

# **Baron Infotech Limited**



**18<sup>th</sup>**  
**ANNUAL REPORT**  
**2014-15**



**Board of Directors**

<b>Sri. S.Pavan Nandan</b>	:	Chairman & Whole Time Director
<b>Sri D. Chandra Subash</b>	:	Independent Director
<b>Smt N.Kamala Kumari</b>	:	Independent Director
<b>Sri B.Vishnu Vardhan Reddy</b>	:	Independent Director
<b>Sri P.Srinivasa Rao</b>	:	Independent Director

**Auditors**

**M/s Nekkanti Srinivasu & Co.**  
# 604, Kanchanjunga Apartments,  
'D' Block, Aditya Enclave, Ameerpet,  
Hyderabad – 38.

**Bankers**

Axis Bank Ltd  
Banjara Hills,  
Hyderabad.

**Registered Office**

1-8-313, 4th Floor, Linus Building,  
Chiran Fortlane, Begumpet,  
Secunderabad

**Registrars &  
Share Transfer Agents**

**Venture Capital & Corporate Investments Ltd,**  
12-10-167, Bharatnagar  
Hyderabad – 18.

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**NOTICE**

Notice is hereby given that the 18th Annual General Meeting of the Company will be held on Wednesday, the 30th September, 2015 at 11.00 AM, at 504, Micasa Flora, Durga Enclave, Komaply, Secunderabad -14, to transact the following items of business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the financial year ended 31st March, 2015 and the Balance Sheet and other statements as on that date together with the Report of the Board of Directors and the Auditor's Report thereon.
2. **To appoint the Statutory Auditor and fix their remuneration, by passing the following resolution with or without modification(s) an an Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141 and 142 of the Companies Act, 2013 and in supersession of the resolution passed at the 17th Annual General Meeting, M/s. Nekkanti Srinivasu & co, Chartered Accountants, (Registration No. 008801S), Hyderabad, be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Meeting for a period of 5 years, in place of M/s. Venkata Pavan Kumar & co, Chartered Accountants, who expressed their inability to act as such, subject to ratification by the members at every Annual General Meeting, on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to reimbursement of all out of pocket expenses in connection with the audit of the accounts of the Company for the financial year ending March 31, 2016."

**SPECIAL BUSINESS:**

3. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Smt. N. Kamala Kumari (DIN No.07142555), who was co-opted as an Additional Director of the Company pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160, along with a deposit of Rs.1,00,000/-, proposing her candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall not be determinable by retirement of Directors by rotation."

4. **To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

"RESOLVED THAT Sri. B. Vishnu Vardhan Reddy (DIN No.07151065), who was co-opted as an Additional Director of the Company pursuant to the provisions of Section 161 and all

other applicable provisions of the Companies Act, 2013 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160, along with a deposit of Rs.1,00,000/-, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall not be determinable by retirement of Directors by rotation.”

**5. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT Sri. P. Srinivasa Rao (DIN No.07151066), who was co-opted as an Additional Director of the Company pursuant to the provisions of Section 161 and all other applicable provisions of the Companies Act, 2013 and who holds office as such upto the date of this Annual General Meeting and in respect of whom the Company has received a Notice in writing under Section 160, along with a deposit of Rs.1,00,000/-, proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company whose period of office shall not be determinable by retirement of Directors by rotation.”

**6. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Smt. N. Kamala Kumari (DIN No. 07142555), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting.”

**7. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri. B.Vishnu Vardhan Reddy (DIN No. 07151065), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five

years with effect from ensuing Annual General Meeting.”

**8. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors), Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri. P.Srinivasa Rao (DIN No. 07151066), Director of the Company whose period of office is liable to retirement by rotation as per the Companies Act, 1956 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from ensuing Annual General Meeting.”

By order of the Board  
for BARON INFOTECH LIMITED

Sd/-

**S.PAVAN NANDAN**  
Whole Time Director

Place : Hyderabad  
Date : 14-08-2015

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH PROXY NEED NOT BE A MEMBER.
2. Proxy forms in order to be effective must be deposited at the Registered office of the Company not less than 48 hours before the meeting.
3. The Share Transfer Register and the Register of Members of the Company will remain closed from 23-09-2015 to 30-09-2015 (both days inclusive).
4. M/s. Venture Capital And Corporate Investments Pvt Ltd., # 12-10-167, Bharat Nagar, Hyderabad -500 018, is the Share Transfer Agent (STA) of the Company. All communications in respect of share transfers and change in the address of the members may be communicated to them.
5. Members seeking any information or clarification on the accounts are requested to send queries in writing to the Registered Office of the Company, at least one week before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
6. Members/Proxies are requested to bring their copies of the Annual Report to the AGM and the Attendance slip duly filled in for attending AGM. Copies of Annual Report will not be provided at the AGM.
7. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.

8. Members holding shares in identical order of names in more than one folio are requested to write to the Company's Registrar and Transfer Agent enclosing their share certificates to enable consolidation of their shareholdings in one folio.
9. Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar & Share Transfer Agents and members holding shares in electronic form may obtain the Nomination form from their respective Depository Participants.
10. Members holding Shares in physical form may write to the Company/Registrar & Share Transfer Agents (RTA) for any change in their address and bank mandates; members having shares in electronic form may inform the same to their depository participants immediately.
11. As part of the "Green Initiative", the Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose e-mail IDs are registered with the Company or the Depository Participants unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their e-mail IDs with the Company or Depository Participant(s). Members who have received the Notice of the AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit a duly filled in Attendance Slip at the registration counter to attend the AGM.

## 12. Instructions about Voting:

The Members are requested to opt for one mode of voting, i.e. either through e-voting or postal ballot. If a Member casts votes by both modes, then voting done through a valid e-Voting shall prevail and physical ballot form voting of that Member shall be treated as invalid. Please refer the following detailed instructions for both modes voting.

### A) Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing Members facility to exercise their right to vote at the Postal Ballot by electronic means through e-Voting Services provided by NSDL.

The instructions and other information for e-voting are as under:

1. Open the attached PDF file 'Baron\_AR\_14-15.pdf' with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password. You will not receive this PDF file if you are already registered with NSDL for e-voting.
2. Open the internet browser and type the following URL: <https://www.evoting.nsdl.com>
3. Click on Shareholder - Login.
4. If you are already registered with NSDL for e-voting then you can use your existing user ID and password.
5. If you are logging in for the first time, please enter the user ID and password provided in the attached PDF file as initial password.

6. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
7. Once the e-voting home page opens, click on e-voting> Active Voting Cycles.
8. Select “EVEN” (E-Voting Event Number) of Baron Infotech Limited which is 103082 Now you are ready for e-voting as Cast Vote page opens.
9. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
10. Upon confirmation, the message “Vote cast successfully” will be displayed.
11. Once the vote on the resolution is cast, the Member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/ Authority letter, etc., together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to psraoassociates@gmail.com, with a copy marked to evoting@nsdl.co.in.
13. The voting period begins on 27-09-2015 (10.00 AM) and ends on 29-09-2015 (5.00 PM). The e-voting module shall be disabled by NSDL for voting thereafter.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help Section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

- I. The voting rights of shareholders shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23-09-2015.
- II. Mrs.N.Vanitha, Practicing Company Secretary (Certificate of Practice No:10573), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**B) Other Instructions:**

- I. Kindly note that the shareholders can opt only one mode of voting i.e either by e-voting or physical mode. If you are opting for e-voting, then cannot vote by physical mode and vice versa. However, in case shareholders cast their vote physically and e-voting, then voting done through e-voting will prevail and voting done physically will be treated as invalid.
- II. The Scrutinizer will collate the votes downloaded from the e-voting system to declare the final result for each of the Resolutions forming part of the Annual General Meeting Notice.
- III. The results of the voting shall be declared on or after the Annual General Meeting of the Company. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website [www.baroninfotech.com](http://www.baroninfotech.com) and be communicated to the Stock Exchanges where the Company is listed, viz. BSE Ltd.
- IV. Members may address any query to Mr.Nageswar Rao, Compliance Officer at e-mail address: [info@baroninfotech.com](mailto:info@baroninfotech.com) Website: [www.baroninfotech.com](http://www.baroninfotech.com)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:**

The following statement sets out all material facts relating to the Special Businesses mentioned in the accompanying Notice:

**Item No. 3**

Section 149(1) of the Companies Act, 2013 and listing agreement entered with the Stock Exchanges, provides that all listed companies and other class of Companies as specified should have/appoint a Woman Director on its Board. In pursuance of the same the Board has co-opted Smt.N. Kamala Kumari as an Additional Director of the Company w.e.f 30-03-2015.

As per the provisions of Section 160 of the Companies Act, 2013, any such proposal ought to be approved by the members in their General Meeting hence the Board recommends the resolution for your approval.

Except Smt.N. Kamala Kumari being appointee none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.3 for approval of the members.

**Item No. 4**

Sri. B.Vishnu Vardhan Reddy has been co-opted as an Additional Director of the Company w.e.f 17-04-2015.

As per the provisions of Section 160 of the Companies Act, 2013, any such proposal ought to be approved by the members in their General Meeting hence the Board recommends the resolution for your approval.

Except Sri. B.Vishnu Vardhan Reddy being appointee none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.4 for approval of the members.

**Item No. 5**

Sri. P. Srinivasa Rao has been co-opted as an Additional Director of the Company w.e.f 17-04-2015.

As per the provisions of Section 160 of the Companies Act, 2013, any such proposal ought to be approved by the members in their General Meeting hence the Board recommends the resolution for your approval.

Except Sri. P. Srinivasa Rao being appointee none of the other Directors, Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolution.

The Board recommends the resolution set forth in Item No.5 for approval of the members.

**Item Nos. 6, 7 and 8:**

Pursuant to the provisions of Section 149 and other applicable provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors which came into effect from April 1, 2014, the Independent Directors shall be appointed for not more than two terms of five years each and shall not be liable to retire by rotation. The term shall be effective prospectively.



The Board of Directors of the Company has decided to adopt the provisions with respect to appointment and tenure of Independent Directors which are consistent with the Companies Act, 2013 and the amended Listing Agreement.

