788.67 lakhs)

Revenue from external customers - Recruiting services (Domestic): Rs 234.16 lakhs (P.Y Rs 248.44 lakhs)

**D. Information on contract revenue**

Revenue from external customers is Rs. 963.37 lakhs (P.Y. Rs 1037.11 lakhs)

The Company has made external sales to the following customers meeting the criteria of 10% or more of the entity's revenue

Customer 1- Rs.171.08 lakhs

Customer 2- Rs. 131.44 lakhs

Customer 3- Rs. 113.53 lakhs

Customer 4- Rs. 149.34 lakhs

Customer 5- Rs. 143.18 lakhs

- 42 The Board of Directors approved the financial statements for the year ended March 31, 2025 and authorised for issue on May 29, 2025.
- 43 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
- 44 The accounting software being used by the company for maintaining its books of account does not have the feature of recording audit trail (edit log) facility both at the application level and data base level. Further, the company is in the process of establishing the necessary controls and maintaining documentation relating to audit trail (edit log) as per Rule 3(1) of the Companies (Accounts) Rules, 2014.

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

## Independent Auditor's Report

To the Members of Response Informatics Limited

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the consolidated financial statements of **Response Informatics Limited** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which comprise the Consolidated Balance Sheet as at 31<sup>st</sup> March, 2025, and the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, including a summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act"), in the manner so required and give a true and fair view in conformity with Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2025, of its consolidated profit (including other comprehensive income), consolidated changes in equity and its consolidated cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") and the relevant provisions of the Companies Act, 2013, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Sr. No.	Key Audit Matter	Auditor's Response
1.	<p>Revenue Recognition</p> <p>Revenue from staffing services is recognized as the related services are performed in accordance with contractual terms. The Company's invoicing cycle is on contractual pre-determined dates and recognized as receivables based on customer acceptances for delivery of work/ attendance of resources.</p> <p>Revenue for the post billing period is recognized as unbilled revenues. Unbilled revenues are invoiced subsequent to the year-end based on customer acceptances.</p> <p>Refer Note – 2(iv) of Material Accounting Policies of Consolidated Financial Statements.</p>	<p>Principal Audit Procedures</p> <ul style="list-style-type: none"> <li>• Tested the effectiveness of controls relating to accuracy and occurrence of unbilled revenues.</li> <li>• Assessed the appropriateness of the revenue recognition accounting policies in line with Ind AS 115 "Revenue from Contracts with Customers:</li> <li>• Performed substantive testing of revenue transactions, recording during the year by verifying the agreeing key terms used for recording revenue with terms in the signed contracts and confirmation received from customers for efforts incurred / resources deployed.</li> <li>• Tested unbilled revenues with subsequent invoicing based on customer acceptances.</li> </ul>

#### Information Other than Financial Statements (Other Information)

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude we conclude that that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

#### Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of the consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance, consolidated changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act.

The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the respective entities to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective management either intend to liquidate their respective entities or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

#### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

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

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists

related to events or conditions that may cast significant doubt on the Group's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditor, such other auditor remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

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

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

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

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



## Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books except for the matter stated in paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of the preparation of the consolidated financial statements.
- d) In our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- e) On the basis of the written representations received from the directors of the Holding Company as on 31st March, 2025 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary, none of the directors of the Group companies, incorporated in India is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164(2) of the Act.
- f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 1(b) above and paragraph (i)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.
- g) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- h) In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Holding Company to its respective directors during the year is in accordance with the provisions of section 197 of the Act.
- i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Group has no pending litigations on its financial position in its consolidated financial statements;
  - ii. The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There are no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company.

iv. (a) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in Note 42 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 42 to the consolidated financial statements).

(b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditor of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the Note 42 to the consolidated financial statements, no funds have been received by the Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 42 to the consolidated financial statements).

(c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us and those performed by the auditor of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.

v. No dividend was declared or paid during the year by the Holding Company and subsidiaries, hence, the provisions of section 123 of the Act are not applicable.

vi. Based on our examination, the Company has used accounting software for maintaining its books of account which does not have feature of audit trail (edit log) facility. Accordingly, we are unable to comment on the reporting requirements with reference to audit trail under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014.

The audit trail was not maintained in the prior year and hence, the question of commenting on whether the audit trail was preserved by the company as per the statutory requirements for record retention does not arise.

2. As required by the Companies (Auditor's Report) Order, 2020, ("the Order") issued by the Central Government of India in terms of Section 143 (11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraph 3(xxi) of the Order.

For M. Anandam & Co.,  
Chartered Accountants  
(Firm's Registration No. 0001255)

M R Vikram  
Partner  
Membership No. 021012

UDIN: 25021012BMUJGV5967

Place: Hyderabad  
Date: 29<sup>th</sup> May, 2025

**Annexure “A” to the Independent Auditor’s Report**

(Referred to in paragraph 1(f) under ‘Report on Other Legal Regulatory Requirements’ section of our report of even date)

**Report on the Internal Financial Controls with reference to Consolidated Financial Statements under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

**Opinion**

We have audited the internal financial controls with reference to the consolidated financial statements of **Response Informatics Limited** (“the Holding Company”) as of 31 March 2025 in conjunction with our audit of the consolidated financial statements of the Holding Company and its subsidiary company for the year ended on that date.

In our opinion, to the best of our information and according to the explanations given to us, the Holding Company and the subsidiary company have, in all material respects, an adequate internal financial controls system with reference to the consolidated financial statements and such internal financial controls with reference to the consolidated financial statements were operating effectively as at 31 March 2025, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**Management’s Responsibility for Internal Financial Controls**

The respective management of the companies included in the group are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Holding Company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Inherent Limitations of Internal Financial Controls with reference to the Consolidated Financial Statements**

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

**Auditor’s Responsibility**

Our responsibility is to express an opinion on the Holding Company’s internal financial controls with reference to the consolidated financial statements based on our audit. We conducted our audit in

accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to the consolidated financial statements were established and maintained and if such controls operated effectively in all material respects.

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

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls with reference to the consolidated financial statements.

**Meaning of Internal Financial Controls with reference to the Consolidated Financial Statements**

A Company's internal financial control with reference to the consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to the consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

For M. Anandam & Co.,  
Chartered Accountants  
(Firm's Registration No. 0001255)

M R Vikram  
Partner  
Membership No. 021012

UDIN: 25021012BMUJGV5967

Place: Hyderabad  
Date: 29<sup>th</sup> May, 2025

**Annexure - B to the Independent Auditors' Report**

With reference to Paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of the Company, we report that:

In our opinion and according to the information and explanations given to us, we report that the auditors of the following companies have given qualification or adverse remarks in their CARO report on the standalone financial statements of the respective companies included in the Consolidated Financial Statements of the Holding Company:

<b>Name</b>	<b>CIN</b>	<b>Holding company/ Subsidiary</b>	<b>Clause number of the CARO report which is unfavorable or qualified or adverse</b>
Response Informatics Limited	L72200TG1996PLC025871	Holding company	3(iii)(f) & 3(vii)(a)
Datalabs AI Private Limited	U62020TS2024PTC180748	Subsidiary	3(xvii)

For M. Anandam & Co.,  
Chartered Accountants  
(Firm's Registration No. 000125S)

M R Vikram  
Partner  
Membership No. 021012

UDIN: 25021012BMUJGV5967

Place: Hyderabad  
Date: 29<sup>th</sup> May, 2025

RESPONSE INFORMATICS LIMITED  
CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2025

All amounts in Rs.lakhs, unless otherwise stated

PARTICULARS	Note No.	As at March 31, 2025	As at March 31, 2024
<b>I. ASSETS:</b>			
<b>Non-current assets</b>			
(a) Property, plant and equipment	3	3.73	2.10
(b) Right-of-use assets	4	30.44	50.73
(c) Goodwill	5	189.18	189.18
(d) Financial assets	6		
(i) Investments		78.00	89.99
(ii) Application money paid against securities		100.00	-
(e) Deferred tax assets (net)	7	13.68	28.89
(f) Other non-current assets	8	7.28	7.28
<b>Current assets</b>			
(a) Financial assets			
(i) Trade receivables	9	1,040.05	822.50
(ii) Cash and cash equivalents	10	237.46	61.42
(iii) Loans	11	288.64	199.44
(b) Current tax assets(Net)	12	20.44	21.84
(c) Other current assets	13	61.29	20.72
<b>TOTAL ASSETS</b>		<b>2,070.17</b>	<b>1,494.09</b>
<b>II. EQUITY AND LIABILITIES:</b>			
<b>Equity</b>			
(a) Equity Share Capital	14	818.95	747.64
(b) Other Equity	15	776.20	17.89
Attributable to the owners of the parent		1,595.15	765.53
Non-controlling interests		(26.90)	-
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	16	84.88	159.69
(ii) Lease liabilities	4	11.76	33.37
(b) Provisions	17	10.50	13.28
<b>Current Liabilities</b>			
(a) Financial liabilities			
(i) Borrowings	18	10.63	34.98
(ii) Trade payables	19		
a) Total outstanding dues of micro enterprises and small enterprises		7.18	6.81
b) Total outstanding dues of creditors other than micro enterprises and small enterprises		225.06	219.47
(ii) Lease liabilities	4	21.61	18.88
(iii) Other financial liabilities	20	66.11	79.15
(b) Other current liabilities	21	10.71	110.50
(c) Provisions	22	53.49	52.43
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>2,070.17</b>	<b>1,494.09</b>
Summary of material accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

