

Baron Infotech Limited



18th

ANNUAL REPORT

2014-15

Board of Directors

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

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, Komapally, 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 under help Section or write an email to 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 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 Website: 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