



**Baron Infotech Limited**

CIN No.: L72200TG1996PLC025855  
1-8-313, 4th Floor, Linus Building,  
Chiran Fort Lane, Begumpet, Secunderabad.  
Tel : 040-32492514  
E-mail : info@baroninfotech.com  
URL : www.baroninfotech.com

Date: 07.09.2019

To  
Corporate Relationship Department  
BSE Limited,  
1st Floor, Rotunda Building,  
P.J. Towers, Dalal Street,  
Mumbai – 400 001

Dear Sir/ Ma'am

**Sub: Submission of Annual Report along with the Notice of Annual General Meeting for the FY 2018-19**  
**Ref.: Regulation 34(1) of Securities and Exchange Board of India (Listing Obligation and Disclosure**  
**Requirements) Regulations, 2015**  
**Scrip Code: 532336; Stock Symbol: BARONINF**

Pursuant to the above-mentioned Regulation, please find enclosed copy of the Annual Report of the Company for the FY 2018-19, together with the Notice of the 22<sup>nd</sup> Annual General Meeting to be held on Monday, the 30<sup>th</sup> of September, 2019 at 09:30 A.M. at 504, Micasa Flora, Durga Enclave, Kompally, Hyderabad.

Kindly take the same on record and acknowledge the receipt.

Thanking you,

Yours Sincerely,

For **BARON INFOTECH LIMITED**

  
Dutta Chandra Suresh  
Director

# **Baron Infotech Limited**



**22<sup>ND</sup> ANNUAL REPORT**

**2018-19**



**CORPORATE INFORMATION**

<b>BOARD OF DIRECTORS</b>	Mr. Surampudi Pavan Nandan, Chairman & Whole-time Director Mr. Dutta Chandra Subhash, Independent Director Ms. Kamala Kumari Nadimpally, Independent Director Mr. Vishnu Vardhan Reddy Billa, Independent Director Mr. Pokuri Srinivasa Rao, Independent Director
<b>BOARD COMMITTEES</b>	<p><b>Audit Committee:</b> Ms. Kamala Kumari Nadimpally, Chairperson Mr. Dutta Chandra Subhash Mr. Vishnu Vardhan Reddy Billa</p> <p><b>Nomination and Remuneration Committee:</b> Mr. Pokuri Srinivasa Rao, Chairperson Mr. Dutta Chandra Subhash Mr. Vishnu Vardhan Reddy Billa</p> <p><b>Stakeholders' Grievance Committee:</b> Mr. Dutta Chandra Subhash, Chairperson Mr. Surampudi Pavan Nandan Mr. Pokuri Srinivasa Rao</p>
<b>STATUTORY AUDITORS</b>	<b>M/s NSVR &amp; Associates LLP</b> , Chartered Accountants, Flat No.: 202, Plot No.: 28, Panchavati Co-op. Society, Road No.: 10, Banjara Hills, Hyderabad- 500034
<b>SECRETARIAL AUDITORS</b>	<b>M/s P.S. Rao &amp; Associates</b> , Company Secretaries, D. No.: 6-3-347/22/2, Flat No.: 10, 4 <sup>th</sup> Floor, Ishwarya Nilayam, Dwarakapuri Colony, Panjagutta, Hyderabad- 500082
<b>REGISTERED OFFICE</b>	<p><b>Registered Office:</b> 1-8-313, 4<sup>th</sup> Floor, Linus Building, Chiran Fort Lane, Begumpet, Secunderabad, Hyderabad – 500003 CIN: L72200TG1996PLC025855 Website: <a href="http://www.baroninfotech.com">www.baroninfotech.com</a> E-mail: <a href="mailto:info@baroninfotech.com">info@baroninfotech.com</a> Tel.: +91 040 32492514</p>
<b>BANKERS</b>	<b>Axis Bank Limited</b> , Banjara Hills, Road No. 1, Hyderabad
<b>REGISTRAR &amp; SHARE TRANSFER AGENTS</b>	<b>Venture Capital and Corporate Investments Private Limited</b> , 12-10-167, Bharat Nagar, Hyderabad- 500018



## NOTICE

**Notice is hereby given that the 22<sup>nd</sup> Annual General Meeting of the members of Baron Infotech Limited will be held on Monday, the 30<sup>th</sup> of September, 2019 at 09:30 A.M. at 504, Micasa Flora, Durga Enclave, Kompally, Secunderabad – 500014 to transact the following business:**

### Ordinary Business:

#### **Item No. 1:**

#### **Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019, together with the reports of the Board of Directors and Auditors thereon.

#### **Item No. 2:**

#### **Re-appointment of Director**

To appoint a Director in place of Mr. Surampudi Pavan Nandan (DIN: 02187696) who retires by rotation, and being eligible, offers himself for re-appointment.

### Special Business:

#### **Item No. 3:**

#### **Re-appointment of Mr. Dutta Chandra Subhash as an Independent Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, read with Schedule IV to the Companies Act, 2013 (“the Act”); the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Dutta Chandra Subhash (DIN: 02221641), who was appointed as an Independent Director at the 17<sup>th</sup> Annual General Meeting to hold office up to 29<sup>th</sup> December, 2019 and who is eligible for re-appointment and who meets the criteria of independence as specified in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing from a member under Section 160(1) proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five consecutive years, i.e., up to 29<sup>th</sup> December 2024.”