All the Directors proposed to be appointed under these resolutions are Non-Executive Independent Directors of the Company.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Smt. N.Kamala Kumari, Sri. B.Vishnu Vardhan Reddy and Sri. P.Srinivasa Rao, being eligible, offer themselves for appointment, and are proposed to be appointed as Independent Directors for a term as stated in the Resolutions.

The Nomination and Compensation Committee and the Board of Directors have recommended appointment of Smt. N.Kamala Kumari, Sri. B.Vishnu Vardhan Reddy and Sri. P.Srinivasa Rao as Independent Directors of the Company.

Smt. N.Kamala Kumari, Sri. B.Vishnu Vardhan Reddy and Sri. P.Srinivasa Rao, non-executive independent directors of the Company, have given declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Companies Act, 2013 and Rules made there-under for their appointment as Independent Directors of the Company and they are independent of the management. These Directors are not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and they have given their consent to act as Director.

Copies of the draft letter of appointment of Smt. N.Kamala Kumari, Sri. B.Vishnu Vardhan Reddy and Sri. P.Srinivasa Rao as Independent Directors setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

The Board commends the resolutions in relation to the appointment of these Directors as Independent Directors, for your approval.

Except these Directors, being appointees, none of the Director(s) and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 6, 7 and 8.

Copies of the draft letter of appointment of Mr. Katari Venkata Narasimha Raju, Mr. Surampudi Pavan Nandan, Mr. Dutta Chandra Subhash and Mr. Aareti Chandra Sekhar as Independent Directors setting out the terms and conditions, would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

A brief profile of Independent Directors to be appointed, including nature of their expertise and other disclosure as required under Clause 49 of the Listing Agreement, is provided at Annexure A of this Notice.

The Board commends the resolutions in relation to the appointment of these Directors as Independent Directors, for your approval.



Except these Directors, being appointees, none of the Director(s) and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolutions set out at item Nos. 3, 4, 5 and 6.

By order of the Board  
for BARON INFOTECH LIMITED

Sd/-  
**S.PAVAN NANDAN**  
Whole Time Director

Place :Hyderabad  
Date 14-08-2015

<b>Annexure A</b>			
<b>Details of Directors seeking appointment/ re-appointment at the Annual General Meeting.</b>			
<b>(Pursuant to Clause 49(VIII)(E)(I) of the Listing Agreement)</b>			
<b>Name of the Director</b>	<b>Smt.N.Kamala Kumari</b>	<b>Sri B. Vishnu Vardhan Reddy</b>	<b>Sri P.Srinivasa Rao</b>
Date of Birth	01-04-1951	25-08-1971	12-04-1981
Date of Appointment	30-03-2015	17-04-2015	17-04-2015
Relationship with Directors	None	None	None
Qualification	Degree	Degree	Degree
Board Membership of other companies as on 31st March, 2015 @	NIL	NIL	NIL
Chairman/Member of the Committee of Directors of other companies in which he is a Director as on 31st March, 2015			
a) Audit Committee	NIL	NIL	NIL
b) Stakeholders' Relationship Committee	NIL	NIL	NIL
c) Nomination and Remunerations Committee	NIL	NIL	NIL
Number of shares held in the Company as on 31st March, 2015	NIL	NIL	NIL

Note:

@ This does not include position in foreign companies, position as an advisory board member and position in companies under Section 8 of Companies Act, 2013.

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## DIRECTORS' REPORT

Your Directors have pleasure in presenting herewith the 18th Annual Report on the business of Your Company together with the Audited Accounts for 9 months ended 31st March, 2015.

### FINANCIAL PERFORMANCE:

The Company has been in the process of developing solutions. Some of applications have been given to customers to explore the marketing possibilities. On successful launch of any application generating revenues will start. Till then the spending on the applications is being treated as an expense.

### DIVIDEND:

In the absence of profits, the directors of your Company do not recommend any dividend for the Financial Year 2014-15.

### TRANSFER TO RESERVES:

Your Company has not transferred any amount to the general reserve.

### DETAILS OF DIRECTORS OR KEY MANAGERIAL PERSONNEL:

During the year under review Sri. Nallaparaju Viswanadha Rama Raju; Sri Katari Venkata Narsimha Raju and Sri Aareti Chandra Sekhar ceased to the Directors of the Company w.e.f 17th April, 2015 and Smt. N.Kamala Kumari has been co-opted as Additional Director w.e.f. 30th March, 2015 and Sri. B.Vishnu Vardhan Reddy and Sri. P.Srinivasa Rao has been co-opted as Additional Directors w.e.f 17th April, 2015. Notice in writing under Section 160 of the Companies Act, 2013, proposing their candidature for the office of Director of the Company, has been received to appoint them as Independent Directors of the Company whose period of office shall not be determinable by retirement of Director by rotation.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet the criteria of independence as prescribed both under the Act and Clause 49 of the Listing Agreement with the Stock Exchanges.

The Company has devised a Policy for performance evaluation of Independent Directors, Board Committees and other individual Directors which include criteria for performance evaluation of the non-executive directors and executive directors.

### AUDITORS

The Statutory Auditors of the Company, M/s. Venkata Pavan Kumar & Co, Chartered Accountants, have expressed their inability to act/continue as such, hence the Audit Committee and Board

recommended the appointment of M/s. Nekkanti Srinivasu & co, Chartered Accountants, as Statutory Auditors of your Company for a period of 5 years i.e till the conclusion of the Sixth Annual General Meeting from this Annual General Meeting, whose appointment is subject to ratification by the members at every Annual General Meeting.

In this regard, the Company has received a certificate from the auditors to the effect that if they are appointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Accordingly, the appointment of M/s. Venkata Pavan Kumar & Co., Chartered Accountants, as the Statutory Auditors, is being proposed as an Ordinary Resolution.

#### **Secretarial Auditor:**

P.S.Rao & Associates, Practicing Company Secretaries, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules there-under. The secretarial audit report for FY 2014-15 forms part of the Annual Report as Annexure-3 to the Board's report.

The Board has appointed P.S.Rao & Associates, Practicing Company Secretaries, as secretarial auditors of the Company for the financial year 2015-16.

#### **DIRECTORS' RESPONSES ON THE QUALIFICATIONS MADE BY THE SECRETARIAL AUDITORS IN THEIR REPORT:**

With regard to the qualification raised in the Secretarial Audit Report with regard to non-appointment of CFO & Company Secretary, your Company has made all possible sincere and valid efforts to appoint Company Secretary and CFO, but was unable to find suitable candidates. The Company is taking steps to appoint them during 2015-16.

#### **FORMAL ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS**

As required under the provisions of Schedule IV of the Companies Act, 2013 the performance evaluation of independent directors has been done by the entire Board of Directors, excluding the director being evaluated. The evaluation of all the directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board. The Board approved the evaluation results as collated by the nomination and remuneration committee.

None of the independent directors are due for re-appointment

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

The Company has an Internal Control System, commensurate with the size, scale and complexity of its operations.

The Board of Directors of the Company have adopted various policies like Related Party Transactions policy, Whistle Blower Policy such other procedures for ensuring the orderly and efficient conduct of its business for safeguarding 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.

## **NOMINATION AND REMUENRATION POLICY**

A committee of the Board named as “Nomination and Remuneration Committee” has been constituted to comply with the provisions of section 178, Schedule IV of the Companies Act and Clause 49 of the Listing Agreement and to recommend a policy of the Company on directors’ appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of a director and other matters and to frame proper systems for identification, appointment of Directors & KMPs, Payment of Remuneration to them and Evaluation of their performance and to recommend the same to the Board from time to time. Nomination and Remuneration Policy of the Company is enclosed herewith as Annexure – 2.

## **RISK MANAGEMENT:**

The Risk Management is overseen by the Audit Committee of the Company on a continuous basis. The Committee oversees Company’s process and policies for determining risk tolerance and review management’s measurement and comparison of overall risk tolerance to established levels. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuous basis. For details, please refer to the Management Discussion and Analysis report which form part of the Board Report.

## **DIRECTORS RESPONSIBILITY STATEMENT**

Pursuant to Section 134 (5) of the Companies Act, 2013 Your Directors’ confirm that:

- i. In preparation of annual accounts for the financial year ended 31st March, 2015 the applicable Accounting Standards have been followed along with proper explanation relating to material departures;
- ii. The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March, 2015 and of the profit and loss of the Company for the year;
- iii. The Directors have taken proper and sufficient care for their maintenance of adequate accounting records in accordance with the provisions of the Companies Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv. The Directors had prepared the annual accounts on a ‘going concern’ basis;

- v. The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- vi. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**EXTRACT OF ANNUAL RETURN:**

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as Annexure - 1.

**CORPORATE SOCIAL RESPONSIBILITY (CSR):**

As per the criteria laid down in the Companies Act, 2013, the provisions of Corporate Social Responsibility are not applicable to your Company.

**CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE OUT-GO**

As your Company has not carried any operations during the financial year review, no Information as required under section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014, is not being provided.

**OTHER DISCLOSURES:****Board Meetings**

For the period ended 31st March, 2015, Four Board Meetings were held. For further details, please refer report on Corporate Governance Report enclosed herewith.

**Committees of Board**

Your company has the following committees namely:

1. AUDIT COMMITTEE
2. NOMINATION AND REMUNERATION COMMITTEE
3. STAKEHOLDERS RELATIONSHIP COMMITTEE

The constitution of all the committees is as per the Companies Act, 2013 and Listing Agreement with Stock Exchanges. The details of the Constitution are mentioned in Corporate Governance Report, which forms part of this Annual Report.

## Corporate Governance Report

Your Company has complied with the requirements of Clause 49 of the Listing Agreement entered with the Stock Exchanges; Report on Corporate Governance including Auditor's Certificate on compliance with the code of Corporate Governance specified under the said Clause forms part of this report.

## Management Discussion and Analysis

A brief note on the Management discussion and analysis for the year is annexed as part of this report

### Vigil Mechanism:

In pursuant to the provisions of section 117(9) & (10) of the Companies Act , 2013 and Clause 49 of the Listing Agreement a Vigil Mechanism for directors and employees to report genuine concerns has been established. Protected disclosures can be made by a whistle blower through to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website

### Remuneration ratio of the directors/ Key Managerial Personnel/ Employees:

As your Company has carried limited operations during the year under review, your Company has not employed any permanent employees on its rolls and managerial remuneration was not paid to the Director(s), hence no information is being provided as required under Section 197(12) of the Companies Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

## PARTICULARS OF EMPLOYEES

As required under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, NO employee of your Company is in receipt of remuneration of Rs. 60 lakh or more, or employed for part of the year and in receipt of Rs. 5 lakh or more a month, during the financial year under review.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

Details of the Loans, guarantees and investments if any covered under Section 186 of the Companies Act, 2013 are given in the notes to the financial statements pertaining to the year under review.

