

## General information about company

|                                 |                        |
|---------------------------------|------------------------|
| Scrip code                      | 532336                 |
| NSE Symbol                      | BARON INFOTECH         |
| MSEI Symbol                     |                        |
| ISIN                            | INE228B01017           |
| Name of the entity              | BARON INFOTECH LIMITED |
| Date of start of financial year | 01-04-2017             |
| Date of end of financial year   | 31-03-2018             |
| Reporting Quarter               | Yearly                 |
| Date of Report                  | 31-03-2018             |
| Risk management committee       | Not Applicable         |

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Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| Disclosure of notes on composition of board of directors explanatory                 |                 |                        |     |     |                         | <a href="#">Add Notes</a> |                         |                                         |                   |                                |                                                                                                                    |                                                                                                                                       |                                                                                                                                                                |                             |                             |
|--------------------------------------------------------------------------------------|-----------------|------------------------|-----|-----|-------------------------|---------------------------|-------------------------|-----------------------------------------|-------------------|--------------------------------|--------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------|-----------------------------|
| Is there any change in information of board of directors compare to previous quarter |                 |                        |     |     |                         | No                        |                         |                                         |                   |                                |                                                                                                                    |                                                                                                                                       |                                                                                                                                                                |                             |                             |
| Sr                                                                                   | Title (Mr / Ms) | Name of the Director   | PAN | DIN | Category 1 of directors | Category 2 of directors   | Category 3 of directors | Date of appointment in the current term | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations) | Notes for not providing PAN | Notes for not providing DIN |
| <a href="#">Add</a>                                                                  |                 | <a href="#">Delete</a> |     |     |                         |                           |                         |                                         |                   |                                |                                                                                                                    |                                                                                                                                       |                                                                                                                                                                |                             |                             |

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**II. Composition of Committees**

|                                                                              |                           |
|------------------------------------------------------------------------------|---------------------------|
| Disclosure of notes on composition of committees explanatory                 | <a href="#">Add Notes</a> |
| Is there any change in information of committees compare to previous quarter | No                        |

**Audit Committee Details**

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|---------|
| 1  |            |                           |                         |                         |         |
| 2  |            |                           |                         |                         |         |
| 3  |            |                           |                         |                         |         |
| 4  |            |                           |                         |                         |         |
| 5  |            |                           |                         |                         |         |
| 6  |            |                           |                         |                         |         |
| 7  |            |                           |                         |                         |         |
| 8  |            |                           |                         |                         |         |
| 9  |            |                           |                         |                         |         |
| 10 |            |                           |                         |                         |         |

**Nomination and remuneration committee**

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|---------|
| 1  |            |                           |                         |                         |         |
| 2  |            |                           |                         |                         |         |
| 3  |            |                           |                         |                         |         |
| 4  |            |                           |                         |                         |         |
| 5  |            |                           |                         |                         |         |
| 6  |            |                           |                         |                         |         |
| 7  |            |                           |                         |                         |         |
| 8  |            |                           |                         |                         |         |
| 9  |            |                           |                         |                         |         |
| 10 |            |                           |                         |                         |         |

## Annexure 1

### III. Meeting of Board of Directors

| Disclosure of notes on meeting of board of directors explanatory |                                                                                                 | <a href="#">Add Notes</a>                                   |
|------------------------------------------------------------------|-------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
| Sr                                                               | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) |
| <a href="#">Add</a> <a href="#">Delete</a>                       |                                                                                                 |                                                             |
| 1                                                                | 28-11-2017                                                                                      |                                                             |
| 2                                                                | 13-02-2018                                                                                      | 76                                                          |

**Stakeholders Relationship Committee**

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|---------|
| 1  |            |                           |                         |                         |         |
| 2  |            |                           |                         |                         |         |
| 3  |            |                           |                         |                         |         |
| 4  |            |                           |                         |                         |         |
| 5  |            |                           |                         |                         |         |
| 6  |            |                           |                         |                         |         |
| 7  |            |                           |                         |                         |         |
| 8  |            |                           |                         |                         |         |
| 9  |            |                           |                         |                         |         |
| 10 |            |                           |                         |                         |         |