**RESPONSE INFORMATICS LIMITED**  
**CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2025**

All amounts in Rs.lakhs, unless otherwise stated

	PARTICULARS	Note	Year Ended March 31, 2025	Year Ended March 31, 2024
	<b>Income</b>			
I	Revenue from operations	23	3,358.14	3,398.85
II	Other Income	24	13.63	3.74
III	<b>Total Income (I+II)</b>		<b>3,371.77</b>	<b>3,402.59</b>
	<b>Expenses:</b>			
	Employee Benefits Expense	25	2,521.36	2,482.46
	Finance Costs	26	7.06	12.08
	Depreciation and Amortisation Expense	27	21.52	10.66
	Other Expenses	28	607.28	639.65
IV	<b>Total Expenses(IV)</b>		<b>3,157.22</b>	<b>3,144.85</b>
V	<b>Profit before Exceptional items and Tax (III-IV)</b>		<b>214.55</b>	<b>257.73</b>
VI	Exceptional Items	29	12.00	10.00
VII	<b>Profit before tax (V-VI)</b>		<b>202.55</b>	<b>247.73</b>
VIII	Tax Expense			
	- Current tax		51.15	57.92
	- Deferred tax		13.30	(29.72)
	Earlier year tax		(42.85)	-
IX	<b>Profit for the year (VII-VIII)</b>		<b>180.95</b>	<b>219.53</b>
X	Other Comprehensive Income (OCI)			
	<b>i) Items that will not be reclassified to profit or loss</b>			
	a) Remeasurements on defined benefit plans	-	7.61	-
	ii) Income tax relating to items that will not be reclassified to profit or loss		1.92	-
	<b>ii) Items that will be reclassified to profit and loss</b>			
	Exchange differences on translating the financial statements of a foreign operation	-	9.55	-
	Other comprehensive income for the year (net of tax)	-	15.25	-
XI	<b>Total Comprehensive Income (IX+X)</b>		<b>196.19</b>	<b>219.53</b>
	<b>Net Profit/(Loss) for the year attributable to:</b>			
	Owners of the parent		207.85	-
	Non-Controlling Interests	-	26.90	-
	<b>Other Comprehensive Income attributable to:</b>			
	Owners of the parent	-	15.25	-
	Non-Controlling Interests		-	-
	<b>Total Comprehensive Income attributable to:</b>			
	Owners of the parent		223.09	-
	Non-Controlling Interests	-	26.90	-
XII	Earnings per equity share: (Equity shares of face value of Rs.10/- each)			
	- Basic	30	2.58	2.94
	- Diluted	30	2.58	2.94
	Summary of material accounting policies	2		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvanewari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025



RESPONSE INFORMATICS LIMITED  
CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2025

All amounts in Rs.lakhs, unless otherwise stated

PARTICULARS	Year ended 31-03-2025	Year ended 31-03-2024
<b>A. CASH FLOW FROM OPERATING ACTIVITIES :</b>		
Profit before tax	202.55	247.73
<b>Adjustments for:</b>		
Depreciation and amortisation expense	21.52	10.66
Bad debts written off	2.43	50.83
Advances written off	-	11.27
Other Assets written off	-	0.93
Property, Plant and Equipment written off	-	1.75
Provision for diminution in the value of Investments	12.00	10.00
Exchange difference on translating the financial statement of a foreign operation	9.55	2.96
Finance Costs	7.06	12.08
<b>Operating profit before working capital changes</b>	<b>255.10</b>	<b>348.21</b>
<b>Changes in Operating Assets and Liabilities</b>		
(Increase)/ Decrease in Trade receivables	(219.98)	(202.18)
(Increase)/Decrease in Other Current Assets and Other Non-Current Assets	(40.57)	1.32
(Increase)/Decrease in Loans & Advances	(89.20)	(197.44)
(Increase) / Decrease in Current Tax Assets	1.40	36.73
Increase/ (Decrease) in Trade Payables	5.96	12.64
Increase / (Decrease) in Provisions	(2.43)	(2.85)
Increase/(Decrease) in Other financial liabilities	(13.49)	22.37
Increase/(Decrease) in Other current liabilities	(99.77)	11.21
<b>Cash Generated from Operations</b>	<b>(202.97)</b>	<b>30.01</b>
Less: Income taxes paid	-	-
<b>Net Cash inflow (Outflow) from operating activities (A)</b>	<b>(202.97)</b>	<b>30.01</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment of Property, Plant and Equipment	(2.86)	(0.40)
(Increase) / Decrease in Goodwill	-	-
Application money paid against securities	(100)	-
<b>Net Cash inflow (outflow) from investing activities (B)</b>	<b>(102.86)</b>	<b>(0.40)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of equity shares	556.22	-
Proceeds from issue of share warrants	50.31	-
Proceeds/(Repayment) of non-current borrowings	(74.82)	1.17
Proceeds of current borrowings (net)	(24.36)	34.98
Interest paid	(3.10)	(9.79)
Interest on lease liabilities	(3.51)	(2.29)
Payment for principal component of lease liabilities	(18.88)	(8.63)
<b>Net Cash inflow (Outflow) from financing activities (C)</b>	<b>481.87</b>	<b>15.44</b>
<b>NET INCREASE/(DECREASE) IN CASH &amp; CASH EQUIVALENTS [A+B+C]</b>	<b>176.04</b>	<b>45.06</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR</b>	<b>61.42</b>	<b>16.37</b>
<b>CASH &amp; CASH EQUIVALENTS AT THE END OF THE YEAR</b>	<b>237.46</b>	<b>61.42</b>

**Reconciliation of cash and cash equivalents**

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Balances with banks		
in current accounts	237.46	61.42
b) Cash on hand	-	-
<b>Total cash and cash equivalents</b>	<b>237.46</b>	<b>61.42</b>

Statement of Cash Flows has been prepared under the indirect method as set out in Ind AS - 7 specified under Section 133 of the Companies Act, 2013.

**Net debt reconciliation**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening balance of Non current borrowings	159.69	159.69
Opening balance of current borrowings	34.98	-
Add:- Net Proceeds from non-current borrowings	25.08	-
Less: (Repayment) of non-current borrowings	(99.89)	-
Proceeds/ (repayment) from current borrowings	(24.36)	-
<b>Closing balance of non current borrowings</b>	<b>84.88</b>	<b>159.69</b>
<b>Closing balance of current borrowings</b>	<b>10.63</b>	<b>-</b>

**Summary of material accounting policies**

2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

M.R.Vikram  
Partner  
Membership Number: 021012

On behalf of Board of Directors

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421

Place: London, UK  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

**RESPONSE INFORMATICS LIMITED**  
**CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31st MARCH 2025**

All amounts in Rs.lakhs, unless otherwise stated

**a. Equity share capital**

Particulars	Note	31st March 2025	31st March 2024
Balance at the beginning of the year	13	747.64	747.64
Add: Changes in equity share capital due to prior period errors		-	-
<b>Restated balance at the beginning of the year</b>		<b>747.64</b>	<b>747.64</b>
Changes in equity share capital during the year		71.31	-
<b>Balance at the end of the year</b>		<b>818.95</b>	<b>747.64</b>

**b. Other equity**

**Year ended 31st March, 2025**

Particulars	Note	Reserves and surplus				
		Capital Reserve	Securities premium	Retained earnings	Money received against share warrants	Total
<b>Balance as at 01st April, 2024</b>	14	3.70	150.00	(135.81)	-	17.89
Total comprehensive income for the year		-	-	223.09	-	223.09
Increase on account of fresh issue		-	484.91	-	-	484.91
Money received against share warrants		-	-	-	50.31	50.31
Dividend		-	-	-	-	-
<b>Balance as at 31st March, 2025</b>		<b>3.70</b>	<b>634.91</b>	<b>87.28</b>	<b>50.31</b>	<b>776.20</b>

**Year ended 31st March, 2024**

Particulars	Note	Reserves and surplus				
		Capital Reserve	Securities premium	Retained earnings	Money received against share warrants	Total
<b>Balance as at 01st April, 2023</b>	14	3.70	150.00	(358.30)	-	(204.61)
Total comprehensive income for the year		-	-	222.49	-	222.49
Increase on account of fresh issue		-	-	-	-	-
Dividend		-	-	-	-	-
<b>Balance as at 31st March, 2024</b>		<b>3.70</b>	<b>150.00</b>	<b>(135.81)</b>	<b>-</b>	<b>17.89</b>

Summary of material accounting policies

2

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvaneswari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPM0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025

**RESPONSE INFORMATICS LIMITED****Notes forming part of the consolidated financial statements for the year ended 31st March 2025****1 Company Information:**

Response Informatics Limited ('the Company'/'the Parent'/'the Holding Company') is a public limited company incorporated in India having its registered office at Hyderabad, Telangana. The Company together with its subsidiaries is collectively referred to as "the Group". The Group is engaged in providing software Staffing, Consultancy and allied services.

**2 Material Accounting Policies:**

This note provides a list of the material accounting policies adopted in the preparation of the consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

**i) Statement of Compliance:**

The consolidated financial statements (hereinafter referred to as 'consolidated financial statements') have been prepared in accordance with the Indian Accounting Standards (Ind AS) as per the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time, notified under section 133 of the Companies Act, 2013, ("Act") and other relevant provisions of the Act.