## DEPOSITS

Your Company has not accepted any fixed deposits and as such no principal or interest was outstanding as on the date of the Balance sheet.



**RELATED PARTY TRANSACTIONS:**

Your Company does not have any related party transactions during the financial year review.

**DISCLOSURE AS PER SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:**

The Company has not employed any women employee during the financial year under review, further your Company has zero tolerance for sexual harassment at workplace and if necessary would adopt a policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed there under.

**GENERAL**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Issue of equity shares with differential rights as to dividend, voting or otherwise.
2. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
3. Neither the Managing Director nor the Whole-time Director of the Company receive any remuneration or commission from any of its subsidiaries.
4. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. No material changes and commitments affecting the financial position of the Company have occurred between the end of the Financial year and date of report.

**ACKNOWLEDGEMENTS:**

Your Directors wish to convey their appreciation to business associates for their support and contribution during the year. The Directors would also like to thank the employees, shareholders, customers, suppliers, alliance partners and bankers for the continued support given by them to the Company and their confidence reposed in the management.

For and on behalf of the Board

Sd/-

**S.PAVAN NANDAN**

Chairman

Place : Hyderabad  
Date : 14-08-2015

**Annexure I**  
**FORM NO. MGT-9**  
**EXTRACT OF ANNUAL RETURN**

As on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies  
(Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i	CIN	L72200TG1996PLC025855
ii	Registration Date	2nd December, 1996
iii	Name of the Company	BARON INFOTECH LIMITED
iv	Category / Sub-Category of the Company	IT Software
v	Address of the Registered office and contact details	1-8-313, 4th Floor, Linus Building, Chiran Fort Lane, Begumpet, Secunderabad. email: info@baroninfotech.com
vi	Whether listed company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and transfer agent if any	M/s. Venture Capital And Corporate Investments Private Limited, 12-10-167, Bharat Nagar, Hyderabad, 500018, Tel: +91 040-3818475/76/23868023 Fax : +91 040-23868024 Email: info@vccilindia.com

**II. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S.No	Name and Address of The company	CIN/GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
-	-	-	-	-	-



III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of total Shares	Demat	Physical	Total	% of total Shares	
<b>A. Promoters</b>									
(1) Indian	-	1059200	1059200	10.38	-	1059200	1059200	10.38	-
a) Individual/HUF	-	1059200	1059200	10.38	-	1059200	1059200	10.38	-
<b>Sub-total A(1):-</b>									
(2) Foreign									
a) Individual/HUF	210000	-	210000	2.06	210000	-	210000	2.06	-
<b>Sub-total A(2):-</b>	<b>210000</b>	<b>-</b>	<b>210000</b>	<b>2.06</b>	<b>210000</b>	<b>-</b>	<b>210000</b>	<b>2.06</b>	<b>-</b>
<b>Total shareholding of Promoter (A) =(A)(1)+(A)(2)</b>	<b>210000</b>	<b>1059200</b>	<b>1269200</b>	<b>12.44</b>	<b>210000</b>	<b>1059200</b>	<b>1269200</b>	<b>12.44</b>	<b>-</b>
<b>B. Public Shareholding</b>	-	-	-	-	-	-	-	-	-
1. Institutions									
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2. Non-Institutions									
a) Bodies Corp.	239429	-	239429	2.35	232283	-	232283	2.28	0.07
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	3406371	1217669	4624040	45.33	3401990	1194762	4596752	45.07	0.26
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	2084125	1861805	3945930	38.69	2120043	1861805	3981848	39.04	0.35
c) Others									
- NRI	108084	-	108084	1.06	107984	-	107984	1.06	-
- Clearing members	13317	-	13317	0.13	11933	-	11933	0.12	0.01
<b>Sub-total (B)(2):-</b>	<b>5851326</b>	<b>3079474</b>	<b>8930800</b>	<b>87.56</b>	<b>5874233</b>	<b>3056567</b>	<b>8930800</b>	<b>87.57</b>	<b>0.01</b>
<b>Total Public Shareholding (B)= (B)(1)+ (B)(2)</b>	<b>5851326</b>	<b>3079474</b>	<b>8930800</b>	<b>87.56</b>	<b>5874233</b>	<b>3056567</b>	<b>8930800</b>	<b>87.57</b>	<b>0.01</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs Grand Total (A+B+C)</b>	<b>6061326</b>	<b>4138674</b>	<b>10200000</b>	<b>100</b>	<b>6084233</b>	<b>4115767</b>	<b>10200000</b>	<b>100</b>	<b>-</b>

**(ii) Shareholding of Promoters**

S.No	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change In shares holding during
		No. of Shares	% of total Shares of the company	% of Shares Pledge encumbered to total shares	No of Shares	% of total Shares of the company	% of Shares Pledge encumbered to total shares	
1	ALLURI S R V S S N S M RAJU	210000	2.06%	-	210000	2.06%	-	-
2	D SRINIVASA RAJU	95000	0.93%	-	95000	0.93%	-	-
3	D KRISHNAM RAJU	47000	0.46%	-	47000	0.46%	-	-
4	D KRISHNAVENI	15500	0.15%	-	15500	0.15%	-	-
5	VENKATA SATYANARAYANA RAJU KUNAPARAJU	200	0.00%	-	200	0.00%	-	-
6	VENKATA SURYA NARAYANA RAJU SAKHINETI	10000	0.10%	-	10000	0.10%	-	-
7	SRINIVASA RAJU GOKARAJU	50000	0.49%	-	50000	0.49%	-	-
8	N VIJAYA LAXMI	9500	0.09%	-	9500	0.09%	-	-
9	D BANGARA RAJU	4500	0.04%	-	4500	0.04%	-	-
10	K KRISHNA VENI	9500	0.09%	-	9500	0.09%	-	-
11	V SATYANARAYANA RAJU	20000	0.20%	-	20000	0.20%	-	-
12	K KASI RAJU	30000	0.29%	-	30000	0.29%	-	-
13	T RAMAMURTHY RAJU	30000	0.29%	-	30000	0.29%	-	-
14	KALLAPALLI VENKATA SUGUNA	15000	0.15%	-	15000	0.15%	-	-
15	DEAN C SENIFF	210000	2.06%	-	210000	2.06%	-	-
16	PADMA KUNAPARAJU	43000	0.42%	-	43000	0.42%	-	-
17	VARMA KUNAPARAJU	86000	0.84%	-	86000	0.84%	-	-
18	SUBBA REDDY							
	ANNAPUREDDY PADMA	10500	0.10%	-	10500	0.10%	-	-
19	N V RAMA RAJU	3,73,500	3.66%	-	3,73,500	3.66%	-	-
	<b>TOTAL :</b>	<b>1269200</b>	<b>12.44%</b>	<b>-</b>	<b>1269200</b>	<b>12.44%</b>	<b>-</b>	<b>-</b>

**(iii) Change in Promoters' Shareholding: NO CHANGE**

S.No	Name Of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
-		-	-	-	-

**(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

S.No	Name Of the Shareholder	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	CHALLA PAVAN KUMAR At the beginning of the year At the end of the year	325500	3.19	325500	3.19
2	ASHAKANI SURESH KUMAR At the beginning of the year At the end of the year	223500	2.19	223500	2.19
3	SYED RASHEED AHMED At the beginning of the year At the end of the year	200000	1.96	200000	1.96
4	BHONGIR SOHAN BAPU At the beginning of the year At the end of the year	161000	1.58	161000	1.58
5	BATTINA MADHRI At the beginning of the year At the end of the year	150000	1.47	150000	1.47
6	KONDABATHULA RAVISHANKAR At the beginning of the year At the end of the year	150000	1.47	150000	1.47
7	A SEETA RAMA RAJU At the beginning of the year At the end of the year	150000	1.47	150000	1.47
8	K. BAPU RAO At the beginning of the year At the end of the year	124105	1.22	124105	1.22
9	RAMA BHADRA VARMA ALLURI At the beginning of the year At the end of the year	108000	1.06	108000	1.06
10	ALLURI SRI LATHA At the beginning of the year At the end of the year	104500	1.02	104500	1.02

**(v) Shareholding of Directors and Key Managerial Personnel:**

S.No	Name Of the Shareholder / key managerial personnel (KMP)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
-	-	-	-	-	-

**IV. INDEBTEDNESS**

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding Deposits	Unsecured Loans	deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				
Change in Indebtedness during the financial year • Addition • Reduction			<b>NIL</b>	
<b>Net Change</b>				
Indebtedness at the end of the financial year i) Principal Amount ii) Interest due but not paid iii) Interest accrued but not due				
<b>Total (i+ii+iii)</b>				

**B. Remuneration to other directors:**

S.No	Particulars of Remuneration	Name of Directors	Total Amount
1.	Independent Directors <ul style="list-style-type: none"> <li>• Fee for attending board / committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	--	--
2.	<b>Total (1)</b>		
	Other Non-Executive Directors <ul style="list-style-type: none"> <li>• Fee for attending board / committee meetings</li> <li>• Commission</li> <li>• Others, please specify</li> </ul>	--	--
	<b>Total (2)</b>	--	--
	<b>Total (B)=(1+2)</b>	--	--
	<b>Total Managerial Remuneration</b>	--	--
	<b>Overall Ceiling as per the Act</b>	--	--

**C. Remuneration to Key Managerial Personnel Other Than MD/Manager/WTD**

S.No	Particulars of Remuneration	Name of KMP	Total Amount
1.	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--
2.	Stock Option	--	--
3.	Sweat Equity	--	--
4.	Commission - as % of profit - others, specify...	--	--
5.	Others, please specify	--	--
	Total (A)	--	--
	Ceiling as per the Act		

**VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of The Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--
<b>OTHER OFFICERS IN DEFAULT</b>					
Penalty	--	--	--	--	--
Punishment	--	--	--	--	--
Compounding	--	--	--	--	--



## NOMINATION AND REMUNERATION POLICY

### 1. INTRODUCTION

A transparent, fair and reasonable process for determining the appropriate remuneration at all levels of Baron Infotech Limited (the Company) is required to ensure that shareholders remain informed and confident in the management of the Company. To harmonize the aspirations of human resources consistent with the goals of the Company and in terms of the provisions of the Companies Act, 2013 and the rules made there under and the Listing Agreement as amended from time to time, this policy on nomination and remuneration of Directors (including non-executive directors) on the Board of Directors, the Key Managerial Personnel (KMP) and Senior Management has been formulated by the Committee and approved by the Board of Directors. This Policy shall act as a guideline for determining, inter-alia, qualifications, positive attributes and independence of a director, matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors (including non-executive directors), Key Managerial Personnel and Senior Management Personnel.