**Risk Management Committee**

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|---------|
| 1  |            |                           |                         |                         |         |
| 2  |            |                           |                         |                         |         |
| 3  |            |                           |                         |                         |         |
| 4  |            |                           |                         |                         |         |
| 5  |            |                           |                         |                         |         |
| 6  |            |                           |                         |                         |         |
| 7  |            |                           |                         |                         |         |
| 8  |            |                           |                         |                         |         |
| 9  |            |                           |                         |                         |         |
| 10 |            |                           |                         |                         |         |

**Corporate Social Responsibility Committee**

| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Remarks |
|----|------------|---------------------------|-------------------------|-------------------------|---------|
| 1  |            |                           |                         |                         |         |
| 2  |            |                           |                         |                         |         |
| 3  |            |                           |                         |                         |         |
| 4  |            |                           |                         |                         |         |
| 5  |            |                           |                         |                         |         |
| 6  |            |                           |                         |                         |         |
| 7  |            |                           |                         |                         |         |
| 8  |            |                           |                         |                         |         |
| 9  |            |                           |                         |                         |         |
| 10 |            |                           |                         |                         |         |

| Other Committee |            |                           |                         |                         |                         |         |
|-----------------|------------|---------------------------|-------------------------|-------------------------|-------------------------|---------|
| Sr              | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1               |            |                           |                         |                         |                         |         |
| 2               |            |                           |                         |                         |                         |         |
| 3               |            |                           |                         |                         |                         |         |
| 4               |            |                           |                         |                         |                         |         |
| 5               |            |                           |                         |                         |                         |         |
| 6               |            |                           |                         |                         |                         |         |
| 7               |            |                           |                         |                         |                         |         |
| 8               |            |                           |                         |                         |                         |         |
| 9               |            |                           |                         |                         |                         |         |
| 10              |            |                           |                         |                         |                         |         |

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**IV. Meeting of Committees**

Disclosure of notes on meeting of committees explanatory

**Add Notes**

| Sr                                                                                                                                          | Name of Committee | Date(s) of meeting of the committee in the relevant quarter | Whether requirement of Quorum met (Yes/No) | Requirement of Quorum met | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings (in number of days) | Name of other committee |
|---------------------------------------------------------------------------------------------------------------------------------------------|-------------------|-------------------------------------------------------------|--------------------------------------------|---------------------------|-------------------------------------------------------------|----------------------------------------------------------------------|-------------------------|
| <div style="display: flex; justify-content: space-between; align-items: center;"> <span><b>Add</b></span> <span><b>Delete</b></span> </div> |                   |                                                             |                                            |                           |                                                             |                                                                      |                         |
| 1                                                                                                                                           | Audit Committee   | 13-02-2018                                                  | Yes                                        | 3                         | 28-11-2017                                                  | 76                                                                   |                         |

**Annexure 1**

**V. Related Party Transactions**

| Sr                                                                    | Subject                                                                                                | Compliance status<br>(Yes/No/NA) | If status is "No" details of non-compliance may be given here. |
|-----------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------|----------------------------------------------------------------|
| 1                                                                     | Whether prior approval of audit committee obtained                                                     | NA                               |                                                                |
| 2                                                                     | Whether shareholder approval obtained for material RPT                                                 | NA                               |                                                                |
| 3                                                                     | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | NA                               |                                                                |
| <b>Disclosure of notes on related party transactions</b>              |                                                                                                        |                                  | <b>Add Notes</b>                                               |
| <b>Disclosure of notes of material transaction with related party</b> |                                                                                                        |                                  | <b>Add Notes</b>                                               |