**ii) Basis of preparation:**

The consolidated financial statements have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

**iii) Functional and presentation currency**

These consolidated financial statements are presented in Indian Rupees (INR), which is also the Group's TC functional currency is \$. All financial information presented in Indian rupees have been rounded-off to two decimal places to the nearest lakh except share data or as otherwise stated.

**iv) Basis of measurement**

The consolidated financial statements have been prepared on the historical cost basis except for the following items:

- Certain financial assets and liabilities : Measured at fair value
- Net defined benefit (asset)/ liability : Fair value of plan assets less present value of defined benefit obligations
- Borrowings : Amortised cost using effective interest rate method

**v) Use of estimates and critical accounting judgements:**

In preparation of the consolidated financial statements, the Group makes judgements, estimates and assumptions about the carrying values of assets and liabilities that are not readily apparent from other sources. The estimates and the associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and the underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised and future periods affected.

The areas involving significant judgements and estimates are estimation of useful lives of property, plant and equipment and intangible assets, impairment of property, plant and equipment and intangible assets, provision for employee benefits and other provisions, contingent liabilities and recoverability of deferred tax assets.

**vi) Revenue Recognition:**

The Company derives revenue primarily from Staffing, Consultancy and allied services.

Revenues from customer contracts are considered for recognition and measurement when the contract has been approved by the parties to the contract, the parties to contract are committed to perform their respective obligations under the contract, and the contract is legally enforceable. Revenue is recognised upon transfer of control of promised products or services ("performance obligations") to customers in an amount that reflects the consideration the Company has received or expects to receive in exchange for these products or services ("transaction price"). When there is uncertainty as to collectability, revenue recognition is postponed until such uncertainty is resolved.

The contract with customer for staffing services, generally contains a single performance obligation and is measured based on the transaction price, which is the consideration, adjusted for volume discounts, service level credits, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers

**vii) Employee Benefits:****(i) Short-term obligations**

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

## (ii) Gratuity obligations

The liabilities or assets recognized in the balance sheet in respect of gratuity plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuaries using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss.

## (iii) Defined contribution plans

The Company pays provident fund contributions to publicly administered funds as per local regulations. The Company has no further payment obligations once the contributions have been paid. The contributions are accounted for as defined contribution plans and the contributions are recognized as employee benefit expense when they are due.

(viii) **Principles and basis of consolidation**

The Consolidated Financial Statements (CFS) include the financial statements of the Company and its subsidiaries.

**a. Subsidiaries**

Subsidiaries are entities controlled by the Group. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if, and only if, the Group has:

- (i) Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- (ii) Exposure, or rights, to variable returns from its involvement with the investee; and the ability to use its power over the investee to affect its returns.
- (iii) The ability to use its power over the investee to affect its returns.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company, i.e. year ended on March 31, 2025.

**b. Consolidation procedures:**

a. Combine like items of assets, liabilities, equity, income, expenses and cash flows of the Holding Company with that of its subsidiary. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognized in the consolidated financial statements at the acquisition date.

b. Offset (eliminate) the carrying amount of the Holding Company's investment in the subsidiary and the Holding Company's portion of equity of the subsidiary. Business combinations policy explains how to account for any related goodwill.

c. Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognized in assets, such as inventory and property, plant and equipment and intangible assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profit and losses resulting from intragroup transactions.

**d. Subsidiaries considered in the consolidated financial statements:**

Technologia Corporation INC, incorporated in USA, where the Holding company has 100% (P.Y. 100%) ownership has been considered for the purpose of consolidated financial statements.

- e. Datalabs AI private limited, incorporated as per Companies Act, 2013, where the holding company acquired 66.67% ownership in Current year has been considered for the purpose of consolidated financial statements.

**ix) Income Taxes:**

Tax expense for the year comprises current and deferred tax.

Current Tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income-tax Act, 1961 and other applicable tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the consolidated financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilised. Such deferred tax assets and liabilities are not recognised if the temporary differences arise from the initial recognition (other than in a business combination) of assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit. In addition, deferred tax liabilities are not recognised if the temporary difference arises from the initial recognition of goodwill.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period.

Tax relating to items recognized directly in equity or other comprehensive income is recognised in equity or other comprehensive income and not in the Statement of Profit and Loss.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets and they are related to income taxes levied by the same tax authority, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

**x) Property, plant and equipment (PPE):**

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises of purchase price, applicable duties and taxes, any directly attributable expenditure on making the asset ready for its intended use, other incidental expenses and interest on borrowings attributable to acquisition of qualifying fixed assets, upto the date the asset is ready for its intended use.

All other repair and maintenance costs, including regular servicing, are recognised in the statement of profit and loss as incurred. When a replacement occurs, the carrying value of the replaced part is de-recognised. Where an item of property, plant and equipment comprises major components having different useful lives, these components are accounted for as separate items.

Property, Plant and equipment retired from active use and held for sale are stated at the lower of their net book value and net realizable value and are disclosed separately.

An item of property, plant and equipment is derecognised upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on the disposal or retirement of an item of property, plant and equipment is determined as the difference between the sales proceeds and the carrying amount of the asset and is recognised in profit or loss.

**xi) Intangible Assets:**

Intangible assets acquired separately are measured on initial recognition cost

**xii) Depreciation and amortisation expenses:**

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on the straight line method over the useful lives as prescribed in Schedule II to the Act.

Intangible assets are amortized on straight line method based on the estimated useful lives.

The amortized period and amortization method are reviewed at each financial year end.

**xiii) Financial instruments:**

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

**Financial assets****(i) Financial assets carried at amortised cost**

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

**(ii) Financial assets at fair value through other comprehensive income**

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by both collecting contractual cash flows and selling financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Further, in case where the company has made an irrevocable selection based on its business model, for its investments which are classified as equity instruments, the subsequent changes in fair value are recognized in other comprehensive income.

**(iii) Financial assets at fair value through profit or loss**

A financial asset which is not classified in any of the above categories are subsequently fair valued through profit or loss.

(iv) The Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in statement of profit or loss.

**Financial liabilities and equity instruments****Classification as debt or equity**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

**Equity Instruments**

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments are recorded at the proceeds received, net of direct issue costs.

**Financial Liabilities**

Trade and other payables are initially measured at fair value, net of transaction costs, and are subsequently measured at amortised cost, using the effective interest rate method where the time value of money is significant.

Interest bearing bank loans, overdrafts and unsecured loans are initially measured at fair value and are subsequently measured at amortised cost using the effective interest rate method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the statement of profit and loss.

**Derecognition of financial instruments**

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's balance sheet when the obligation specified in the contract is discharged or cancelled or expires.

**Fair value of financial instruments**

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may or may not be realized.

**Offsetting financial instruments**

Financial assets and liabilities are offset and the net amount is reported in the balance sheet where there is a legally enforceable right to offset the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liability simultaneously. The legally enforceable right must not be contingent on future events and must be enforceable in the normal course of business and in the event of default, insolvency or bankruptcy of the Company or the counterparty.

**xiv) Earnings Per Share :**

The basic earnings per share is computed by dividing the profit/(loss) for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding during the year. For the purpose of calculating diluted earnings per share, profit/(loss) for the year attributable to the equity shareholders and the weighted average number of the equity shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

**xv) Cash and cash equivalents:**

Cash and cash equivalents include cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

**xvi) Leases****As a lessee:**

The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the company assesses whether:

- (1) The Contract involves the use of an identified asset;
- (2) The Company has substantially all the economic benefits from use of the asset through the period of the lease and
- (3) The Company has the right to direct the use of the asset.

The Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease. Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives.

They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the balance lease term of the underlying asset. Right of use assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates in the country of domicile of the leases. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the company changes its assessment if whether it will exercise an extension or a termination option.

Lease liability and ROU asset shall be separately presented in the Balance Sheet and lease payments shall be classified as financing cash flows.

**xvii) Foreign Currency Transactions**

The consolidated financial statements of the Group are presented in Indian rupees, which is the TC functional currency is \$ of the Group and the presentation currency for the consolidated financial statements. Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transaction. Foreign currency monetary assets and liabilities such as cash, receivables, payables, etc., are translated at year end exchange rates. Exchange differences arising on settlement of transactions and translation of monetary items are recognised as income or expense in the year in which they arise.

**xviii) Provisions, Contingent liabilities and Contingent assets**

The Group recognises provisions when there is present obligation as a result of past event and it is probable that there will be an outflow of resources and reliable estimate can be made of the amount of the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows to net present value using an appropriate pre-tax discount rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. Unwinding of the discount is recognised in the Statement of Profit and Loss as a finance cost. Provisions are reviewed at each reporting date and are adjusted to the reflect the current best estimate.

A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made, is disclosed as a contingent liability. Contingent Liabilities are also disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group.

Contingent assets are not recognized in consolidated financial statements since this may result in the recognition of income that may never be realised.

**xix) Rounding off amounts**

All amounts disclosed in the financial statements and notes have been rounded off to the nearest lakh as per the requirement of Schedule III, unless otherwise stated.

**xx) Standards issued but not yet effective**

There is no such notification is applicable from April 1, 2025.