### 2. OBJECTIVE OF THE POLICY

- (a) The objective of this Policy is to outline a framework to ensure that the Company's remuneration levels are aligned with industry practices and are sufficient to attract and retain competent director(s) on the Board, KMP(s) and the Senior Management Personnel of the quality required, Shilpa Medicare allowing fair rewards for the achievement of key deliverables and enhanced performance. The key objectives of this Policy include:
- (i) guiding the Board in relation to appointment and removal of Director(s), Key Managerial Personnel and Senior Management;
  - (ii) evaluating the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
  - (iii) recommending to the Board the remuneration payable to the Director(s) and setting forth a policy for determining remuneration payable to KMP and Senior Management Personnel.
- (b) While determining the remuneration for the Director(s) (including non-executive directors) and KMPs and Senior Management Personnel, regard should be had to prevailing market conditions, business performance and practices in comparable companies, also to financial and commercial health of the Company as well as prevailing laws and government/ other guidelines, to ensure that pay structures are appropriately aligned and the levels of remuneration remain appropriate.
- (c) While designing the remuneration package it should be ensured:

- (i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the person, to ensure the quality required to run the Company successfully;
  - (ii) there is 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) Some part of the remuneration package may be linked to the achievement of corporate performance targets of the Company and a strong alignment of interest with stakeholders.
- (e) The Committee may consult with the chairman of the Board as it deems appropriate.

The Committee shall observe the set of principles and objectives as envisaged under the Companies Act, 2013 (“Act”) (including Section 178 thereof), rules framed there under and clause 49 of the Listing Agreement including, inter-alia, principles pertaining to determining qualifications, positives attributes, integrity and independence.

- (f) In this context, the following policy has been formulated by the Nomination and Remuneration Committee and adopted by the Board of Directors through circulation on 08th December, 2014.

### **3. EFFECTIVE DATE**

This policy shall be effective from the date of its adoption by the Board.

### **4. DEFINITIONS**

- (a) In this Policy unless the context otherwise requires:
- (i) ‘Board of Directors’ or ‘Board’, in relation to the Company, means the collective body of the directors of the Company.
  - (ii) ‘Committee’ means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.
  - (iii) ‘Company’ means “BARON INFOTECH LIMITED”.
  - (iv) ‘Independent Director’ means a director referred to in Section 149(6) of the Companies Act, 2013 read with clause 49 of the Listing Agreement.
  - (v) ‘Key Managerial Personnel’ (KMP) shall have the meaning ascribed to it in the Act and the Rules made thereunder.
  - (vi) ‘Non-Executive Directors’ includes Independent Directors.

- (vii) 'Policy' means Nomination and Remuneration policy.
- (viii) 'Senior Management Personnel' for this purpose shall mean personnel of the Company who are members of its core management team excluding Board of Directors. It would comprise all members of management one level below the executive director(s), including the functional heads.
- (b) Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 and/ Listing Agreement as may be amended from time to time shall have the meaning respectively assigned to them therein.

## **5. APPLICABILITY**

This Policy is applicable to:

- (i) Directors, including Non- Executive Directors
- (ii) Key Managerial Personnel
- (iii) Senior Management Personnel

## **6. MEMBERSHIP**

- (a) The Committee shall consist of such number of directors as is required under applicable laws.
- (b) Membership of the Committee shall be disclosed in the Annual Report and on the website of the Company.
- (c) Term of the Committee shall be continuous unless terminated by the Board of Directors.

## **7. CHAIRMAN**

- (a) Chairman of the Committee shall be an Independent Director.
- (b) Chairperson of the Company (whether executive or non executive) may be appointed as a member of the Committee but shall not be the Chairman of the Committee.
- (c) Chairman of the Nomination and Remuneration Committee meeting shall be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

## **8. FREQUENCY OF MEETINGS**

The meeting of the Committee shall be held at such intervals as may be required.

## 9. COMMITTEE MEMBERS' INTERESTS

- (a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- (b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

## 10. SECRETARY

The Company Secretary of the Company shall act as Secretary of the Committee.

## 11. QUORUM

The quorum necessary for transacting business at a meeting of the Committee shall be two members or one-third of the members of the Nomination and Remuneration Committee; whichever is greater.

## 12. VOTING

- (a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of members present. Any such decision shall for all purposes be deemed a decision of the Committee.
- (b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

## 13. RESPONSIBILITY OF THE COMMITTEE

- (a) The Committee is responsible for:
  - (i) formulating criteria for determining qualifications, positive attributes and independence of a Director for the purpose of this Policy;
  - (ii) advising the Board on issues concerning principles for remuneration and other terms of employment including remuneration for the Directors (including Non-Executive Directors), KMPs and the Senior Management;
  - (iii) monitoring and evaluating programs for variable remuneration, both on-going and those that have ended during the year, for the Directors (including Non-Executive Directors), KMPs and the Senior Management;
  - (iv) monitoring and evaluating the application of this Policy;
  - (v) monitoring and evaluating current remuneration structures and levels in the Company; and
  - (vi) any other responsibility as determined by the Board.

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**14. APPOINTMENT OF DIRECTORS, KMP OR SENIOR MANAGEMENT PERSONNEL**

- (a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as a Director, KMP and/or Senior Management Personnel.
- (b) A person should possess adequate qualifications, expertise and experience for the position he/ she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient / satisfactory for the concerned position.
- (c) Appointment of Directors, KMPs and Senior Management Personnel is subject to compliance of provisions of the Companies Act, 2013 and compliance of clause 49 of the Listing Agreement.
- (d) The appointment of a Director or a KMP, as recommended by the Nomination and Remuneration Committee further requires the approval of the Board.

**15. REMUNERATION**

- (a) Remuneration to Executive Directors, Directors other than Executive Director:
  - (i) The remuneration/ compensation/ commission etc. to Directors will be determined by the Committee and recommended to the Board for approval. The remuneration/ compensation/ commission etc. shall be subject to the prior/post approval of the shareholders of the Company and Central Government, wherever required.
  - (ii) The remuneration and commission to be paid to Directors shall be as per the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.
  - (iii) Increments to the existing remuneration/ compensation structure of Directors shall be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Directors.
  - (iv) Where any insurance is taken by the Company on behalf of its Directors for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.
  - (v) Remuneration to Executive Director

**Fixed pay:**

- ✧ Executive Director(s) shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force.
- ✧ The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and approved by the shareholders and Central Government, wherever required.

**Variable components:**

- ✧ The Executive Director(s) may be paid performance linked commission within the overall limits as approved by the shareholders.

Remuneration to Directors other than Executive Director:

**Sitting Fees:**

- ✧ The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.

Provided that the amount of such fees shall not exceed the maximum amount as provided in the Companies Act, 2013, per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

**(b) Remuneration to KMP and Senior Management Personnel:**

- (i) The remuneration payable to KMP and Senior Management Personnel including their increments will be determined by the Managing Director and recommend to the Nomination and Remuneration Committee for approval.
- (ii) Where any insurance is taken by the Company on behalf of its KMP and Senior Management Personnel for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel. Provided that if such person is proved to be guilty, the premium paid on such insurance shall be treated as part of the remuneration.

(iii) Remuneration:

**(i) Fixed pay:**

- ✧ KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made there under for the time being in force.

- ✧ The break-up of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Committee.
- (ii) **Variable components:**
  - ✧ Based on the performance KMP and Senior Management Personnel will be paid incentives.

## 16. POLICY ON BOARD DIVERSITY

- (a) The Board of Directors shall have the optimum combination of Directors from the different areas/ fields like [production, management, quality assurance, finance, sales and marketing, research and development, Human Resources etc] or as may be considered appropriate.
- (b) The Board shall have at least one Board member who has accounting or related financial management expertise.

## 17. REMOVAL

The Committee may recommend, to the Board with reasons recorded in writing, removal of a Director(s), KMP(s) and Senior Management subject to the provisions and compliance of the applicable Act, rules and regulations, if any.

## 18. DISCLOSURE OF INFORMATION

This Policy shall be disclosed in the Board's report.

## 19. DEVIATION FROM THE POLICY

The Board may, in individual or collective case, deviate from this Policy, in its absolute discretion, if there are particular reasons to do so. In the event of any departure from the Policy, the Board shall record the reasons for such departure in the Board's minutes.

## 20. AMENDMENTS TO THE POLICY

The Board of Directors on its own and / or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed fit.

In case of any amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities, not being consistent with the provisions laid down under this Policy, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), clarification(s), circular(s) etc.

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

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

**SECRETARIAL AUDIT REPORT**  
For The Financial Year Ended 31st March, 2015

To  
The Members  
Baron Infotech Limited  
Hyderabad – 500 003

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Baron Infotech Limited, (hereinafter called the company). 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 31st March, 2015 has 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:

1. 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 31st March, 2015 according to the provisions of:
  - (i) The Companies Act, 2013 (the Act) (to the extent applicable) and the Rules made under that Act;
  - (ii) The Companies Act, 1956, and the Rules made under that Act (To the extent Applicable);
  - (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
  - (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
  - (v) Listing Agreements entered with the Stock Exchanges;



- (vi) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- (a) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - (b) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - (c) Securities and Exchange Board of India (Depositories and Participants) regulations, 1996;
2. Provisions of the following Regulations and Guidelines prescribed under Securities and Exchange Board of India Act, 1992 ('SEBI Act') were not applicable to the Company in the financial year under report:-
- (a) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - (b) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
  - (c) Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
  - (d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

The industry specific law(s) that are applicable to the Company are as follows:

- (a) The Information Technology Act, 2000
- (b) The Export and Import Policy of India
- (c) The Indian Copyright Act, 1957
- (d) The Patents Act, 1970
- (e) The Trade Marks Act,

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with BSE Limited (BSE);

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines etc. mentioned above, subject to the following observations;

- a) Key Managerial Persons i.e. Company Secretary and CFO were not appointed for the financial year ended 2014-15.