**Annexure 1**

**VI. Affirmations**

| Sr | Subject                                                                                                                                                                                                                | Compliance status (Yes/No)                                                                                                                                    |
|----|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1  | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015                                                                                          | Yes                                                                                                                                                           |
| 2  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015<br><b>a. Audit Committee</b>                                                        | Yes                                                                                                                                                           |
| 3  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>b. Nomination &amp; remuneration committee</b>                               | Yes                                                                                                                                                           |
| 4  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>c. Stakeholders relationship committee</b>                                   | Yes                                                                                                                                                           |
| 5  | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.<br><b>d. Risk management committee (applicable to the top 100 listed entities)</b> | NA                                                                                                                                                            |
| 6  | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                                        | Yes                                                                                                                                                           |
| 7  | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.                            | Yes                                                                                                                                                           |
| 8  | This report and/or the report submitted in the previous quarter has been placed before Board of Directors.                                                                                                             | Yes                                                                                                                                                           |
| 9  | <b>Any comments/observations/advice of Board of Directors may be mentioned here:</b>                                                                                                                                   | <div style="border: 1px solid black; border-radius: 10px; background-color: #c00000; color: white; padding: 5px 15px; display: inline-block;">Add Notes</div> |

**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

| Sr | Item                                                                                                                                    | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | Web address           |
|----|-----------------------------------------------------------------------------------------------------------------------------------------|-------------------------------|----------------------------------------------------------------|-----------------------|
| 1  | Details of business                                                                                                                     | Yes                           |                                                                | www.baroninfotech.com |
| 2  | Terms and conditions of appointment of independent directors                                                                            | Yes                           |                                                                | www.baroninfotech.com |
| 3  | Composition of various committees of board of directors                                                                                 | Yes                           |                                                                | www.baroninfotech.com |
| 4  | Code of conduct of board of directors and senior management personnel                                                                   | Yes                           |                                                                | www.baroninfotech.com |
| 5  | Details of establishment of vigil mechanism/ Whistle Blower policy                                                                      | Yes                           |                                                                | www.baroninfotech.com |
| 6  | Criteria of making payments to non-executive directors                                                                                  | Yes                           |                                                                | www.baroninfotech.com |
| 7  | Policy on dealing with related party transactions                                                                                       | NA                            |                                                                |                       |
| 8  | Policy for determining 'material' subsidiaries                                                                                          | NA                            |                                                                |                       |
| 9  | Details of familiarization programmes imparted to independent directors                                                                 | Yes                           |                                                                | www.baroninfotech.com |
| 10 | Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes                           |                                                                | www.baroninfotech.com |
| 11 | email address for grievance redressal and other relevant details                                                                        | Yes                           |                                                                | www.baroninfotech.com |
| 12 | Financial results                                                                                                                       | Yes                           |                                                                | www.baroninfotech.com |
| 13 | Shareholding pattern                                                                                                                    | Yes                           |                                                                | www.baroninfotech.com |
| 14 | Details of agreements entered into with the media companies and/or their associates                                                     | NA                            |                                                                |                       |
| 15 | New name and the old name of the listed entity                                                                                          | NA                            |                                                                |                       |
| 16 | Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]                                                 |                               | <b>Add Notes</b>                                               |                       |

