



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: 31st July, 2020

To

Corporate Relationship Department

BSE Limited

1st Floor, Rotunda Building,

P.J. Towers, Dalal Street,

Mumbai- 400 001.

Scrip Code: 532336; Stock Symbol: BARONINF

Dear Sir,

Sub: Submission of Annual Secretarial Compliance Report for financial year ended 31st March, 2020

In accordance with Regulation 24A of the Securities and Exchange Board of India Limited (Listing Obligation and Disclosure Requirements) Regulations, 2015 read with SEBI circular no. CIRJCFD/CMDI/27/2019 dated 08th February, 2019, we hereby submit the Annual Secretarial Compliance Report for the financial year ended 31st March, 2020.

Kindly take the above information on record.

Thanking you,

Yours Sincerely,

For **Baron Infotech Limited**



Dutta Chandra Subhash

Director

DIN NO: 02221641



**SECRETARIAL COMPLIANCE REPORT
OF
BARON INFOTECH LIMITED
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2020**

We, **P.S. Rao & Associates**, Company Secretaries, have examined:

- (a) All the documents and records made available to us and the explanation provided by **Baron Infotech Limited**, having its registered office at 1-8-313, 4th Floor, Linus Building, Chiran Fort Lane, Begumpet, Hyderabad-500003, Telangana, hereinafter referred to as "**the listed entity**";
- (b) The filings/ submissions made by the listed entity to the Stock Exchanges;
- (c) Website of the listed entity; and
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended **March 31, 2020** ("April 01, 2019 to March 31, 2020"), in respect of compliance with the provisions of:

- (a) The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars and guidelines issued thereunder; and
- (b) The Securities Contracts (Regulation) Act, 1956 ("SCRA"), the rules made thereunder and the regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018- *Not applicable to the listed entity during the audit period*;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;



- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018- *Not applicable to the listed entity during the audit period;*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- *Not applicable to the listed entity during the audit period;*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- *Not applicable to the listed entity during the audit period;*
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013- *Not applicable to the listed entity during the audit period;*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) The Depositories Act, 1996;
- (j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018; and
- (k) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993

and based on the above examination, we hereby report that, during the review period:

- (i) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except the following:
 - a. *The entire shareholding of the Promoter(s) and Promoter Group is in physical form, which is in non-compliance of the provisions of Regulation 31 of the SEBI (LODR) Regulations, 2015 ('Listing Regulations').*
 - b. *The Company has not paid the Annual Listing Fee to BSE Limited for the financial year 2019-20 as per Regulation 14 of Listing Regulations.*
- (ii) The listed entity has maintained proper records under the provisions of the above regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records;
- (iii) The following are the actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



[Handwritten signature]

Sr. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any
1	BSE Limited	Regulation 31(2) of the Listing Regulations requires every listed company to ensure that 100% shareholding of the promoter(s) and promoter group is in dematerialized form and is maintained as such on a continuous basis.	Company's shares were put under Trade-to-Trade Segment	NIL
2	BSE Limited	The Company shall pay the annual listing fees as per Regulation 14 of SEBI (LODR) Regulations, 2015	Trading in the shares of the Company was suspended w.e.f. 01 st March, 2020	The Company shall pay the said annual listing dues and make an application for the revocation of suspension in the trading of shares

(iv) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the Secretarial Compliance Report for the year ended 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the action taken by the listed entity
1	The Company had not appointed Key Managerial Personnel i.e. Company Secretary and Compliance Officer as required under Regulation 6 of the SEBI (LODR) Regulations, 2015	The Company had not appointed the Company Secretary & Compliance Officer as required under Regulation 6 of the SEBI (LODR) Regulations, 2015	The Company appointed a Company Secretary & Compliance Officer w.e.f. 25.10.2019.	--




D. Rao

2	NIL	<p>Certain members of the Promoter group have not complied with the provisions of SEBI Circular No. CIR/ISD/3/2011 which requires all the shares of Promoters and Promoter Group to be in dematerialized form. Further, certain members of the Promoter Group having shares in physical mode have not provided their PAN and bank account details, as required by SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018.</p>	<p>The Company is making efforts to get in touch with the promoters to request them to get their shares dematerialized.</p>	<p>The entire shareholding of the Promoter(s) and promoter Group is in physical form, which is in non-compliance of the provisions of Regulation 31 of the SEBI (LODR) Regulations, 2015 ('Listing Regulations').</p>
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- (v) Since the auditor has already been appointed, the terms of appointment of the auditor have been suitably modified to give effect to clauses 6(A) and 6(B) of SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18th October, 2019.

For **P.S. Rao & Associates**
Company Secretaries



D.S. Rao

D.S. Rao
Company Secretary
M. No.: 12394
C.P. No.: 14487
UDIN: A012394B000541274

Place: Hyderabad
Date : 31st July, 2020