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**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.

Adequate notice was given to all directors to schedule the board meetings, agenda and detailed notes on agenda were sent and a system exists for seeking clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

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.

Place: Hyderabad  
Date: 14-08-2015

For P.S. Rao & Associates  
Company Secretaries

P.S.RAO  
Company Secretary  
ACS No:9769  
C P No:3829

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## MANAGEMENT DISCUSSION AND ANALYSIS

### Industry Structure and Development

According to NASSCOM India continues to be a premier destination for global sourcing of IT and enabled services, accounting for around 52% share in the global sourcing market during the financial year 2015. Exports from India are estimated to cross Rs. 115bn in financial year 2015. The growth in export markets is expected to be in ability to offer solutions that integrate new business models such as SMAC (Social, Mobile, Analytics and cloud) with traditional offerings and improvement in demand scenario with signs of revival in global economy SMAC based integrated offerings is expected to change the way business is to be done in the near future. This represents an attractive opportunity for Indian IT vendors. As per NASSCOM, the combined potential of SMAC based technologies is estimated to be between US \$ 70bn to 200bn over the next 3 years.

Big data is increasingly evolving as an indispensable tool to manage and run the business efficiently. India is well placed to tap this opportunity due to its proven IT strengths and analytics capabilities. As per NASSCOM India's big data industry is estimated to reach US \$ 1bn by 2016, increasing at a remarkable CAGR of over 10% from US \$ 200mn in 2015. The government sector continues to be the largest contributor of revenue in domestic market, with increased trust on e-governance initiatives

### Opportunities, Threats, Risks and Concerns:

While the domestic market shows signals of increased IT spend by government agencies, large operators of the industry only are able to address these big sized opportunities since they have the capacity built up with good cash reserves. Even multinational IT players are in the race to take up large deals which require substantial investment. Therefore smaller companies with limited or scarce resources certainly are continuing to remain at a disadvantageous position handicapped and have difficulty in reaching their targets. Our company too, has the same limitation.

### Outlook

The Company's aim is to optimally utilize its resources and grabbing all the possible opportunities for achieving the end result of the organization for the year and for long run sustainability. Investment in research is needed to come up with new products and to give tough competition to competitors.

### Operations of the Company

The Company has not been carrying on its operations due to lack of orders except some training programmes and back-to-back contract on behalf of others. The Company is exploring various sources to get software contracts.

### Internal Controls and Their Adequacies



The Company is endeavoring to place all the controlling systems to have proper control and accountability on the operations at each level.

**Human Resources / Industrial Relations**

The Company believes and recognizes that its employees are a vital resource in its growth and to give competitive edge in the present business scenario.

The Board of Directors wishes to place on record its appreciation for the hard work and dedication of its employees at all levels.

By Order of the Board  
for BARON INFOTECH LIMITED

Place: Hyderabad  
Date : 14-08-2015

Sd/-  
S.PAVAN NANDAN  
DIRECTOR

**CORPORATE GOVERNANCE:**  
(As required under Clause 49 of the listing agreement)

The Companies shares were listed on BSE Limited. The Corporate Governance Report has been prepared in accordance with Clause 49 of the Listing Agreement with the Stock Exchanges..

**1. BOARD OF DIRECTORS**

The Board presently comprises of five Directors, having rich and vast experience with specialized skills in their respective fields, out of which four are Non-Executive Directors. The Company has a Executive Chairman and four (4) Independent Directors comprising more than 50% of the total strength of the Board. The Non-Executive Directors are more than 50% of the total number of Directors with the Managing Director being the only Executive Director on the Board of the Company.

Name of the Director	Category	No of Board Meetings during the Year 2014-15		Attendance at last AGM 30-12-2014	Other Director ships*	No of Member ships held in Companies#
		Held	Attended			
<sup>1</sup> N. Viswanadha Rama Raju	Managing Director	4	4	YES	NIL	1
S.Pavan Nandan	Executive Director	4	4	YES	NIL	NIL
D. Chandra Subash	Independent Director	4	4	YES	NIL	1
<sup>1</sup> A.Chandra Sekhar	Independent Director	4	4	YES	NIL	1
<sup>1</sup> K.V.Narasimha Raju	Independent Director	4	4	YES	NIL	2
<sup>2</sup> N.Kamala Kumari	Independent Director	4	-	-	NIL	NIL
<sup>3</sup> B.Vishnu Vardhan Reddy	Independent Director	4	-	-	NIL	NIL
<sup>3</sup> P.Srinivasa Rao	Independent Director	4	-	-	NIL	NIL

\*Excluding Private Limited Companies and Section 8 Companies.

# Only Membership of Audit and Stakeholders Grievances Committees are considered.

<sup>1</sup>Ceased on 17th April, 2015.

<sup>2</sup> Co-opted as on 30th March, 2015.

<sup>3</sup> Co-opted as on 17th April, 2015.

During the year under review four Board Meetings were held on 29-08-2014, 14-11-2014, 14-02-2015 and 30-03-2015.

## 2. COMMITTEES OF DIRECTORS

### Audit Committee

The Company constituted a Qualified and Independent Audit Committee comprising of three Non-Executive Independent Directors in accordance with the provisions of Clause 49 of the Listing Agreement with the Stock Exchanges and Section 177 of the Companies Act, 2013.

The Committee is empowered with the powers as prescribed under Clause 49 of Listing Agreement 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.

The composition of the Audit Committee and the attendance of each Member of the Committee at the meetings were as follows:

S.No.	Name of the Director	Category held during the year	No of Meetings attended	No of Meetings
1	<sup>1</sup> K.V.Narasimha Raju	Chairman	3	3
2	<sup>1</sup> A.Chandra Sekhar	Independent Director	3	3
3	<sup>2</sup> N.Kamala Kumari	Chairman	3	-
4	D. Chandra Subash	Independent Director	3	3
5	<sup>3</sup> B.Vishnu Vardhan Reddy	Independent Director	3	-

1 Ceased to be the Chairman and Member as on 17th April, 2015.

2 Co-opted as Chairman as on 17th April, 2015

3 Co-opted as Member as on 17th April, 2015.

The Chairman of the Audit Committee also attended the last Annual General Meeting of the company.

The Audit Committee meetings were held during the period under review on the following date's 29-08-2014, 14-11-2014 and 14-02-2015. The gap between two audit Committee meetings was not more than four months.

The necessary quorum was present at all the meetings.

### Nomination & Remuneration Committee:

Nomination & Remuneration committee was duly constituted and comprises of Three (3) Non-Executive Directors. The Nomination & Remuneration Committee is authorized, to negotiate, finalize and approve the terms of appointment for Managing Directors/Whole-time Directors and other Senior Executives on behalf of the Company. The Composition of Nomination & Remuneration Committee is as follows:

Name of the Director	Nature of Directorship	Category	No of Meetings held during the year	No of Meetings attended
<sup>1</sup> K.V Narsimha Raju	Chairman	Independent Director	2	1
<sup>2</sup> P.Srinivasa Rao	Chairman	Independent Director	2	1
D. Chandra Subash	Member	Independent Director	2	2
<sup>3</sup> B.Vishnu Vardhan Reddy	Member	Independent Director	2	2

<sup>2</sup>Ce1Ceased on 17th April, 2015.

<sup>2</sup> & <sup>3</sup>Co-opted as on 17th April, 2015.

Chairman and members of the Remuneration Committee are Independent Non-Executive Members.

The Nomination and Remuneration Committee reviews the remuneration package payable to Executive Director(s) and Other Senior Executives in the top level management of the Company and other elements of their appointment and gives its recommendations to the Board and acts in terms of reference of the Board from time to time. The Company's Remuneration policy as applicable to Directors, Key Managerial Persons and other Senior Management Personnel of the Company is annexed as Annexure - 2 to the Board's Report.

### **Stakeholders Grievance Committee**

The present Composition of the Stakeholders Grievance Committee is as under:

S.NO.	Name of the Director	Nature of Directorship	Membership
1	D.Chandra Subash	Independent & Non-Executive Director	Chairman
2	S.Pavan Nandan	Executive Director	Member

The Committee is empowered to oversee the redressal of Investor's complaints pertaining to share transfer, non-receipt of Annual Reports, issue of duplicate share certificate, transmission of shares and other miscellaneous complaints in accordance with Clause 49 of the Listing Agreement with Stock Exchanges, the Board has authorized the Compliance Officer to approve the share transfers/transmissions and comply with other formalities in relation thereto. All investor complaints, which cannot be settled at the level of the Compliance Officer, will be placed before the Committee for final settlement.

### C. GENERAL BODY MEETINGS

i) The Details of the last three Annual General Meetings are given below:

Financial year ended	Date	Venue	Time	Special Resolution passed
June 30th, 2014	30th December, 2014.	101, First Floor, Micasa Flora, Durga Enclave, Komapaay, Secunderabad-16	11.00 AM	No Special Resolution
June 30th, 2013	30th December, 2013.	102, Galada Towers, Begumpet Secunderabad-16	11.00 AM	No Special Resolution
June 30th, 2012	29th December, 2012.	1-8-313, 4th Floor Linus Building, Chiran Fort Lane, Begumpet Secunderabad.	11.00 AM	No Special Resolution

ii) During the last three financial years the following Special Resolutions were passed at the Extra-Ordinary General Meetings and through Postal Ballet.

Year	Date	Time	Special Resolution Passed
2013-2014	No Extra-ordinary General Meeting of the members was held during the year		
2012-2013	No Extra-ordinary General Meeting of the members was held during the year		
2011-2012	No Extra-ordinary General Meeting of the members was held during the year		

### 3. DISCLOSURES

No transaction of material nature is entered into by the Company with the promoters, directors or management or their relatives etc that may have a potential conflict of interest of the Company. The Company has not entered into any contract with the director, which requires any entry in the register of contracts as required under the provisions of the Companies Act, 2013 there are no pecuniary transactions with the independent/ non-executive directors other than payment of remuneration/sitting fees.

