

Board of Directors

Sri. N. Viswanadha Rama Raju : Managing Director
Sri. S.Pavan Nandan : Independent Director
Sri D. Chandra Subash : Independent Director
Sri A.Chandra Sekhar : Independent Director
Sri K.V.Narasimha Raju : Independent Director

Auditors : M/s Venkata Pavan Kumar & Co.
Flat No.210B, 10-1-128
SanRemo Apartments, Masabtank
Hyderabad 28.

Bankers : Axis Bank Ltd
Banjara Hill
Hyderabad

Registered Office : 1-8-303/27, 2nd Floor,
OM Plaza.Sindhi Colony,
P.G Road, Secunderabad.

Share Transfer Agent : M/s Venture Capital Corporates Investments
Pvt. Ltd.,

NOTICE

Notice is hereby given that the 13th Annual General Meeting of the Company will be held on Wednesday, the 29th December, 2010 at 11.00 AM, at 1-8-303/27, 2nd Floor, OM Plaza, Sindhi Colony, P.G Road, Secunderabad., 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 30th June, 2010 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 a Director in place of Mr. K.V. Narasimha Raju who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. A.Chandra Sekhar who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"RESOLVED THAT M/s. Venkata Pavan Kumar & Co., Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to authorize the Board of Directors to fix their remuneration."

By order of the Board
For BARON INFOETECH LIMITED

Place:Hyderabad
Date: 29.11.2010

SD/
N.V.RAMA RAJU
MANAGING DIRECTOR

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxy forms in order to be effective must be received by 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 26.12.2010 to 29.12.2010 (both days inclusive) **in connection with the Annual General Meeting.**

4. M/s. Venture Capital Coporates Investments Private Limited, 12-10-167, BharatNagar, Hyderabad- 500 018, A.P. 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. **Details of Directors seeking re-appointment at the upcoming 13th Annual General Meeting (pursuant to Clause 49 of the Listing Agreement)**

As required under the Listing Agreement, the particulars of Directors, Mr. K.V. Narasimha Raju and Mr. A.Chandra Sekhar who is proposed to be re-appointed are given below:

A	Name	Mr. K.V. Narasimha Raju	Mr. A.Chandra Sekhar
B	Brief Resume:		
	i) Age	50	46
	ii) Qualification	Degree	Degree
C	Name(s) of the other Companies in which directorship held (as per Section 275 and 278 of the Companies Act, 1956)	None	None
D	Expertise	Service	Business
E	Relationship between Directors inter se(As per Section 6 and Schedule 1A of the Companies Act,1956)	—	—

By order of the Board
For BARON INFOETECH LIMITED

Place:Hyderabad
Date: 29.11.2010

SD/
N.V.RAMA RAJU
MANAGING DIRECTOR

DIRECTORS' REPORT

Dear Shareholders,

Your Directors have pleasure in presenting herewith the 13th Annual Report on the business of Your Company together with the Audited Accounts for the financial year ended 30th June, 2010.

FINANCIAL PERFORMANCE:

The contracts proposed have not materialized during the year under review.

PARTICULARS OF EMPLOYEES:

In pursuance of the provisions of section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules 1975, the directors are to report that no employee was in receipt of remuneration of Rs.24,00,000/- or more per annum or Rs.2,00,000/- or more per month if employed for a part of the year.

DIRECTORS:

Mr. K.V. Narasimha Raju and Mr. A.Chandra Sekhar, Directors of the Company will retire by rotation at the ensuing Annual General Meeting and are eligible for re-appointment.

PERSONNEL:

The relations between the management and the staff were very cordinal throughout this year. Your Directors take this opportunity to record their appreciation for the co-operation and loyal services rendered by the employees.

AUDITORS:

The Statutory Auditors of the Company, M/s. Venkata Pavan Kumar & Co., Chartered Accountants, retire at the conclusion of the forthcoming Annual General Meeting and are eligible for re-appointment. The Audit Committee and the Board recommend the re-appointment of M/s. Venkata Pavan Kumar & Co., Chartered Accountants, as Statutory Auditors of your Company.