## RESPONSE INFORMATICS LIMITED

Notes forming part of the consolidated financial statements for the year ended 31st March 2025

All amounts in Rs.lakhs, unless otherwise stated

## 3(a): Property, Plant and Equipment:

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at 1st April 2024	Additions	Deletions	As at 31st March 2025	As at 1st April 2024	For the Year	On disposals	As at 31st March 2025	As at 31st March 2025
Computers	45.21	2.54	-	47.75	44.74	0.95	-	45.69	2.06
Furniture and fixtures	9.64	0.32	-	9.96	8.42	0.13	-	8.56	1.40
Office Equipment	0.65	-	-	0.65	0.24	0.14	-	0.38	0.27
<b>Total</b>	<b>55.50</b>	<b>2.86</b>	<b>-</b>	<b>58.36</b>	<b>53.40</b>	<b>1.23</b>	<b>-</b>	<b>54.62</b>	<b>3.73</b>

## 3(b): Property, Plant and Equipment:

Particulars	Gross carrying amount				Accumulated Depreciation				Net carrying amount
	As at 1st April 2023	Additions	Deletions	As at 31st March 2024	As at 1st April 2023	For the Year	On disposals	As at 31st March 2024	As at 31st March 2024
Computers	46.52	-	1.31	45.21	44.44	0.30	-	44.74	0.47
Furniture and fixtures	9.95	0.12	0.43	9.64	8.29	0.13	-	8.42	1.22
Office Equipment	0.37	0.28	0.01	0.65	0.15	0.09	-	0.24	0.41
<b>Total</b>	<b>56.84</b>	<b>0.40</b>	<b>1.75</b>	<b>55.50</b>	<b>52.88</b>	<b>0.52</b>	<b>-</b>	<b>53.40</b>	<b>2.10</b>

#Property, Plant and Equipment of the Company are free from any charge and have not been pledged as security against any borrowings.



**RESPONSE INFORMATICS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31st March 2025

All amounts in Rs.lakhs, unless otherwise stated

**4 Right-of-use assets**

Following are the changes in the carrying value of right of use assets:

Particulars	As at 31 March 2025	As at 31 March 2024
<b>Opening Balance</b>	50.73	-
Add: Additions during the year	-	60.87
Less: Deletions during the year	-	-
Less: Amortisation during the year	(20.29)	(10.15)
<b>Closing Balance</b>	<b>30.44</b>	<b>50.73</b>

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the Statement of Profit and Loss.

The following is the break-up of current and non-current lease liabilities:

Particulars	As at 31 March 2025	As at 31 March 2024
Current lease liabilities	21.61	18.88
Non-current lease liabilities	11.76	33.37
<b>Total</b>	<b>33.37</b>	<b>52.25</b>

The following is the movement in lease liabilities:

52.25

Particulars	As at 31 March 2025	As at 31 March 2024
Balance at the beginning of the year	52.25	-
Additions during the year	-	60.87
Finance Cost accrued during the year	3.51	2.29
Deletions	-	-
Payment of lease liabilities	(22.39)	(10.92)
Balance at the end of the year	<b>33.37</b>	<b>52.25</b>

**4(i) Amount recognised in the Statement of Profit and Loss:**

Particulars	As at 31 March 2025	As at 31 March 2024
Interest expenses	3.51	2.29
Amortisation of right- of- use assets	20.29	10.15

The table below provides details regarding the contractual maturities of lease liabilities on an undiscounted basis:

Particulars	As at 31 March 2025	As at 31 March 2024
Less than one year	23.51	22.39
One to two years	12.04	23.51
Two to three years	-	12.04
<b>Total</b>	<b>35.55</b>	<b>57.93</b>

The Company does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The incremental borrowing rate used for the measurement of lease liability is 8% per annum which is the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

## RESPONSE INFORMATICS LIMITED

Notes forming part of the consolidated financial statements for the year ended 31st March 2025

All amounts in Rs.lakhs, unless otherwise stated

## 5 Goodwill

Particulars	As at Mar 31 2025	As at Mar 31 2024
Opening balance	189.18	189.18
Additions	-	-
Disposals/Adjustments	-	-
Acquisition through business combination	-	-
Other Adjustments	-	-
<b>TOTAL</b>	<b>189.18</b>	<b>189.18</b>

## 6 Financial Assets

Particulars	As at Mar 31 2025	As at Mar 31 2024
<b>6.1 Investments in equity instruments (unquoted - fully paid up)</b>		
<b>At amortised cost</b>		
Unofin Technology Solutions Private Limited 3836 (PY: 3836) shares at Rs. 2606.74/- each per share	78.00	89.99
<b>TOTAL</b>	<b>78.00</b>	<b>89.99</b>
Aggregate amount of quoted investments	-	-
Aggregate amount of unquoted investments	78.00	89.99
Aggregate amount of impairment in value of investments	12.00	10.00

## 6.2 Application money paid against securities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Accubits Technologies Pvt Ltd	100.00	-
<b>TOTAL</b>	<b>100.00</b>	<b>-</b>

The Company has not traded or invested in Crypto currency or Virtual currency during the current year and previous year.

## 7 Deferred tax Assets (Net)

Particulars	As at 31st March, 2025	As at 31st March, 2024
(i) Deferred tax liabilities on account of: WDV of assets	-	-
(ii) Deferred tax assets on account of: WDV of assets	0.37	0.52
Employee benefits, brought forward losses, leases etc.,	13.31	28.37
<b>Deferred tax Assets (Net)</b>	<b>13.68</b>	<b>28.89</b>

## Movement in Deferred tax Assets (Net)

Particulars	Lease assets and liabilities	Business Losses	WDV of assets	Expenses allowable on payment basis	Total
<b>As at 31st March, 2023</b>	-	-	(0.83)	-	<b>(0.83)</b>
<b>(Charged )/Credited</b>					
to Statement of profit and loss	0.38	24.32	1.35	3.67	<b>29.72</b>
to Other comprehensive income	-	-	-	-	-
<b>As at 31st March, 2024</b>	<b>0.38</b>	<b>24.32</b>	<b>0.52</b>	<b>3.67</b>	<b>28.89</b>
<b>(Charged )/Credited</b>					
to Statement of profit and loss	0.36	(14.98)	(0.15)	1.48	<b>(13.30)</b>
to Other comprehensive income	-	-	-	(1.92)	<b>(1.92)</b>
<b>As at 31st March, 2025</b>	<b>0.74</b>	<b>9.34</b>	<b>0.37</b>	<b>3.23</b>	<b>13.68</b>

## 8 Other non-current assets

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured, considered good</b>		
Security deposits	7.28	7.28
<b>TOTAL</b>	<b>7.28</b>	<b>7.28</b>

**9 Trade receivables**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Unsecured, considered good	1,040.05	822.50
Less: Allowance for credit losses	-	-
<b>TOTAL</b>	<b>1,040.05</b>	<b>822.50</b>

9.1 Trade receivables are non-interest bearing and generally on credit term of 30 to 90 days.

9.2 For Company's exposure to the market risk and credit risk, refer note no. 33 to the consolidated financial statements.

**Trade Receivables ageing schedule****As at 31st March, 2025**

Particulars	Outstanding for following periods from date of transaction						Total
	Unbilled	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	239.77	626.20	85.14	88.93	-	-	1,040.05
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(vii) Expected credit loss rate (in %)	-	-	-	-	-	-	-
(viii) Expected credit loss	-	-	-	-	-	-	-
<b>Total</b>	<b>239.77</b>	<b>626.20</b>	<b>85.14</b>	<b>88.93</b>	<b>-</b>	<b>-</b>	<b>1,040.05</b>

**Trade Receivables ageing schedule****As at 31st March, 2024**

Particulars	Outstanding for following periods from date of transaction						Total
	Unbilled	Less than 6 months	6 months - 1 year	1 - 2 years	2 - 3 years	More than 3 years	
(i) Undisputed Trade receivables – considered good	82.95	675.03	31.05	33.47	-	-	822.50
(ii) Undisputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed Trade receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade receivables – credit impaired	-	-	-	-	-	-	-
(vii) Expected credit loss rate (in %)	-	-	-	-	-	-	-
(viii) Expected credit loss	-	-	-	-	-	-	-
<b>Total</b>	<b>82.95</b>	<b>675.03</b>	<b>31.05</b>	<b>33.47</b>	<b>-</b>	<b>-</b>	<b>822.50</b>

**10 Cash and cash equivalents**

Particulars	As at 31st March, 2025	As at 31st March, 2024
a) Balances with banks in current accounts	237.46	61.42
b) Cash on hand	-	-
<b>TOTAL</b>	<b>237.46</b>	<b>61.42</b>

**11 Loans (current)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured, considered good</b>		
Staff Loans	1.40	2.30
Advances to related parties	287.24	197.14
<b>TOTAL</b>	<b>288.64</b>	<b>199.44</b>

**12 Current tax assets (net)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
TDS Receivable	20.44	21.84
<b>TOTAL</b>	<b>20.44</b>	<b>21.84</b>

**13 Other current assets**
**Response Informatics Limited**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Prepaid expenses	22.26	20.37
Advances to suppliers	39.03	0.35
<b>TOTAL</b>	<b>61.29</b>	<b>20.72</b>

**14 Equity share capital**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>AUTHORIZED</b> 2,50,00,000 Equity Shares of Rs 10/- each (P.Y - 2,50,00,000 equity shares of Rs. 10/- each)	2500.00	2500.00
<b>TOTAL</b>	<b>2,500</b>	<b>2,500</b>
<b>ISSUED</b> 1,06,46,445 Equity Shares of Rs. 10/- each (P.Y - 1,06,46,445 equity shares of Rs. 10/- each) (Refer foot note below )	1,064.64	1,064.64
<b>SUBSCRIBED</b> 82,63,402 equity shares of Rs. 10/- each fully paid up (P.Y - 75,50,300 equity shares of Rs. 10/- each)	826.34	755.03
<b>TOTAL</b>	<b>826.34</b>	<b>755.03</b>
<b>Paid Up Capital</b> 81,89,502 Equity shares of 10 each (PY- 74,76,400 equity shares of Rs. 10/- each)	818.95	747.64
<b>TOTAL</b>	<b>818.95</b>	<b>747.64</b>

**Note 13.1**

a) Share allotted as fully paid pursuant to contract without payment being received in cash or as fully paid up bonus shares during the period of five years immediately preceding 31st March, 2025: Nil

b) 7,13,102 equity shares of face value of Rs. 10 each issued at a premium of Rs. 68 per share on 01/06/2025 by way of preferential basis.