Details of Non-Compliance and Penalties:

There was no non-compliance during the year by the Company on any matter related to Capital Market. There were no penalties imposed nor strictures passed on the Company by any Stock Exchanges, Securities and Exchange Board of India or any Statutory Authority relating to the Capital Markets.



**Whistle Blower Policy:**

As per the Internal Code of Conduct the employees have been given access to the Audit Committee

**Details of Compliance with Mandatory Requirements and Adoption of the Non-mandatory Requirements:**

The Company has complied with the mandatory requirement of Clause 49 and is in the process of implementation of Non-mandatory requirements if any.

**Relationships inter-se among Directors:**

In accordance with the provisions of the Companies Act, 2013, no directors and promoters are related to each other.

**Familiarization program of Independent Directors.**

The Company conducted familiarization program for the Independent Directors to familiarize them to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company etc. The Company also conducted a separate program on the latest SEBI Regulations to promote training to the Directors to ensure that the Board Members are kept up to date.

**4. Means of Communication**

Your Company complied with the requirements of Clause 41 of the Listing Agreement. The results are being published in Business Standard (English Newspaper) and Andhra Prabha (Telugu – Regional).

The Financial Results are regularly being submitted to the Stock Exchanges in accordance with the Listing Agreement and simultaneously displayed on the Company's website [www.baroninfotech.com](http://www.baroninfotech.com).

**5. GENERAL SHAREHOLDER'S INFORMATION**
**A. Annual General Meeting**

Date and Time	30th September, 2015-11.00AM
Venue	BARON INFOTECH LIMITED 504, Micasa Flora, Durga Enclave, Kompally, Secunderabad-14
Last Date of Proxy forms submission	48 Hours

<b>B. Financial Year</b>	: 1st July, 2014 to 31st March, 2015
<b>C. Book Closure</b>	: 23 <sup>rd</sup> September, 2015 to 30th September, 2015
<b>D. Listing on Stock Exchanges</b>	: BSE Limited, Mumbai

**Stock Code**

Name of the Stock Exchange	Stock Code	Scrp Code
BSE Limited	532336	BARONINF
Demat ISIN No. for NSDL & CDSL	INE228B01017	

**E. Market Price Data & Share Performance of the Company**

The monthly High, Low and trading volumes of the Companies Equity Shares during the last financial year 2014-2015 at BSE Limited is as under:

Months	Bombay Stock Exchange limited		
	High (Rs.)	Low(Rs.)	Volume
July, 2014	0.70	0.58	31,039
August, 2014	0.60	0.42	7,750
September, 2014	0.52	0.44	9,218
October, 2014	0.64	0.52	3,405
November, 2014	0.82	0.67	5,241
December, 2014	0.65	0.43	6,407
January, 2015	0.42	0.36	23,960
February, 2015	0.52	0.38	20,704
March, 2015	0.56	0.50	7,739

All Services relating to share transfer/transmissions and information may be addressed to:

**F. Registrar and Share Transfer System**

M/s Venture Capital Corporates Investments Private Limited  
 12-10-167, Bharatnagar  
 Hyderabad – 18.

**G. Share Transfer System**

Share Transfers in physical form shall be lodged with the Registrar at the said address. The share transfers are generally processed by our Registrars within 15 days from the date of receipt provided the documents are complete in all respects.

**H. Shareholding Pattern as on 31st March, 2015**

Category	No. of Shares held	% of Capital
Indian Promoters Banks, Financial institutions, Insurance Companies (Central/State Govt institutions/ Non-Govt. institution)	1059200  0	10.38  0
Indian Public	8558291	83.91
Private Corporate Bodies	242631	2.38
NRI's/OCB's/FCCB's, others	339878	3.33
<b>Total</b>	<b>10200000</b>	<b>100</b>

**I. Dematerialization of shares and liquidity**

The Company has made necessary arrangements with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) for dematerialization facility. As on 31st March, 2015, 59.42% of the Company's Equity Shares are in dematerialized form. The ISIN No. /Code for the Company's Equity Shares is INE228B01017. Shareholders can open an account with any of the depository participants registered with any of these depositories.

**J. Registered Office & Address for Correspondence**
**Baron Infotech Limited**

1-8-313,4th Floor, Linus Building, Chiran Fortlane, Begumpet, Secunderabad

For and on behalf of the Board

Sd/-

**S.PAVAN NANDAN**  
 Whole Time Director

Place : Hyderabad  
 Date : 14-08-2015

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**Whole Time Director Certification**

I had reviewed the financial statements read with the cash flow statement of Baron Infotech Limited for the year ended March 31st, 2015 and to the best of our knowledge and belief, we state that;

- a) (i) These statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading.
- (ii) These statements present true and fair view of the Company's affairs and are in compliance with current Accounting Standards, applicable laws and regulations.
- b) There are, to the best of my knowledge and belief, no transaction entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting. I had evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, and steps taken or proposed to be taken for rectifying these deficiencies.
- d) I had indicated to the Auditors and Audit Committee :
- (i) that there are no significant changes in internal control over financial reporting during the year;
- (ii) that there are no significant changes in accounting policies during the year; and
- (iii) that there are no instances of fraud involving the management or an employee.

Sd/-

Place: Hyderabad

Date: 30.05.2015

Whole Time Director

**Declaration by the Whole Time Director**

I, S. PAVAN NANDAN Whole Time Director, hereby declare that the Company has received the declarations from all the Board Members and Senior Management Personnel affirming compliance with Code of Conduct for Members of the Board and Senior Management for the year 2014-2015

Sd/-

Place: Hyderabad

Date: 30.05.2015

Whole Time Director

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**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of Baron Infotech Limited

We have examined the compliance of conditions of Corporate Governance by Baron Infotech Limited, for the period ended on 31st, March 2015, as stipulated in Clause 49 of the Listing Agreement of the said Company with Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the Shareholders/ Investors Grievance Committee.

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

Venkata Pavan Kumar & Co.,  
Chartered Accountants

Sd/-  
**V. Pavan**

Date : 30th May, 2015  
Place : Hyderabad.

## INDEPENDENT AUDITORS' REPORT

To  
The Members of **BARON INFOTECH LIMITED**,

### **Report on the Financial Statements**

We have audited the accompanying financial statements of BARON INFOTECH LIMITED ("the Company") which comprises the balance sheet as at 31st March 2015 and the statement of profit and loss and the cash flow for the year then ended and a summary of significant accounting policies and other explanatory information.

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

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the

appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2015;
- (b) in the case of the statement of profit and loss, of the loss for the year ended on that date; and
- (c) in the case of the statement of cash flow for the year ended on that date;

### Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. 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;
  - (c) the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - (d) in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - (e) on the basis of the written representations received from the directors as on 31st March 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015 from being appointed as a director in terms of Section 164 (2) of the Act; and
  - (f) 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 financial statements;
- ii. The Company has no long-term contracts including derivative contracts to the financial statements;
- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

For VENKATA PAVAN KUMAR & CO.,  
Chartered Accountants  
Firm Registration No. 011599S

Sd/-

**A.V. PAVAN KUMAR**

Partner

Membership No. 215902

Place : Hyderabad  
Date : 30.05.2015



**Annexure to the Auditor's Report**

Annexure referred to in paragraph 3 of the report of even date:-

The Annexure referred to in our Independent Auditors' Report to the members of the Company on financial statements for the period ended 31st March 2015, we report that:

- (i) (a) The company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) Fixed assets have been physically verified by the management at reasonable intervals; any material discrepancies were noticed on such verification and if so, the same have been properly dealt with in the books of account;
- (ii) The Company doesn't have physical inventories and hence clause 3(ii) of the Order is not applicable;
- (iii) The Company hasn't granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act. Thus, clause 3(iii) of the Order is not applicable;
- (iv) In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and sale of services. The activities of the Company do not involve purchase of inventory and the sale of goods. We have not observed any major weakness in the internal control system during the course of the audit;
- (v) The Company has not accepted any deposits from the public. Thus, clause 3(v) of the Order is not applicable;
- (vi) The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the services rendered by the Company. Thus, clause 3(vi) of the Order is not applicable;
- (vii) (a) The company is regular in depositing undisputed statutory dues including provident fund, employees' state insurance, income-tax, service tax, cess and any other statutory dues with the appropriate authorities;
- (b) According to the information and explanations given to us, there are no dues of provident fund, employees' state insurance, income-tax, service tax, cess which have been deposited with the appropriate authorities on account without any dispute;
- (c) According to the information and explanations given to us the amounts which were required to be transferred to the investor education and protection fund in accordance



with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules there under has been transferred to such fund within time;

- (viii) The company has accumulated losses at the end of the financial year are not less than fifty per cent of its net worth and has incurred cash losses in such financial year;
- (ix) The company has no dues to a financial institution or bank or debenture holders. Thus, clause 3(ix) of the Order is not applicable;
- (x) The company hasn't given any guarantee for loans taken by others from bank or financial institutions. Thus, clause 3(x) of the Order is not applicable;
- (xi) The company doesn't have any term loans. Thus, clause 3(xi) of the Order is not applicable;
- (xii) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

For VENKATA PAVAN KUMAR & CO.,  
Chartered Accountants  
Firm Registration No. 011599S

Place : Hyderabad  
Date : 30.05.2015

Sd/-  
**A.V. PAVAN KUMAR**  
Partner  
Membership No. 215902

**BALANCE SHEET AS AT 31.03.2015**

<b>PARTICULARS</b>	<b>SCH No.</b>	<b>As at 31.03.2015 (9months)</b>	<b>As at 30.06.2014 (12 months)</b>
<b>SOURCE OF FUNDS</b>			
<b>SHARE HOLDERS FUNDS</b>			
Share Capital	1	102,000,000	102,000,000
Reserves and Surplus	2	(92,745,086)	(71,160,866)
<b>CURRENT LIABILITIES</b>			
Other Current Liabilities	3	398,546	839,281
<b>TOTAL Rs.</b>		<b>9,653,460</b>	<b>31,678,415</b>
<b>II. ASSETS</b>			
<b>FIXED ASSETS</b>			
Tangible Assets	4 & 18	-	708,765
Advance for Capital works	18	-	9,250,000
Deferred Tax Asset	15	9,651,989	-
Current Assets, Loans & Advances			
Sundry Debtors	5	-	1,950,252
Cash & Bank Balances	6	1,471	2,471
Loans & Advances	7	-	19,766,927
<b>TOTAL Rs.</b>		<b>9,653,460</b>	<b>31,678,415</b>
Notes forming part of accounts	10		
The Notes referred to above forms an integral part of Financial statements			

