

Baron Infotech Limited



23rd ANNUAL REPORT
2019-20

CORPORATE INFORMATION

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

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of the Baron Infotech Limited will be held on Wednesday, the 30th day of September, 2020 at 10:00 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, approve and adopt the Financial Statements for the year ended 31st March, 2020 including Audited Balance sheet as at 31st March, 2020 and the statement of Profit and Loss of the Company for the year ended on that date along 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. Bharani Ganapavarapu (DIN: 08631433), who retires by rotation, and being eligible, offers himself for re-appointment.

Item No: 3

Re-Appointment of Statutory Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 (“the Act”) read with of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or any re-enactments(s) thereof for the time being in force), M/s. NSVR & Associates LLP, Chartered Accountants, (Registration No. 008801S/S200060), be and are hereby re-appointed as Statutory Auditors of the Company for a second term of five (05) consecutive years to hold office from the date of conclusion of this meeting till the conclusion of the 28th Annual General Meeting to be held in the year 2025, on such terms and conditions and at such remuneration, including reimbursement of all out of pocket expenses in connection with the audit, as may be mutually decided between the Auditors and the Board of Directors.”

Special Business:

Item No: 4

Appointment of Mr. Bharani Ganapavarapu as a Whole-Time Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the recommendation of the Nomination and

Remuneration Committee, the consent of the members be and is hereby accorded to appoint Mr. Bharani Ganapavarapu (DIN: 08631433) as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Section 196 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and the recommendation of the Nomination and Remuneration Committee, consent of the members be and is hereby accorded to appoint Mr. Bharani Ganapavarapu (DIN: 08631433) as Whole-Time Director of the Company for a period of five (05) years w.e.f. 07.12.2019, at NIL remuneration and on such terms and conditions as the Board may decide from time to time.”

Item No. 5

Re-appointment of Ms. Kamala Kumar Nadimpally as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 & 152 and other applicable provisions, if any of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and the recommendation of the Nomination and Remuneration Committee, Ms. Kamala Kumari Nadimpally (DIN: 07142555) who was appointed as an Independent Director at the 18th Annual General Meeting (“AGM”) for a term of five (05) years to hold office up to the ensuing AGM and who is eligible for re-appointment and who meets the criteria as specified in the 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 her 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, for a second term of five (05) years to hold office up to the 28th AGM of the Company to be held in the year 2025.”

Item No. 6

Re-appointment of Mr. Pokuri Srinivasa Rao as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 & 152 and other applicable provisions, if any of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable Regulations, 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) and the recommendation of the Nomination and Remuneration Committee, Mr. Pokuri Srinivas Rao (DIN: 07151066), who was appointed as an Independent Director at the 18th Annual General Meeting for a term of Five (05) years to hold office up to the ensuing AGM and who is eligible for re-appointment and who meets the criteria of independence as specified in the 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 the Director, be and is hereby re-appointed as Independent Director of the Company,

not liable to retire by rotation, for a second term of five (05) years to hold office up to the 28th AGM of the Company to be held in the year 2025.”

Item No. 7

Re-appointment of Mr. Vishnu Vardhan Reddy Billa as an Independent Director of the Company:

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 & 152 and other applicable provisions, if any of the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17, 25 and other applicable Regulations, 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) and the recommendation of the Nomination and Remuneration Committee, Mr. Vishnu Vardhan Reddy Billa (DIN: 07151065), who was appointed as an Independent Director at the 18th Annual General Meeting for a term of Five (05) years to hold office up to the ensuing AGM and who is eligible for re-appointment and who meet the criteria of independence as specified in the 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 the Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office up to the 28th AGM of the Company to be held in the year 2025”

By order of the Board of Directors

Bharani Ganapavarapu
Chairman & Whole-time Director
DIN: 08631433

Date: 05.09.2020

Place: Hyderabad

Registered Office:

1-8-313, 4th Floor, Linus Building,
Chiran Fort Lane, Begumpet,
Secunderabad, Hyderabad – 500 003
CIN: L72200TG1996PLC025855
Website: www.baroninfotech.com
E-mail: info@baroninfotech.com
Tel.: +91040 32492514

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. 01st 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 22nd September, 2020 to 30th September, 2020 (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 23rd Annual General Meeting and the Annual Report for the FY 2019-20 are available on the Company's website: 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 Companies 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.

15. Retirement of Director by rotation:

Mr. Bharani Ganapavarapu, 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. Bharani Ganapavarapu 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_19-20.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:114397**) 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, with a copy marked to evoting@nsdl.co.in.
13. The voting period begins on 27-09-2020 (09:00 A.M.) and ends on 29-09-2020 (05:00 P.M.). During this period, shareholders of the Company holding shares either in physical mode or in dematerialized mode, as on 24th September, 2020 (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. Alternatively, you may write an email to the mail ID: evoting@nsdl.co.in.

B. Other instructions:

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 24th September, 2020.
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 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 favor 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.
5. The results declared, along with the Scrutinizer's Report, shall be communicated to the Stock Exchanges where the shares of the Company are listed, i.e. BSE Limited.
6. Members may address any query to Mr. Kanchan Sharma, Compliance Officer, at the e-mail address: info@baroninfotech.com; Website: www.baroninfotech.com.

By order of the Board of Directors

Bharani Ganapavarapu
Chairman & Whole-time Director

DIN: 08631433

Date: 05.09.2020

Place: Hyderabad

Registered Office:

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