**(A) Movement in equity share capital:**

Particulars	Number of shares	Amount
<b>Balance at April 1, 2022</b>	59,76,400	597.64
Movement during the year	15,00,000	150
<b>Balance at March 31, 2023</b>	<b>74,76,400</b>	<b>747.64</b>
Movement during the year	-	-
<b>Balance at March 31, 2024</b>	<b>74,76,400</b>	<b>747.64</b>
Movement during the year	7,13,102	71.31
<b>Balance at March 31, 2025</b>	<b>81,89,502</b>	<b>818.95</b>

**(B) Details of shareholders holding more than 5% shares in the company**
**As at 31st March, 2025**

Name of the shareholder	No. of Shares	% holding
Subramaniam Seetha Raman	29,73,681	36.31
Kishore Ganji	4,90,633	5.99

**(B) Details of shareholders holding more than 5% shares in the company**
**As at 31st March, 2024**

Name of the shareholder	No. of Shares	% holding
Subramaniam Seetha Raman	29,73,681	39.77
Kishore Ganji	4,93,945	6.61

**(C) Terms/Rights attached to equity shares**

The company has only one class of equity shares having a face value of Rs. 10/- each (P.Y Rs. 10/- each). Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting. In the event of liquidation of the company, the equity shareholders will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

## (D) (i) Shareholding of promoters at the end of March 31, 2025

Response Informatics Limited

Name of the promoter	No. of shares	% of total shares	% of change during the year
1 Subramaniyam Seetha Raman	29,73,681	36.31	(3.5%)
2 Bhuvaneswari Seetharaman	3,48,790	4.26	(0.4%)
3 Sarita Suresh Bhumkar	3,00,000	3.66	(0.3%)
4 Bhagwan Bhumkar Suresh	3,00,000	3.66	(0.3%)
5 S. Seetharaman Manchapara	3,00,000	3.66	(0.3%)
<b>Total</b>	<b>42,22,471</b>	<b>51.56</b>	<b>-</b>

## (ii) Shareholding of promoters at the end of March 31, 2024

Name of the promoter	No. of shares	% of total shares	% of change during the year
1 Subramaniyam Seetha Raman	29,73,681	39.77	-
2 Bhuvaneswari Seetharaman	3,48,790	4.67	-
3 Sarita Suresh Bhumkar	3,00,000	4.01	-
4 Bhagwan Bhumkar Suresh	3,00,000	4.01	-
5 S. Seetharaman Manchapara	3,00,000	4.01	-
<b>Total</b>	<b>42,22,471</b>	<b>56.47</b>	<b>-</b>

## 15 Other equity

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Reserves and surplus</b>		
Capital Reserve	3.70	3.70
Securities premium	634.91	150.00
Money received against share warrants	50.31	
Retained earnings	87.28	(135.81)
<b>TOTAL</b>	<b>776.20</b>	<b>17.89</b>

-  
484.91  
50.31  
223.09

## Retained earnings

Particulars	As at 31st March, 2025	As at 31st March, 2024
Opening balance	(135.81)	(358.30)
Add: Profit for the year	213.54	219.53
Add: Items of other comprehensive income/(Loss) directly in retained earnings	9.55	2.96
<b>Closing balance</b>	<b>87.28</b>	<b>(135.81)</b>

## Nature and purpose of other reserves

## (i) Securities premium

Securities premium is used to record the premium on issue of shares. The reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

## (ii) Retained earnings

Retained earnings represents the cumulative profits of the Company and effects of remeasurement of defined benefit obligations. This reserve can be utilized in accordance with the provisions of the Companies Act, 2013.

## (iii) Capital Reserve

By creating a capital reserve, a business can ensure that it has a reliable source of funds to tap into for future growth opportunities or unexpected financial needs. This can help the business maintain financial stability and position itself for long-term success.

## (iv) Money received against share warrants

During the year, the Company has allotted 2,58,000 fully Convertible Warrants ("Warrants"), each warrant convertible into 1 fully paid-up equity share of the company, having face value of Rs.10/- each, at an issue price of Rs.78/- (Rupees Seventy Eight) each, including a premium of Rs.68/- (Rupees Sixty Eight) each, aggregating up to Rs.2,01,24,000/- (Rupees Two Crores One Lakh and Twenty Four Thousand Only) on a preferential basis, against the 25% application money received. (25% of the Warrant Price is paid at the time of subscription and allotment)

The conversion of warrants into equivalent number of equity shares of the Company can be exercised by the warrant holder at any time during the period of eighteen months from the date of allotment of Warrants i.e., May 31, 2024, in one or more tranches, upon payment of the remaining 75% of the amount payable against each such warrant before the last date of conversion of warrants.

## 16 Borrowings (Non-current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured Loans</b>		
From related parties (Refer Note 35)	59.80	159.69
From Banks	25.08	-
<b>TOTAL</b>	<b>84.88</b>	<b>159.69</b>

**16.1 Unsecured loans from related parties**

During the year, the Company has availed interest-free unsecured loans amounting to ₹59.80 lakhs from Response Informatics Inc., an enterprise in which KMP have significant influence. The loan is availed for working capital requirements.

**16.2 Unsecured loans from banks:**

The company has availed term loans from HDFC Bank. The loan is repayable in 36 equal monthly installments starting from April'2025. The loan is availed for working capital requirements.

**16.2.1 Repayment Schedule with rate of interest:**

Name of the bank	Rate of interest	2025-26	2026-27	2027-28
HDFC Bank	16.58%	9.92	11.57	13.50

**17 Provisions (non-current)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Employee benefits</b>		
Gratuity	10.50	13.28
<b>TOTAL</b>	<b>10.50</b>	<b>13.28</b>

**18 Borrowings (Current)**

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Unsecured</b>		
<b>Repayable on demand</b>		
Credit card payable	0.70	9.50
Short-term business loans	-	24.55
Employee cash advances	-	0.94
<b>Current maturities of long term debt</b>		
From Banks (Refer Note 16)	9.92	-
<b>TOTAL</b>	<b>10.63</b>	<b>34.98</b>

The Company has taken corporate credit card from Bank of America with an annual interest rate of 18.49%.

**19 Trade payables**

Particulars	As at 31st March, 2025	As at 31st March, 2024
Dues to micro enterprises and small enterprises (Refer Note below)	7.18	6.81
Dues to creditors other than micro enterprises and small enterprises	225.06	219.47
<b>TOTAL</b>	<b>232.24</b>	<b>226.28</b>

**Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006**

Particulars	As at 31st March, 2025	As at 31st March, 2024
i) Principal amount and the interest due thereon remaining unpaid to each supplier at the end of each accounting year		
Principal amount	7.18	6.81
Interest due	0.01	0.01
ii) Amount of interest paid by the Company under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the accounting year	-	-
iii) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006.	-	-
iv) Amount of interest accrued and remaining unpaid at the end of accounting year	-	-
v) Amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of MSMED Act, 2006.	-	-

Dues to micro and small enterprises have been determined to the extent such parties have been identified on the basis of information collected by the management.

## Trade payables aging schedule

As at March 31, 2025

Particulars	Outstanding for following periods from date of transaction					
	Unbilled	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	5.54	1.64	-	-	-	7.18
(ii) Others	1.32	22.41	201.33	-	-	225.06
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>6.86</b>	<b>24.04</b>	<b>201.33</b>	<b>-</b>	<b>-</b>	<b>232.24</b>

## Trade payables aging schedule

As at March 31, 2024

Particulars	Unbilled	Outstanding for following periods from date of transaction				
		Less than 1 year	2-3 years	1-2 years	More than 3 years	Total
(i) MSME	5.33	1.48	-	-	-	6.81
(ii) Others	10.73	208.74	-	-	-	219.47
(iii) Disputed Dues - MSME	-	-	-	-	-	-
(iv) Disputed Dues - Others	-	-	-	-	-	-
<b>Total</b>	<b>16.06</b>	<b>210.22</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>226.28</b>

## 20 Other financial liabilities (current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
Employee benefits payable	65.66	79.15
Interest accrued but not due	0.45	-
<b>TOTAL</b>	<b>66.11</b>	<b>79.15</b>

**Note 20.1:** Interest accrued but not due indicates interest on HDFC Bank loan for the month of March 2025 (Refer Note 16.2.1)

## 21 Other current liabilities

Particulars	As at 31st March, 2025	As at 31st March, 2024
Advances from customers	-	61.07
Statutory liabilities	10.71	49.43
<b>TOTAL</b>	<b>10.71</b>	<b>110.50</b>

