

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE  
FOR THE QUARTER ENDED ON 31<sup>st</sup> DECEMBER, 2008.**

Name of the Company: **BARON INFOTECH LIMITED**

Scrip-code-BSE-532336

Quarter Ended on : 31<sup>st</sup> December, 2008

<i>Particulars</i>	<i>Clause of Listing Agreement</i>	<i>Compliance Status (Yes/No)</i>	<i>Remarks</i>
<b>I. Board of Directors</b>	49 (I)		
(A) Composition of Board	49 (I A)	Yes	---
(B) Non-executive Directors' compensation & disclosures	49 (I B)	Yes	---
(C) Other provisions as to Board and Committees	49 (I C)	Yes	---
(D) Code of Conduct	49 (I D)	Yes	---
<b>II. Audit Committee</b>			
(A) Qualified & Independent Audit Committee	49 (II A)	Yes	---
(B) Meeting of Audit Committee	49 (II B)	Yes	---
(C) Powers of Audit Committee	49 (II C)	Yes	---
(D) Role of Audit Committee	49 (II D)	Yes	---
(E) Review of Information by Audit Committee	49 (II E)	Yes	---
<b>III. Subsidiary Companies</b>	49 (III)	N A	Company do not have any subsidiaries
<b>IV. Disclosures</b>			
(A) Basis of related party transactions	49 (IV A)	Yes	---
(B) Board Disclosures	49 (IV B & C)	Yes	---
(C) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	N A	Company has not raised any money through public, rights or preferential issue during the year.
(D) Remuneration of Directors	49 (IV E)	Yes	---
(E) Management	49 (IV F)	Yes	---
(F) Shareholders	49 (IV G)	Yes	---
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	---
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	---
<b>VII. Compliance</b>	49 (VIII)	Yes	---

This is for your information and necessary records.

Date: 12-01-2009  
Place: Secunderabad



for **Baron Infotech Limited.**

Managing Director

For **BARON INFOTECH LIMITED**  
  
Managing Director