**By order of the Board of Directors**

Sd/-

**Surampudi Pavan Nandan**  
Whole-time Director

Place: Hyderabad  
Date : 14<sup>th</sup> August, 2019

**Notes:**

1. A statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("the Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company.

A person can act as a proxy on behalf of members not exceeding 50 and holding in aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy of any other member.

3. The instrument of proxy, in order to be effective, must be deposited at the registered office of the Company not later than FORTY-EIGHT HOURS before the commencement of the Meeting.
4. Corporate members intending to send their authorized representative(s) to attend the Meeting are requested to send the Company a certified true copy of the relevant Board Resolution together with the specimen signature(s) of the representative(s) authorized under the said Board Resolution to attend and vote on their behalf at the Meeting.
5. Members holding shares in physical form may obtain nomination forms from the Company's Registrar & Share Transfer Agent (RTA) and members holding shares in electronic form may obtain the same from their respective Depository Participants.
6. Members holding shares in physical form may write to the Company's 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.
7. Members holding shares in identical order of names in more than one folio are requested to write to the Company's RTA enclosing their certificates to enable consolidation of their shareholdings in one folio.
8. The Securities and Exchange Board of India ("the SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding

shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its RTA.

9. The SEBI has also mandated that securities of listed companies can be transferred only in dematerialized form w.e.f 01<sup>st</sup> April, 2019. Accordingly, the Company's RTA has stopped accepting any fresh lodgment of transfer of shares in physical form. Members holding shares in physical form are advised to avail the facility of dematerialization.
10. Members, Proxies and Authorized representatives are requested to bring the duly filled Attendance Slip attached herewith and their copies of the Annual Report to the Meeting. Copies of Annual Report will not be provided at the Meeting.
11. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and the Register of contracts or arrangements in which directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Company's registered office during normal business hours on working days, as well as at the venue of the Meeting.
12. The Register of members and Share Transfer Books will remain closed from 22<sup>nd</sup> September, 2019 to 30<sup>th</sup> September, 2019 (both days inclusive) in connection with the Annual General Meeting (AGM).
13. As part of the 'Green Initiative', the Notice of the 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 Participant(s) unless the Members have registered their request for a hard copy of the same. Physical copy of the Notice of the AGM, Annual Report and Attendance Slip are being sent to those members who have not registered their e-mail IDs with the Company or the 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 the duly filled Attendance Slip at the registration counter to attend the AGM.
14. Members may also kindly note that the Notice of the 22<sup>nd</sup> Annual General Meeting and the Annual Report for the FY 2018-19 are available on the Company's website: [www.baroninfotech.com](http://www.baroninfotech.com). The physical copies of the Notice, along with its accompanying documents and the Explanatory Statement pursuant to Section 102(1) of the Act, 2013, are also available at the Company's registered office for inspection during normal business hours on working days. Members desiring any information or having any queries may write to the Company at: [info@baroninfotech.com](mailto:info@baroninfotech.com).

**15. Retirement of Director by rotation:**

Mr. Surampudi Pavan Nandan, Whole-time Director of the Company, retires by rotation at the ensuing AGM and being, eligible, offers himself for re-appointment.

The Board of Directors commends the re-appointment of Mr. Surampudi Pavan Nandan as a Director, liable to retire by rotation.

**16. Please refer to the following detailed instructions on the modes of voting:****A. Voting through electronic means:**

In accordance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is providing the members facility to exercise their right to vote electronically, through the e-voting services provided by the National Securities Depository Limited (NSDL).

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

1. Open the attached PDF file 'Baron\_AR\_18-19.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, 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 homepage opens, click on 'e-voting' > 'Active Voting Cycles'.



8. Select 'EVEN' (E-voting Event Number) of Baron Infotech Limited. Now you are ready for e-voting as the '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 a resolution is cast, the member shall not be allowed to change it subsequently.
12. Institutional shareholders (i.e. other than individuals, HUFs, NRIs, 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 [csvanitha19@gmail.com](mailto:csvanitha19@gmail.com), with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
13. The voting period begins on 27-09-2019 (09:00 A.M.) and ends on 29-09-2019 (05:00 P.M.). During this period, shareholders of the Company, holding shares either in physical mode or in dematerialized mode, as on 24<sup>th</sup> September, 2019 (**cut-off date**) may cast their vote accordingly. 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 to the Frequently Asked Questions (FAQs) and the e-voting manual available at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Alternatively, you may write an email to the mail ID: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**B. Other instruction:**

1. 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 24<sup>th</sup> September, 2019.
2. Mrs. N. Vanitha, Practicing Company Secretary (C.P. No.: 10573), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
3. Kindly note that Members are requested to opt for one mode of voting, i.e., voting 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.
4. The Scrutinizer will, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting through Ballot Papers and will collate the same with the votes downloaded .