## 22 Provisions (current)

Particulars	As at 31st March, 2025	As at 31st March, 2024
<b>Employee benefits</b>		
Gratuity	2.33	1.30
Provision for Income Tax	51.15	51.14
<b>TOTAL</b>	<b>53.49</b>	<b>52.43</b>

**RESPONSE INFORMATICS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31st March 2025

All amounts in Rs.lakhs, unless otherwise stated

**23 Revenue from operations**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
<b>Sale of services</b>		
Back office support services	577.83	620.13
Recruiting services	2,780.30	2,778.71
<b>TOTAL</b>	<b>3,358.14</b>	<b>3,398.85</b>

**24 Other income**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Foreign exchange gain (net)	11.83	0.36
Interest income	0.93	3.36
Liabilities no longer required written back	0.87	0.03
<b>TOTAL</b>	<b>13.63</b>	<b>3.74</b>

**25 Employee benefits expense**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Salaries, wages and bonus	2,371.77	2,285.93
Contribution to provident and other funds	17.94	20.56
Defined Benefit Cost on Gratuity	5.88	3.93
Staff welfare expenses	125.78	172.03
<b>TOTAL</b>	<b>2,521.36</b>	<b>2,482.46</b>

**26 Finance costs**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Interest on borrowings	2.88	9.79
Interest on lease liabilities	3.51	2.29
Other borrowing costs	0.67	-
<b>TOTAL</b>	<b>7.06</b>	<b>12.08</b>

**27 Depreciation and amortization expense**

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Depreciation of property, plant and equipment	1.23	0.52
Amortisation of right-of-use assets	20.29	10.15
<b>TOTAL</b>	<b>21.52</b>	<b>10.66</b>



**28 Other expenses**

<b>Particulars</b>	<b>Year ended 31st March, 2025</b>	<b>Year ended 31st March, 2024</b>
Repairs and maintenance	4.13	5.82
Travelling Expenses	16.54	34.99
Rates and Taxes	11.70	5.17
Legal, Professional & Consultancy Charges	199.25	183.88
Auditor's remuneration (Refer note 28a)	8.74	6.93
Advertisement Charges	1.52	0.90
Housekeeping & Security services	5.38	7.01
Business Promotion Exp	3.15	9.58
Electricity Charges	6.29	13.15
Bank Charges	0.93	3.30
Laptop Rent	8.54	-
Insurance	1.18	1.23
Software license fees	39.70	38.41
Office Rent	8.88	30.00
Interest and Penalties	8.82	1.17
Fixed Assets written off	-	1.75
Receivables written off	2.43	50.83
Other Assets written off	0.67	12.20
Internship Payments	14.07	30.78
Visa Expenses	14.39	21.61
Commission expenses	183.54	154.04
Referral Fee	31.58	-
Miscellaneous Expenses	35.87	26.89
<b>Total</b>	<b>607.28</b>	<b>639.65</b>

**28 aPayments to Auditor**

<b>Particulars</b>	<b>Year ended 31st March, 2025</b>	<b>Year ended 31st March, 2024</b>
<b>To Statutory auditors</b>		
Statutory audit	4.80	4.00
Limited review	1.20	0.80
Tax Audit	0.63	0.60
Filing fees	0.38	0.12
Transfer pricing	1.20	1.20
Certification fees	0.10	0.10
Out of pocket expenses	0.43	0.11
		<b>6.93</b>

**29 Exceptional Items**

Exceptional item of Rs. 12 lakhs for the year ended 31st March, 2025 represents Impairment provision made towards the investment made in Unofin Technology Solutions Private Limited.

**30 Earnings per equity share (EPS)**

Particulars	31st March, 2025	31st March, 2024
Profit for the year (Rs. In lakhs)	207.85	219.53
Number of equity shares (in number)	81,89,502	74,76,400
Weighted average number of equity shares in calculating basic and diluted EPS	80,70,652	74,76,400
Face Value per share (Rs.)	10.00	10.00
<b>Basic and diluted earnings per share (EPS) (Rs.)</b>	<b>2.58</b>	<b>2.94</b>

**31 Ind AS 115 – Revenue from Contracts with Customers****(A) Reconciliation of revenue as per contract price and as recognised in statement of profit and loss:**

Particulars	31st March, 2025	31st March, 2024
Revenue from contract with customer as per contract price	3,405.55	3,429.79
Less: Sales Returns/Credits/Reversals	47.42	30.94
<b>Revenue from contract with customer as per statement of profit and loss</b>	<b>3,358.14</b>	<b>3,398.85</b>

The amounts receivable from customers become due after expiry of credit period which on an average is 30 to 90 days. There is no significant financing component in any transaction with the customers.

**(B) Contract balances**

The following table provides information about the receivables and contract liabilities from contracts with customers:

Particulars	Year ended 31st March, 2025	Year ended 31st March, 2024
Trade receivables	1,040.05	822.50
Contract liabilities	-	61.07
<b>Total</b>	<b>1,040.05</b>	<b>883.57</b>

Trade receivables are the amounts receivable by the Company from the Revenues from Contracts with customers and other revenues.

The contract liabilities primarily relate to the advance consideration received from customers.

## Response Informatics Limited

Notes forming part of the consolidated financial statements for the year ended 31st March 2025

## 32 Employee Benefits

All amounts in Rs.lakhs, unless otherwise stated

## (i) Defined contribution plans

The company has defined contribution plans namely provident fund. Contributions are made to provident fund at the rate of 12% of basic salary plus DA as per regulations. The contributions are made to registered provident fund administered by the Government. The obligation of the Company is limited to the amount contributed and it has no further contractual nor any constructive obligation. The expense recognised during the year towards defined contributions plan is as follows:

Particulars	31 March 2025	31 March 2024
Company's contribution to provident fund	16.59	19.00

## (ii) Post- employment obligations

## a) Gratuity

The company provides for gratuity for employees as per the Payment of Gratuity Act, 1972. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary plus Dearness allowance per month computed proportionately for 15 days salary multiplied with the number of years of service. The present value of obligation is determined based on actuarial valuation using the Projected Unit Credit Method, which recognises each period of service giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The following table sets out the amounts recognised in the consolidated financial statements in respect of gratuity plan

Particulars	Year ended March 31, 2025	Year ended March 31, 2024
<b>Change in defined benefit obligations:</b>		
Obligation at the beginning of the year	14.57	10.64
Current service costs	4.82	3.16
Interest costs	1.05	0.77
Remeasurement (gains)/losses	(7.61)	-
Benefits paid	-	-
Obligation at the end of the year	<b>12.84</b>	<b>14.57</b>
<b>Change in plan assets:</b>		
Fair value of plan assets at the beginning of the year	-	-
Interest income	-	-
Remeasurement (gains)/losses	-	-
Employer's contributions	-	-
Benefits paid	-	-
Fair value of plan assets at the end of the year	-	-
<b>Expenses recognised in the statement of profit and loss consists of:</b>		
<b>Employee benefits expense:</b>		
Current service costs	4.82	3.16
Net interest expenses	1.05	0.77
Benefits paid	-	-
	<b>5.88</b>	<b>3.93</b>

<b>Other comprehensive income:</b>		
(Gain)/loss on plan assets		
Actuarial (gain)/loss arising from changes in Demographic Assumptions	(5.49)	-
Actuarial (gain)/loss arising from changes in Financial Assumptions	0.09	
Actuarial (gain)/loss arising from changes in experience adjustments	(2.21)	-
	<b>(7.61)</b>	<b>-</b>
<b>Expenses recognised in the statement of profit and loss</b>	<b>(1.74)</b>	<b>3.93</b>

Amounts recognised in the balance sheet consist of

<b>Particulars</b>	<b>As at March 31, 2025</b>	<b>As at March 31, 2024</b>
Fair value of plan assets at the end of the year	-	-
Present value of obligation at the end of the year	12.84	14.57
<b>Recognised as</b>		
Retirement benefit liability - Non-current	10.50	13.28
Retirement benefit liability - Current	2.33	1.30

### iii) Significant estimates and sensitivity Analysis

The sensitivity of the defined benefit obligation to changes in key assumptions is:

<b>Particulars</b>	<b>Key assumptions</b>		<b>Defined benefit obligation</b>					
			<b>Increase in assumption by</b>			<b>Decrease in assumption by</b>		
	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>Rate</b>	<b>31 March 2025</b>	<b>31 March 2024</b>	<b>Rate</b>	<b>31 March 2025</b>	<b>31 March 2024</b>
Discount rate	7.02%	7.23%	1%	(0.41)	(0.88)	1%	0.44	0.98
Salary growth rate	10.00%	10.00%	1%	0.45	0.97	1%	(0.44)	(0.89)
Attrition rate	40.00%	20.00%	1%		(0.37)	1%		0.39
Mortality rate	100.00%	100.00%	10%	0.001	-	10%	0.001	-

The above sensitivity analysis is based on a change in each assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions, the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

### iv) Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

#### Interest rate risk:

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields fall, the defined benefit obligation will tend to increase.

#### Salary inflation risk:

Higher than expected increases in salary will increase the defined benefit obligation.

#### Demographic risk:

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

**RESPONSE INFORMATICS LIMITED**

Notes forming part of the consolidated financial statements for the year ended 31st March 2025

**33 Financial instruments and risk management****Fair values**

1. The carrying amounts of trade payables, other financial liabilities (current), lease liabilities, trade receivables, cash and cash equivalents and loans are considered to be the same as fair value due to their short term nature.