As per our Report of Even Date  
For Venkata Pavan Kumar & Co.,  
Chartered Accountants,

For and on behalf of the Board of Directors

Sd/-

**(A.V. PAVAN KUMAR)**  
Partner  
Membership No. 215902

Sd/-

**S.Pavan Nandan**  
(Whole time-Director)  
DIN:02187696

Sd/-

**B.Vishnu Vardhan Reddy**  
(Additional Director)  
DIN:07151065

Place : Hyderabad  
Date : 30.05.2015



## PROFIT &amp; LOSS ACCOUNT FOR THE YEAR ENDED 31.03.2015

PARTICULARS	SCH No.	For the year ending 31.03.2015 (9months)	For the year ending 30.06.2014 (12 months)
<b>INCOME FROM OPERATIONS</b>			
Fees from Training in Software		199,000	672,000
Sale of software		229,000	521,000
Liabilities Written back	18	755,735	-
<b>TOTAL Rs.</b>		<b>1,183,735</b>	<b>1,193,000</b>
<b>EXPENDITURE</b>			
Employee Cost	8	456,000	535,120
Other Expenses	9	31,255,179	546,090
Depreciation and Impairment	4	708,765	145,743
<b>TOTAL Rs.</b>		<b>32,419,944</b>	<b>1,226,953</b>
Profit Before Tax		(31,236,209)	(33,953)
Less: Provision for Tax			
Current Tax		-	-
Deferred Tax	15	9,651,989	
<b>Profit After Tax</b>		<b>(21,584,220)</b>	<b>(33,953)</b>
EPS Basic & Diluted ( Rs.10 /- Face Value)	14	(0.021161)	(0.000033)
Notes forming part of accounts	10		
The Notes referred to above forms an integral part of Financial statements			

As per our Report of Even Date  
For Venkata Pavan Kumar & Co.,  
Chartered Accountants,

For and on behalf of the Board of Directors

Sd/-

**(A.V. PAVAN KUMAR)**  
Partner  
Membership No. 215902

Sd/-

**S.Pavan Nandan**  
(Whole time-Director)  
DIN:02187696

Sd/-

**B.Vishnu Vardhan Reddy**  
(Additional Director)  
DIN:07151065

Place : Hyderabad  
Date : 30.05.2015



## CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2015

	31-03-2015 (9months)	30-06-2014 (12 months)
<b>CASH FROM OPERATING ACTIVITIES</b>		
<b>Net profit ( Loss)</b>	<b>(31,236,209)</b>	<b>(33,952.53)</b>
Adjustments for		
Depreciation	708,764.81	145,742.53
Bad Debts/Advances/ Balances Written off etc	30,967,179.00	
Adjustments of Secured over draft with int receivable		
Adjustments of Debit / Credit Balances		
Miscellaneous Exp - Amortised		
Assets Writtenoff		
Liabilities written back	(755,735.00)	
	30,920,208.81	145,742.53
<b>Operating profit before working capital changes</b>	<b>(316,000.00)</b>	<b>111,790.00</b>
Adjustments for		
Inventories		
Deferred revenue expenditure		
Increase / (Decrease) in debtors		-
Loans, Advances and Other Current Assets Adj	-	(110,000.00)
Current Liabilities	315,000.00	-
	315,000.00	(110,000.00)
<b>Cash Generated from operations</b>	<b>(1,000.00)</b>	<b>1,790.00</b>
Income tax refund received / (Paid)	-	-
<b>Net Cash From Operating Activities</b>	<b>(1,000.00)</b>	<b>1,790.00</b>
<b>CASH FROM INVESTING ACTIVITIES</b>		
Purchase of Assets	-	
Proceeds from Sale of assets	-	
<b>Net Cash From Investing Activities</b>	<b>-</b>	<b>-</b>
	(1,000.00)	1,790.00
<b>CASH FROM FINANCING ACTIVITIES</b>		
Interest on Term Loans and Others	-	
Repayment of long term borrowings	-	
Repayment of Short term borrowings	-	
Repayment of Short term borrowings	-	
<b>Net Cash From ( Used in )/ Financing Activities</b>	<b>-</b>	
Net Increase/ Decrease in Cash and Cash Equivalents	(1,000.00)	1,790.00
Cash and Cash Equivalents - Opening balance	2,471.00	681.00
Cash and Cash Equivalents - Closing balance	1,471.00	2,471.00

As per our Report of Even Date  
For Venkata Pavan Kumar & Co.,  
Chartered Accountants,  
Sd/-

For and on behalf of the Board of Directors

**(A.V. PAVAN KUMAR)**  
Partner  
Membership No. 215902

Sd/-  
**S.Pavan Nandan**  
(Whole time-Director)  
DIN:02187696

Sd/-  
**B.Vishnu Vardhan Reddy**  
(Additional Director)  
DIN:07151065

Place : Hyderabad

Date : 30.05.2015

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

PARTICULARS	Note No.	As At 31.03.2015 (9months)	As At 30.06.2014 (12 months)
<b>Share Capital</b>			
<b>Authorised Capital</b>	1	<b>110,000,000</b>	<b>110,000,000</b>
1,10,00,000 Equity shares of Rs. 10/- each (Previous year 1,10,00,000 Equity Shares of Rs.10/- each)			
<b>Issued, Subscribed &amp; Paid up Capital</b>			
1,02,00,000 Equity share of Rs.10/- each fully paid up		102,000,000	102,000,000
(Previous year 1,02,00,000 Equity Shares of Rs.10/- each)			
<b>TOTAL</b>		<b>102,000,000</b>	<b>102,000,000</b>
a. Reconciliation of opening and closing outstanding no. of Shares			
No. of shares outstanding at the beginning of the year		10,200,000	10,200,000
Add: No. of shares allotted		-	-
No. of shares outstanding at the end of the year		10,200,000	10,200,000
b. Shares in the company held by each shareholder holding more than 5%:			
None of the Shareholder has Shareholding exceeding 5% during the Current year (Previous year :Nil)			
c. The company has only one class of equity shares having face value of Rs. 10/- per share. Each holder of equity shares is entitled to one vote per share.			
<b>RESERVES AND SURPLUS</b>			
Opening Balance	2	(71,160,866)	(71,126,913)
Add: Current Year surplus / (Deficit)		(21,584,220)	(33,953)
<b>TOTAL</b>		<b>(92,745,086)</b>	<b>(71,160,866)</b>

## FIXED ASSETS AND DEPRECIATION SCHEDULE

Note No. : 4

SI	PARTICULARS	GROSS BLOCK		DEPRECIATION BLOCK			NET BLOCK	
		As at 01.07.2014	As at 31.03.2015	As At 01.07.2014	For the Period	At at 31.03.2015	AsAt 31.03.2015	As at 30.06.14
A)	<b>TANGIBLE ASSETS</b>							
1	FURNITURE	5,765,350	5,765,350	5,404,134	361,215	5,765,350	-	361,215
2	OFFICE EQUIPMENT	2,357,985	2,357,985	2,077,713	280,272	2,357,985	-	280,272
3	COMPUTERS	16,288,322	16,288,322	16,277,290	11,033	16,288,322	-	11,033
4	VEHICLES	1,598,134	1,598,134	1,575,843	22,291	1,598,134	-	22,291
5	AIR CONDITIONERS	274,750	274,750	240,796	33,954	274,750	-	33,954
	<b>TOTAL</b>	<b>26,284,541</b>	<b>26,284,541</b>	<b>25,575,776</b>	<b>708,765</b>	<b>26,284,541</b>	<b>-</b>	<b>708,765</b>
	Previous year	26,284,541	26,284,541	25,430,034	145,743	25,575,776	708,765	

**NOTES FORMING PART OF FINANCIAL STATEMENTS**

PARTICULARS	Note No.	As At 31.03.2015 (9months)	As At 30.06.2014 (12 months)
<b>OTHER CURRENT LIABILITIES</b>	3		
Outstanding Expenses		315,000	354,721
Statutory dues payable		-	401,014
Share Application money (to be refunded)		83,546	83,546
<b>TOTAL</b>		<b>398,546</b>	<b>839,281</b>
<b>SUNDRY DEBTORS</b>	5		
Unsecured and considered good outstanding more than Six months		-	1,682,552
Other debts		-	267,700
		-	1,950,252
Considered doubtful			
Debts outstanding more than six months		20,633,454	18,683,202
Less: Provision for bad & doubtful debts		20,633,454	18,683,202
		-	-
<b>TOTAL</b>		<b>-</b>	<b>1,950,252</b>
<b>CASH AND BANK BALANCES</b>	6		
Cash		1,471	2,471
Balances with Scheduled Banks in Current Accounts		-	-
<b>TOTAL Rs.</b>		<b>1,471</b>	<b>2,471</b>
<b>Loans &amp; Advances</b>	7		
<b>(Unsecured and considered good)</b>			
<b>(Recoverable in cash or in kind or for value to be received )</b>			
Advances		-	18,095,512
Deposits		-	610,000
Pre-Paid Taxes		-	1,061,415
<b>TOTAL Rs.</b>		<b>-</b>	<b>19,766,927</b>

\* See Note 18



NOTES FORMING PART OF FINANCIAL STATEMENTS

PARTICULARS	Note No.	For the year ending 31.03.2015	For the year ending 30.06.2014
<b>Employee Cost</b>	<b>8</b>		
Payment to trainers		297,850	221,720
Staff Welfare		158,150	313,400
<b>TOTAL Rs.</b>		<b>456,000</b>	<b>535,120</b>
<b>Other Expenses</b>	<b>9</b>		
Rent		130,500	174,000
AGM Expenses		10,250	11,344
Share Transfer Expenses		-	27,476
Auditors Remuneration - Statutory Audit		35,000	20,000
Travelling and Conveyance		52,855	179,968
Printing and Stationary		1,970	1,969
Courier Charges		1,510	1,190
Office Maintenance		10,915	24,737
Consultancy & Other Expenses		15,000	75,408
Lisitng fee		30,000	30,000
Assets written off		30,967,179	-
<b>TOTAL Rs.</b>		<b>31,255,179</b>	<b>546,090</b>

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**SCHEDULE 10****Significant Accounting Policies and Notes on Accounts forming part of the Accounts for the period ended 31th March, 2015.****1. Basis of Accounting**

The financial Statements have been prepared and presented on historical cost convention under the accrual basis of accounting in accordance with accounting principles generally accepted in India (GAAP) and comply with mandatory Accounting Standards issued by the Institute of Chartered Accountants of India.