DEPOSITS:

The Company has not accepted any deposits during the year.

INFORMATION U/S 217(2A) OF THE COMPANIES ACT, 1956:

Details of employees drawing remuneration exceeding limits prescribed U/s 217 (2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975 is attached with the report.

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 Your Directors confirm that:

- i. In preparation of annual accounts for the financial year ended 30th June, 2010 the applicable Accounting Standards have been followed;
- 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 30th June, 2010 and of the profit and loss of the Company for the year;
- iii. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Company Act 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and

The Directors have prepared the annual accounts on a 'going concern' basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the period under review there are no operations which require to be disclosed under this head as per the provisions of the Companies Act, 1956.

CORPORATE GOVERNANCE:

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 under Clause 49 of the listing agreement is enclosed as Annexure to this report.

MANAGEMENT DISCUSSION & ANALYSIS:

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

ACKNOWLEDGEMENTS:

Your Directors wish to express their gratitude to the Central and State Governments, investors, analysts, financial institutions, banks, business associates and customers, the medical profession, distributors and suppliers for their whole-hearted support. Your Directors commend all the employees of your Company for their continued dedication, significant contributions, hard work and commitment.

By order of the Board
For BARON INFOETECH LIMITED

Place:Hyderabad
Date: 29.11.2010

SD/
N.V.RAMA RAJU
MANAGING DIRECTOR

CORPORATE GOVERNANCE REPORT

(As required under Clause 49 of the listing agreement)

The Companies shares were listed on Bombay Stock Exchange Limited and The Hyderabad Stock Exchange.. 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 Non-Executive Chairman and four (4) Independent Directors comprising more than one third 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 2009-2010		Attendance at last AGM 29-12-2009	Other Directorships
		Held			
N. Viswanadha Rama Raju	Managing Director	4	Yes	Yes	NIL
S.Pavan Nandan	Independent Director	0	Yes	Yes	NIL
D. Chandra Subash	Independent Director	0	No	Yes	NIL
A.Chandra Sekhar	Independent Director	4	No	No	NIL
K.V.Narasimha Raju	Independent Director	4	No	Yes	NIL

During the year under review five Board Meetings were held on 16-07-2009, 15-10-2009, 19-01-2010 and 18-04-2010.

1. COMMITTEES OF DIRECTORS

A. 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 292A of the Companies Act, 1956.

The Committee is empowered with the powers as prescribed under Clause 49 of Listing Agreement and Section 292A of the Companies Act, 1956. The Committee also acts in terms of reference and directions of the Board from time to time.

The present 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
1	K.V.Narasimha Raju	Chairman & Independent Director
2	A.Chandra Sekhar	Independent Director
3	D. Chandra Subash	Independent Director

The Chairman of the Audit Committee also attended the last Annual General Meeting of the company. The Audit Committee meetings were held during the year under review on the following date's 16-07-2009, 15-10-2009, 19-01-2010 and 18-04-2010. The gap between two audit Committee meetings was not more than four months.

The necessary quorum was present at all the meetings.

A. Shareholders' Grievances Committee

The Present Composition of the Shareholders Grievances committee is as under:

S.No.	Name of the Director	Nature of Directorship	Membership
1	K.V.Narasimha Raju	Independent & Non-executive Director	Chairman
2	N. Viswanadha Rama Raju	Executive Director	Member

The Committee has been empowered to look into all share holders grievances periodically and take necessary actions.

There were no pending share transfers and un-resolved shareholders' grievances pertaining to the Financial year ended 30th June, 2010.

A. 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, 2009	29 th December, 2009	Golconda Garden Function Hall, Attapur X Roads, Rajendra Nagar, Hyderabad - 28	11.00 AM	No Special Resolution
June 30th, 2008	29 th December, 2008	Golconda Garden Function Hall, Attapur X Roads, Rajendra Nagar, Hyderabad - 28	11.00 AM	No Special Resolution
June 30th, 2007	5 th November, 2007	Golconda Garden Function Hall, Attapur X Roads, Rajendra Nagar, Hyderabad - 28	11.00 AM	No Special Resolution

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