**Annexure II**

**II. Annual Affirmations**

| Sr                                          | Particulars                                                                                                       | Regulation Number       | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here.                                                                                          |
|---------------------------------------------|-------------------------------------------------------------------------------------------------------------------|-------------------------|-------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1                                           | Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility' | 16(1)(b) & 25(6)        | Yes                           |                                                                                                                                                         |
| 2                                           | Board composition                                                                                                 | 17(1)                   | Yes                           |                                                                                                                                                         |
| 3                                           | Meeting of Board of directors                                                                                     | 17(2)                   | Yes                           |                                                                                                                                                         |
| 4                                           | Review of Compliance Reports                                                                                      | 17(3)                   | Yes                           |                                                                                                                                                         |
| 5                                           | Plans for orderly succession for appointments                                                                     | 17(4)                   | Yes                           |                                                                                                                                                         |
| 6                                           | Code of Conduct                                                                                                   | 17(5)                   | Yes                           |                                                                                                                                                         |
| 7                                           | Fees/compensation                                                                                                 | 17(6)                   | Yes                           |                                                                                                                                                         |
| 8                                           | Minimum Information                                                                                               | 17(7)                   | Yes                           |                                                                                                                                                         |
| 9                                           | Compliance Certificate                                                                                            | 17(8)                   | Yes                           |                                                                                                                                                         |
| 10                                          | Risk Assessment & Management                                                                                      | 17(9)                   | Yes                           |                                                                                                                                                         |
| 11                                          | Performance Evaluation of Independent Directors                                                                   | 17(10)                  | Yes                           |                                                                                                                                                         |
| 12                                          | Composition of Audit Committee                                                                                    | 18(1)                   | Yes                           |                                                                                                                                                         |
| 13                                          | Meeting of Audit Committee                                                                                        | 18(2)                   | Yes                           |                                                                                                                                                         |
| 14                                          | Composition of nomination & remuneration committee                                                                | 19(1) & (2)             | Yes                           |                                                                                                                                                         |
| 15                                          | Composition of Stakeholder Relationship Committee                                                                 | 20(1) & (2)             | Yes                           |                                                                                                                                                         |
| 16                                          | Composition and role of risk management committee                                                                 | 21(1),(2),(3),(4)       | NA                            |                                                                                                                                                         |
| 17                                          | Vigil Mechanism                                                                                                   | 22                      | Yes                           |                                                                                                                                                         |
| 18                                          | Policy for related party Transaction                                                                              | 23(1),(5),(6),(7) & (8) | Yes                           |                                                                                                                                                         |
| 19                                          | Prior or Omnibus approval of Audit Committee for all related party transactions                                   | 23(2), (3)              | NA                            |                                                                                                                                                         |
| 20                                          | Approval for material related party transactions                                                                  | 23(4)                   | NA                            |                                                                                                                                                         |
| 21                                          | Composition of Board of Directors of unlisted material Subsidiary                                                 | 24(1)                   | NA                            |                                                                                                                                                         |
| 22                                          | Other Corporate Governance requirements with respect to subsidiary of listed entity                               | 24(2),(3),(4),(5) & (6) | NA                            |                                                                                                                                                         |
| 23                                          | Maximum Directorship & Tenure                                                                                     | 25(1) & (2)             | Yes                           |                                                                                                                                                         |
| 24                                          | Meeting of independent directors                                                                                  | 25(3) & (4)             | Yes                           |                                                                                                                                                         |
| 25                                          | Familiarization of independent directors                                                                          | 25(7)                   | Yes                           |                                                                                                                                                         |
| 26                                          | Memberships in Committees                                                                                         | 26(1)                   | Yes                           |                                                                                                                                                         |
| 27                                          | Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel | 26(3)                   | Yes                           |                                                                                                                                                         |
| 28                                          | Disclosure of Shareholding by Non-Executive Directors                                                             | 26(4)                   | Yes                           |                                                                                                                                                         |
| 29                                          | Policy with respect to Obligations of directors and senior management                                             | 26(2) & 26(5)           | Yes                           |                                                                                                                                                         |
| <b>Any other information to be provided</b> |                                                                                                                   |                         |                               | <div style="border: 1px solid black; background-color: #c00000; color: white; padding: 5px; display: inline-block; border-radius: 5px;">Add Notes</div> |

## Annexure II

### III. Affirmations

| Sr                                          | Particulars                                                                                                                                                        | Compliance status<br>(Yes/No/NA) |
|---------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------|
| 1                                           | The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied | NA                               |
| <b>Any other information to be provided</b> |                                                                                                                                                                    | <b>Add Notes</b>                 |

### Signatory Details

|                       |                   |
|-----------------------|-------------------|
| Name of signatory     | PAVAN NANDAN      |
| Designation of person | Managing Director |
| Place                 | HYDERABAD         |
| Date                  | 12-04-2018        |