During the year ended 31March 2015 the revised Schedule III notified under the Companies Act 2013, has become applicable to the company, for preparation and presentation of its financial statements. The adoption of revised Schedule III does not impact recognition and measurement principles followed for preparation of financial statements. However, it has significant impact on presentation and disclosures made in the financial statements. The company has also reclassified the previous year figures in accordance with the requirements applicable in the current year and all figures are adjusted to nearest rupee.

**2. Revenue Recognition**

Revenue from Software Services is recognized based on milestones reached as per the terms of the contract. Revenue from Training services is recognized based on registration of members and commencement of batches.

**3. Fixed Assets**

Fixed assets are stated at actual cost of Acquisition. Cost of acquisition is inclusive of freight, duties, taxes installation expenses and other incidental expenses.

**4. Depreciation**

Fixed Assets are accounted at actual cost plus incidental expenses incurred in connection with the installation of the Fixed Assets / bringing them into use. Depreciation on fixed assets is calculated on Written down Value (WDV) Method at the rates prescribed under Schedule II to the Companies Act, 2013, on pro-rata basis

**5. Impairment of assets**

Impairment is ascertained at each balance sheet date in respect of the company's fixed assets. An impairment loss shall be recognized whenever the carrying amount of an asset exceeds its recoverable amount.

## 6. Taxes

### Current tax

The current charge for income taxes is calculated in accordance with the relevant tax regulations applicable to the Company.

### Deferred Tax

Deferred tax reflects the tax effects of timing differences between accounting income and taxable income for the period. The deferred tax is recognized using the tax rates that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is reasonable certainty that the assets can be realized in future. However in case of unabsorbed depreciation or carry forward of losses, the deferred tax assets are recognized only there is virtual certainty of realization of such assets.

## 7. Earnings per Share ( EPS)

Basic Earnings per share is calculated by dividing the net profit for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. The number of shares used in computing diluted earnings per share is the aggregate of the weighted average number of equity shares outstanding and the weighted average number of equity shares, which would be issued on the conversion of all the dilutive equity shares into equity shares. Dilutive potential equity shares are deemed to be converted as of the beginning of the year, unless they have been issued at a later date during the year.

## 8. Foreign Currency Transactions

Transactions in foreign currency are recorded at the exchange rate prevailing on the date of transaction. Assets and Liabilities, receivable / payable in foreign currency are shown at the exchange rate prevailing on the date of the Balance Sheet complying Accounting Standard 11 issued by ICAI.

## 9. Employee benefits

- i. Short term benefits are charged to revenue.
- ii. There is no liability provided for Gratuity, as none of the employees are eligible for Gratuity as per payment of Gratuity Act.
- iii. There is no liability provided in respect of leave encashment, as none of the employees have credit of earned leave.

## 10. Segment Reporting

The companies operations fall with in a single primary business segment; hence the disclosure requirements of AS 17 segment reporting issued by ICAI are not applicable.

## 11. Provisions and Contingencies

The Company creates a provision when there is a present obligation as a result of a past event that

Probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is

Possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

12. Debit & Credit balances in sundry debtors, loans & advances and creditors are subject to confirmation.

## 13. Related Party Transactions

The following persons are directors/ related parties in the company.

D.Chandra Subhash	--	Director
N.Kamala Kumari	--	Additional Director
N.Rama Raju	--	Managing Director.
A.Chandra Shekar	--	Director.
K.Narasimha Raju	--	Director.
S.Pavan Nandhan	--	Whole Time-Director.

During the Year there are no related party transactions.

14. Basic / Diluted Earnings Price Share	31.03.2015	30.06.2014
a. Net Profit attributable to equity share holders	(215,48,220)	(33,953)
b. Weighted average no. of equity shares	102,00,000	102,00,000
c. Earnings Per share ( a /b)	(0.021161)	(0.000033)
d. Nominal value per share	Rs. 10.00	Rs. 10.00



15. Deferred Tax	31.03.2015	30.06.2014
Deferred Tax Asset		
-Unabsorbed Depreciation / Business Loss	96,51,989	Nil
Deferred Tax Asset—Net	96, 51,989	--

16. Contingent Liabilities	31.03.2015	30.06.2014
Contingent liabilities as at end of the year:	NIL	NIL

### 17. Quantitative Details

During the company has not dealt with any material / goods hence particulars to be given such as quantitative details of sales and the information as required of part II of Schedule III to the Companies Act, 2013 may be treated as NIL

### 18. General

The Board of Directors vide its meeting held on 14th February 2015 approved the following:

1. Impairment of Tangible Assets of Rs. 708,765.00;
2. Written off of Advance for capital work in progress to the tune of Rs. 92,50,000.00
3. Written off of Short term advances to the tune of RS. 1,97,66,927.00
4. Provision for Bad and Doubtful Debts to the tune of RS. 19,50,252.00
5. Liabilities written back to the tune of Rs. 7,55,735.00

As per our report of even date

By Order of the Board

FOR VENKATA PAVAN KUMAR & CO  
Chartered Accountants  
Firm Registration No. 011599S

For and on behalf of Board of Directors

Sd/-  
**A.V. PAVAN KUMAR**  
Partner  
Membership No. 215902

Sd/-  
**S. Pavan Nandan**  
(Whole time-Director)  
DIN: 02187696

Sd/-  
**B. Vishnu Vardhan Reddy**  
(Additional Director)  
DIN:07151065

Place : Hyderabad  
Date : 30.05.2015



## Baron Infotech Limited

CIN : L72200TG1996PLC025855

Registered Office : 1-8-313, 4th Floor, Linus Building,  
Chiran Fort Lane, Begumpet, Secunderabad - 03

● E-mail :info@baroninfotech.com ● Website : www.baroninfotech.com

### ADMISSION SLIP

DATE

Wednesday, 30th  
September, 2015

VENUE

504, Micasa Flora,  
Durga Enclave, Kompally,  
Secunderabad-14

TIME

11.00 A.M.

Name & Address of Member

Serial No. :

I certify that I am a Member / Proxy for the Member holding \_\_\_\_\_ shares.

Please (√) in the box

Member

Proxy

Name of the Proxy in Block Letters

Signature of Member / Proxy attending

NOTES: i) Member / Proxy attending the Annual General Meeting (AGM) must bring his / her Admission Slip which should be signed and deposited before entry into the venue .

ii) Duplicate Admission Slip will not be issued at the venue.

### ELECTRONIC VOTING

Electronic voting (e-voting) facility is being provided in respect of the Resolutions proposed at the 18th AGM, in accordance with Section`108 of the Companies Act, 2013 read with Rule`20 of the Companies (Management and Administration) Rules, 2014. Please see Note (12) to the Notice dated 14th August, 2015, convening the AGM for the procedure with respect to e-voting.



# Baron Infotech Limited

CIN : L72200TG1996PLC025855

Registered Office : 1-8-313, 4th Floor, Linus Building,  
Chiran Fort Lane, Begumpet, Secunderabad - 03

● E-mail :info@baroninfotech.com ● Website : www.baroninfotech.com

### Form No.MGT-11

### PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration Rules, 2014)

CIN	L72200TG1996PLC025855	
Name of the Company	Baron Infotech Limited	
Registered Office	1-8-313, 4th Floor, Linus Building, Chiran Fort Lane, Begumpet, Secunderabad - 03	
Name of the member(s)		
Registered Address		
E-mail Id		
Folio No./Client ID	DP ID	

I / We, being the Member(s) of \_\_\_\_\_ shares of Baron Infotech Limited, hereby appoint

(1) Name : \_\_\_\_\_ Address : \_\_\_\_\_

\_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ r failing him

(2) Name : \_\_\_\_\_ Address : \_\_\_\_\_

\_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ r failing him

(3) Name : \_\_\_\_\_ Address : \_\_\_\_\_

\_\_\_\_\_  
E-mail ID : \_\_\_\_\_ Signature : \_\_\_\_\_ r failing him

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 18th Annual General Meeting (AGM) of the Company to be held on Wednesday, the 30th day of September, 2015 at 11.00 a.m.at 504, Micasa Flora, Durga Enclave, Kompally, Secunderabad-14, and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution Number	Description	Optional (√)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of Accounts for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.		
2	Appointment of M/s. M/s. Nekkanti Srinivasu & co, Chartered Accountants, as Auditors and to authorize the Board of Directors to fix their remuneration.		
<b>Special Business</b>			
3	Regularization of appointment Smt. N. Kamala Kumari (DIN No.07142555) as a Director of the Company.		
4	Regularization of appointment Sri. B.Vishnu Vardhan Reddy (DIN No. 07151065) as a Director of the Company.		
5	Regularization of appointment Sri. P.Srinivasa Rao (DIN No. 07151066) as a Director of the Company.		
6	Appointment of Smt. N. Kamala Kumari (DIN No.07142555) as an Independent Director for a period of five years with effect from the date of this AGM.		
7	Appointment of Sri. B.Vishnu Vardhan Reddy (DIN No. 07151065) as an Independent Director for a period of five years with effect from the date of this AGM.		
8	Appointment of Sri. P.Srinivasa Rao (DIN No. 07151066) as an Independent Director for a period of five years with effect from the date of this AGM.		

Signed this            day of    2015. Signature of shareholder:

Affix  
Revenue

NOTE : This form of proxy, in order to be effective, should be duly completed and deposited at Stamp the Registered Office of the Company not less than 48 hours before the commencement of the AGM i.e. by 11 a.m. on 28th September, 2015.



If undelivered please return to:

**BARON INFOTECH LIMITED**

Regd. Office: 1-8-313, 4th Floor,  
Linus Building, Chiran Fort Lane, Begumpet,  
Secunderabad – 500 003.