5. from the e-voting system to arrive at the final result for each of the resolutions forming part of the Notice of the AGM of the Company. Thereafter, the scrutinizer will submit, not later than 48 hours

from the conclusion of the AGM, a consolidated Scrutinizer's Report on the total votes cast in favour of or against, if any, the resolutions to the Chairman or a person authorized by him in writing who will countersign the same. The Chairman or the person authorized by him in writing will declare the result of voting forthwith.

6. 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 shares of the Company are listed, i.e. BSE Limited.
7. Members may address any query to Mr. Dutta Chandra Subhash, Compliance Officer, at the e-mail address: [info@baroninfotech.com](mailto:info@baroninfotech.com); Website: [www.baroninfotech.com](http://www.baroninfotech.com).

**By order of the Board of Directors**

Sd/-

**Surampudi Pavan Nandan**  
Whole-time Director

Place: Hyderabad  
Date : 14<sup>th</sup> August, 2019

**Registered Office:**

1-8-313, 4<sup>th</sup> Floor, Linus Building,  
Chiran Fort Lane, Begumpet,  
Secunderabad, Hyderabad – 500003  
CIN: L72200TG1996PLC025855  
Website: [www.baroninfotech.com](http://www.baroninfotech.com)  
E-mail: [info@baroninfotech.com](mailto:info@baroninfotech.com)  
Tel.: +91 040 32492514

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH RULE 15(3) OF THE COMPANIES (MEETINGS OF BOARD AND ITS POWERS) RULES, 2014**

**Item No. 3:**

At the 17<sup>th</sup> Annual General Meeting of the Company held on 30<sup>th</sup> December, 2014, the members of the Company had appointed Mr. Dutta Chandra Subhash (DIN: 02221641) as an Independent Director of the Company for a term of five years to hold office up to 29<sup>th</sup> December, 2019.

The Nomination and Remuneration Committee (NRC), on the basis of the report of annual performance evaluation, has recommended re-appointment of Mr. Dutta Chandra Subhash as an Independent Director on the Board of the Company, for a second term of five years.

The Board, based on the performance evaluation and as per the recommendation of the NRC, considers that the continued association of Mr. Dutta Chandra Subhash would be beneficial to the Company. Accordingly, it is proposed to re-appoint Mr. Dutta Chandra Subhash as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years.

Mr. Dutta Chandra Subhash is not disqualified from being appointed as a director in terms of Section 164 of the Companies Act, 2013, and has given his consent to act as a Director of the Company.

The Company has received a notice from a member of the Company, in terms of Section 160 of the Companies Act, 2013 ("the Act") proposing the candidature of Mr. Dutta Chandra Subhash for the office of Independent Director of the Company.

The Company has also received a declaration from Mr. Dutta Chandra Subhash that he meets the criteria of independence as stated in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations.

In the opinion of the Board, Mr. Dutta Chandra Subhash fulfills the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations. Mr. Dutta Chandra Subhash is independent of the management of the Company.

Pursuant to the provisions of Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-II), the profile of Mr. Dutta Chandra Subhash is provided in the **Annexure** to this Notice.

Copy of draft letter of appointment of Mr. Dutta Chandra Subhash setting out the terms and conditions of appointment is available for inspection by the members free of cost at the registered office of the Company.

Except Mr. Dutta Chandra Subhash, being the appointee director, and his relatives (to the extent they hold shares in the Company, if any), none of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board of Directors commends the Special Resolution set out at Item No. 3 of the Notice for approval by the members.

**Annexure**

Details of Directors seeking appointment/ re-appointment, pursuant to the provisions of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standards on General Meetings:

a.	Name	Mr. Surampudi Pavan Nandan	Mr. Dutta Chandra Subhash
b.	<b>Brief Resume</b>		
i.	Age	47 years	49 years
ii.	Qualification	Bachelor of Laws (B.L)	Bachelor of Science (B.Sc)
iii.	Nature of expertise and experience in specific functional areas	Over two decades of experience in handling legal and regulatory matters.	Expert in the field of Information Technology having 25+ years of experience in developing software applications
c.	<b>Date of first appointment on the Board of the Company</b>	03.05.2010	03.05.2010
d.	<b>Last remuneration drawn</b>	Nil	Nil
e.	<b>Relationship with other Director(s), Manager(s) or KMP(s) of the Company</b>	Nil	Nil
f.	<b>Shareholding in the Company</b>	Nil	Nil
g.	<b>Terms and Conditions of appointment/ re-appointment along with details of remuneration sought to be paid</b>	Whole-time Director liable to retire by rotation.  Terms of remuneration as approved by the Board from time to time.	Appointed as Independent Director for a second term of five years effective from 30 <sup>th</sup> September, 2019 to 29 <sup>th</sup> September, 2024.  Remuneration (by way of sitting fees or profit-related commission) sought to be paid: NIL
h.	<b>Number of meetings of the Board attended during the year</b>	4	4
i.	<b>Names of other companies in which directorship is held (excluding foreign and Section 8 companies)</b>	Nil	Nil
j.	<b>Names of other companies in which Committee Membership(s)/ Chairmanship(s) is held</b>	Nil	Nil