The fair value of financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

Set out below, is a comparison by class of the carrying amounts and fair value of the Company's financial instruments, other than those with carrying amounts that are reasonable approximation of fair values:

**(i) Categories of financial instruments**

All amounts in Rs.lakhs, unless otherwise stated

Particulars	Level	31 March 2025		31 March 2024	
		Carrying amount	Fair value*	Carrying amount	Fair value*
<b>Financial assets</b>					
<b>Measured at amortised cost:</b>					
<b>Non-current</b>					
Investments	3	78.00	78.00	89.99	89.99
Application money paid against securities	3	100.00	100.00	-	-
<b>Current</b>					
Trade receivables	3	1,040.05	1,040.05	822.50	822.50
Cash and cash equivalents	3	237.46	237.46	61.42	61.42
Loans	3	288.64	288.64	199.44	199.44
<b>Total</b>		<b>1,744.15</b>	<b>1,744.15</b>	<b>1,173.36</b>	<b>1,173.36</b>
<b>Financial liabilities</b>					
<b>Measured at amortised cost</b>					
<b>Non-current</b>					
Borrowings	3	84.88	84.88	159.69	159.69
Lease liabilities	3	11.76	11.76	33.37	33.37
Provisions	3	10.50	10.50	13.28	13.28
<b>Current</b>					
Borrowings	3	10.63	10.63	34.98	34.98
Trade payables	3	232.24	232.24	226.28	226.28
Lease liabilities	3	21.61	21.61	18.88	18.88
Other financial liabilities	3	66.11	66.11	79.15	79.15
<b>Total</b>		<b>437.72</b>	<b>437.72</b>	<b>565.63</b>	<b>565.63</b>

\*Fair value of instruments is classified in various fair value hierarchies based on the following three levels:

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of financial instruments that are not traded in an active market is determined using valuation techniques, which maximise the use of observable market data and rely as little as possible on entity specific estimates. If significant inputs required to fair value an instrument are observable, the

Level 3: If one or more of the significant inputs are not based on observable market data, the instruments are included in Level 3.

Management uses its best judgement in estimating the fair value of its financial instruments. However, there are inherent limitations in any estimation technique. Therefore, for substantially all financial instruments, the fair value estimates presented above are not necessarily indicative of the amounts that the Company could have realized or paid in sale transactions as of respective dates. As such, the fair value of financial instruments subsequent to the reporting dates may be different from the amounts reported at each reporting date.

The fair value of trade receivables, trade payables and other Current financial assets and liabilities is considered to be equal to the carrying amounts of these items due to their short-term nature. Where such items are Non-current in nature, the same has been classified as Level 3 and fair value determined using discounted cash flow basis. Similarly, unquoted equity instruments where most recent information to measure fair value is insufficient, or if there is a wide range of possible fair value measurements, cost has been considered as the best estimate of fair value.

**33. Financial Risk Management**

The Company is exposed to market risk (fluctuation in foreign currency exchange rates, price and interest rate), liquidity risk and credit risk, which may adversely impact the fair value of its financial instruments. The Company assesses the unpredictability of the financial environment and seeks to mitigate potential adverse effects on the financial performance of the Company.

**(A) Market risk**

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises of currency risk, interest rate risk and price risk. Financial instruments affected by market risk include loans and borrowings, trade receivables and trade payables involving foreign currency exposure. The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024.

The analysis excludes the impact of movements in market variables on the carrying values of financial assets and liabilities.

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at 31 March 2025 and 31 March 2024.

**(i) Foreign currency exchange rate risk**

Foreign currency risk is the risk that the fair value or future cash flows of an exposure will fluctuate because of changes in foreign exchange rates. The Company's exposure to the risk of changes in foreign exchange rates relates primarily to trade receivables. The risks primarily relate to fluctuations in US Dollars and Euros against the functional currencies of the Company. The Company's exposure to foreign currency changes for all other currencies is not material. The Company evaluates the impact of foreign exchange rate fluctuations by assessing its exposure to exchange rate risks.

The following tables demonstrate the sensitivity to a reasonably possible change in US Dollar exchange rates, with all other variables held constant. The impact on the Company's profit before tax is due to changes in the fair value of monetary assets and liabilities.

**(ii) Sensitivity**

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

Foreign currency exposure (USD & Euro)		
Particulars	As at March 31, 2025	As at March 31, 2024
Trade receivables (USD & Euros)	387.59	365.27
<b>Net exposure to foreign currency risk</b>	<b>387.59</b>	<b>365.27</b>

Particulars	Increase/(decrease) in profit before tax		Increase/(decrease) in other components of equity	
	31-03-2025	31-03-2024	31-03-2025	31-03-2024
<b>Change in USD &amp; Euros</b>				
1% increase	3.88	3.65	2.90	2.73
1% decrease	(3.88)	(3.65)	(2.90)	(2.73)

The movement in the pre-tax effect is a result of a change in the fair value of monetary assets and liabilities denominated in Euros & Dollars where the functional currency of the entity is a currency other than Euros & Dollars

**(ii) Interest rate risk**

Interest rate risk is the risk that fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The interest risk arises to the company mainly from long-term borrowings with variable rates. However, the company's borrowings are primarily fixed interest rate borrowings. Hence, the company is not significantly exposed to interest rate risk.

**(B) Credit Risk**

Credit risk is the risk arising from credit exposure to customers, cash and cash equivalents held with banks and current and non-current held-to financial assets of

the Company include trade receivables, employee advances which represents Company's maximum exposure to the credit risk.

With respect to credit exposure from customers, the Company has a procedure in place aiming to minimise collection losses. Credit Control team assesses the credit quality of the customers, their financial position, past experience in payments and other relevant factors. The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. However, management also considers the factors that may influence the credit risk of its customer base, including default risk associate with the industry and country in which customers operate. Credit quality of a customer is assessed based on an extensive credit rating scorecard and individual credit limits are defined in accordance with this assessment. With respect to other financial assets viz., loans & advances, the credit risk is insignificant since the loans & advances are given to employees only. The credit quality of the financial assets is satisfactory, taking into account the allowance for credit losses.

Credit risk on trade receivables and other financial assets is evaluated as follows:

**(i) Expected credit loss for trade receivable under simplified approach:**

Particulars	31 March 2025	31 March 2024
Gross carrying amount	1,040.05	822.50
Expected credit loss	-	-
<b>Carrying amount of trade receivables</b>	<b>1,040.05</b>	<b>822.50</b>

**(ii) Expected credit loss for financial assets where general model is applied**

The financial assets which are exposed to credit are loans to employees.

Particulars	31 March 2025	31 March 2024
Asset group	Estimated gross carrying amount at default	Estimated gross carrying amount at default
<b>Gross carrying amount</b>		
Staff Loans	1.40	2.30
	<b>1.40</b>	<b>2.30</b>
Expected credit losses	-	-
<b>Net carrying amount</b>		
Staff Loans	1.40	2.30
<b>Total</b>	<b>1.40</b>	<b>2.30</b>

**(ii) Reconciliation of loss allowance provision**

Particulars	Trade receivables
<b>Loss allowance as at 01 April 2023</b>	-
Changes in loss allowance during the year	-
<b>Loss allowance as at 01 April 2024</b>	-
Changes in loss allowance during the year	-
<b>Loss allowance as at 31 March 2025</b>	-

**(iii) Significant estimates and judgements****Impairment of financial assets:**

The impairment provisions for financial assets disclosed above are based on assumptions about risk of default and expected loss rates. The company uses judgement in making these assumptions and selecting the inputs to the impairment calculation, based on the company's past history, existing market conditions as well as forward looking estimates at the end of each reporting period.

**(C) Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and the availability of funding to meet obligations when due and to close out market positions. Company's treasury maintains flexibility in funding by maintaining availability under balances with banks.

Management monitors cash and cash equivalents on the basis of expected cash flows.

## (i) Financing arrangements:

Particulars	As at	
	31 March 2025	31 March 2024
Expiring within one year (bank overdraft and other facilities)	-	-

## (ii) Maturities of financial liabilities

## Contractual maturities of financial liabilities as at :

Particulars	31 March 2025		31 March 2024	
	Less than 12 months	More than 12 months	Less than 12 months	More than 12 months
Borrowings	10.63	84.88	34.98	159.69
Trade payables	232.24	-	226.28	-
Lease liabilities	21.61	11.76	18.88	33.37
Other financial liabilities	66.11	66.11	79.15	-
<b>Total</b>	<b>330.58</b>	<b>162.75</b>	<b>359.29</b>	<b>193.06</b>

(iii) Management expects finance cost to be incurred for the year ending 31 March 2026 to be Rs. 6.51 Lakhs.

## Capital management

## A. Capital management and gearing ratio

For the purpose of the Company's capital management, capital includes issued equity capital, share premium and all other equity reserves attributable to the equity holders. The primary objective of the company's capital management is to maximise the shareholder value.

The company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. The

company monitors capital using a gearing ratio, which is debt divided by total capital. The company includes within debt, interest bearing loans and borrowings.

Particulars	31 March 2025	31 March 2024
<b>Borrowings</b>		
Current	10.63	34.98
Non current	84.88	159.69
<b>Debt</b>	<b>95.50</b>	<b>159.69</b>
<b>Equity</b>		
Equity share capital	818.95	747.64
Other equity	776.20	17.89
<b>Total capital</b>	<b>1,595.15</b>	<b>765.53</b>
<b>Gearing ratio in % (debt/ equity)</b>	<b>5.99%</b>	<b>20.86%</b>

In order to achieve this overall objective, the Company's capital management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings that define capital structure requirements.

No changes were made in the objectives, policies or processes for managing capital during the years ended 31 March 2025 and 31 March 2024.

## B. Dividends

Particulars	31 March 2025	31 March 2024
<b>Dividends recognised</b>	-	-
No dividends recognised during the current and previous financial year		

## 34. Code on Social Security

The Indian Parliament has approved the Code on Social Security, 2020 which would impact the contributions by the company towards Provident Fund and Gratuity. The Ministry of Labour and Employment has released draft rules for the Code on Social Security, 2020 on November 13, 2020, and has invited suggestions from stakeholders which are under active consideration by the Ministry. The Company will assess the impact and its evaluation once the subject rules are notified and will give appropriate impact in its consolidated financial statements in the period in which, the Code becomes effective and the related rules to determine the financial impact are published.



## RESPONSE INFORMATICS LIMITED

Notes forming part of the consolidated financial statements for the year ended 31st March 2025

## 35 Related Party transactions

All amounts in Rs.lakhs, unless otherwise stated

Names of related parties and nature of relationship

Names of the related parties	Nature of relationship
<b>i) Key Management Personnel (KMP):</b> Mr. Subramaniam Seetha Raman Mrs. Bhuvaneswari Seetharaman Mr. Ramakrishna Prasad Makkena Ashwini Mangalampalle Nirosha Ravikanti Mr. Prakash Babu Kondeti Mr. Chandra Sekhar Pattapurathi	Managing Director Director Chief Financial Officer Company Secretary & Compliance Officer (from 20-09-2024) Company Secretary & Compliance Officer (Upto 02-09-2024) Independent director Independent director
<b>ii) Enterprises in which KMP and/or their close members have significant influence/control:</b> Ariston Tek Inc Highdata Software Corporation Crest Software Services Inc DataLabs Corporation Wave Era Inc Ariston Tek Solutions Pvt. Ltd Response Informatics Inc Response Informatics UK Pvt Ltd Active Tek Corporation	

## Details of transactions during the year where related party relationship existed:

(Amount in lakhs)

Names of the related parties	Nature of Transactions	Year ended 31 March 2025	Year ended 31 March 2024
Key Management Personnel	Short-term employee benefits*	21.18	30.85
Ariston Tek Solutions Pvt. Ltd	Interest payment on unsecured loan@	2.01	8.04
	Advance for services	38.80	60.94
	Unsecured loan received	87.89	-
	Repayment of unsecured loan	188.39	-
Response Inc	Unsecured loan received#	59.80	-
Ariston Tek Inc	Back office support and recruiting services	171.08	160.62
Highdata Software Corporation	Back office support and recruiting services	149.34	153.72
Crest Software Services Inc	Back office support and recruiting services	49.73	130.85
DataLabs Corporation	Back office support and recruiting services	113.54	116.32
Response Informatics UK Pvt Ltd	Back office support and recruiting services	131.44	-
Active Tek Corporation	Back office support and recruiting services	-	-

\* Post employment benefits are actuarially determined on overall basis and hence not separately provided.

@ Interest is paid at 8% p.a.

# Interest free loan

## Details of outstanding balances as at the year end where related party relationship existed:

Name of the related parties	Nature	Year ended 31 March 2025	Year ended 31 March 2024
Ariston Tek Solutions Pvt. Ltd	Unsecured Loan@	-	100.50
Ariston Tek Solutions Pvt. Ltd	Advance for services^	38.80	60.94
Ariston Tek Inc	Trade receivables*	128.92	92.43
Response Informatics Inc	Unsecured Loan@	59.80	-
Highdata Software Corporation	Trade receivables*	82.94	68.78
Crest Software Services Inc	Trade receivables*	-	64.08
Response Informatics UK Pvt Ltd	Trade receivables*	46.34	-
Datalabs Corporation	Trade receivables*	48.72	-
Key Management Personnel	Short-term employee benefits payable**	1.32	2.30

@ For the terms and conditions of the loan, Refer Note 16

^ Advance for services are non-interest bearing and will be settled within a period of 90 days.

\* Trade receivables are non-interest bearing and generally on credit term of 30 to 90 days.

\*\* Short term employee benefits to be settled in cash with no credit period.

RESPONSE INFORMATICS LIMITED  
Notes forming part of the consolidated financial statements for the year ended 31st March 2025

### 36 Analytical Ratios

S.No.	Particulars	Numerator/Denominator	As at 31st March 2025	As at 31st March 2024	Variance	Reason if variance exceeds 25%
1	Current Ratio	Current Assets/Current Liabilities	3.51	2.31	52%	Due to significant rise in cash and trade receivables.
2	Debt Equity ratio	Total Debt/Total equity	0.06	0.21	-71%	Due to significant increase in share holder's equity and reduction in total debt.
3	Debt Service Coverage Ratio	Earnings available for debt service/Debt Service	1.31	24.51	-95%	Due to increase in lease payment obligation.
4	Return on Equity	Net Income/Average Shareholder's Equity	0.15	0.34	-54%	Due to substantial increase in average share holder's equity while net profit decreased slightly.
5	Inventory Turnover ratio	Sales/Average Inventory	NA	NA		NA
6	Trade Receivables Turnover Ratio	Net Credit Sales/Average receivables	3.61	6.11	-41%	Due to increase in average accounts receivables.
7	Trade Payables Turnover Ratio	Net Credit Purchases/Average Payables	2.64	2.61	1%	NA
8	Net Capital Turnover Ratio	Net Sales/Working Capital	2.85	5.32	-46%	Due to increase in working capital.
9	Net Profit Ratio	Net Profit/Net Sales	0.05	0.06	-17%	NA
10	Return on capital employed	EBIT/Capital Employed	0.13	0.29	-55%	Due to increase in capital employed.
11	Return on Investment	Income generated from investing activities/Average invested funds	NA	NA		NA

37 Contingent Liabilities: Nil (P.Y. Nil)

38 Capital Commitments and Other Commitments: Nil (P.Y. Nil)

### 39 Segment reporting

#### A. Basis for segmentation

An operating segment is a component of the company that engages in business activities from which it may earn revenues and incur expenses, including revenues and expenses that relate to transactions with any of the Group's other components, and for which discrete financial information is available. All operating segments results are reviewed regularly by the Group's Chairman and MD to make decisions about resources to be allocated to the segments and assess their performance.

The Chief Operating Decision Maker ("CODM") evaluates the Group's performance and allocates resources based on an analysis of various performance indicators at operational unit level and since there is single operating segment, no segment disclosures of the Group is presented. The Group's operations fall within a single business segment "Staffing services".

#### B. Geographical information

The company operates within India and therefore there is no assets or liabilities outside India.

#### C. Information on contract revenue

The Company has not made external sales to a single customer meeting the criteria of 10% or more of the entity's revenue

#### D. Information about services provided by the company

Revenue from external customers - Back office support services: Rs 577.83 lakhs (P.Y Rs 620.13 lakhs)  
Revenue from external customers - Recruiting services: Rs 2,780 lakhs (P.Y Rs 2,779 lakhs)

40 The Board of Directors approved the consolidated financial statements for the year ended March 31, 2025 and authorised for issue on May 29, 2025.

41. Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III of the Companies Act, 2013:

Name of the entity in the Group	Net Asset i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
<b>Parent</b>								
Response Informatics Limited	38.49%	1,217.63	10.57%	19.12	37.39%	5.70	12.65%	24.82
<b>Subsidiaries</b>								
Technologia Corporation	7.86%	248.59	134.61%	243.58	- %	-	124.15%	243.58
Datalabs AI Private Limited	(2.29%)	(72.45)	(40.59%)	(73.45)	- %	-	(37.44%)	(73.45)
<b>Non-controlling interest</b>								
	0.76%	(24.15)	14.87%	(26.90)	- %	-	13.71%	(26.90)
<b>Less: Inter company adjustment</b>								
	55.18%	(1,745.48)	(19.45%)	35.20	62.61%	(9.55)	(13.08%)	25.65
<b>Total</b>	<b>100.00%</b>	<b>3,163.40</b>	<b>100.00%</b>	<b>180.95</b>	<b>100.00%</b>	<b>15.25</b>	<b>100.00%</b>	<b>196.19</b>

42 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

43 The accounting software being used by the company for maintaining its books of account does not have the feature of recording audit trail (edit log) facility both at the application level and data base level. Further, the company is in the process of establishing the necessary controls and maintaining documentation relating to audit trail (edit log) as per Rule 3(1) of the Companies (Accounts) Rules, 2014.

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date  
For M.Anandam & Co.,  
Chartered Accountants  
(Firm Registration Number: 0001255)

On behalf of Board of Directors

M.R.Vikram  
Partner  
Membership Number: 021012

Subramaniyam Seetha Raman  
Managing Director  
DIN: 06364310  
Place: London, UK  
Date: 29th May, 2025

Bhuvanewari Seetharaman  
Director  
DIN: 01666421  
Place: Hyderabad  
Date: 29th May, 2025

Place: Hyderabad  
Date: 29th May, 2025

Makkena Ramakrishna Prasad  
Chief Financial Officer  
PAN: AHIPW0313M  
Place: Hyderabad  
Date: 29th May, 2025

Ashwini Mangalampalle  
Company Secretary  
PAN: BXZPM8624F  
Place: Hyderabad  
Date: 29th May, 2025