

May 30, 2023

To,
The Secretary, Listing Department, BSE Ltd.,
Phiroze Jeejeebhoy Towers, Dalal Street, Fort,
Mumbai-400001.
Scrip Code: 532694

To,
The Manager, Listing Department, National
Stock Exchange of India Limited, Exchange
Plaza, 5th Floor, Plot No. C/1, G Block, Bandra
Kurla Complex, Bandra (E), Mumbai-400051.
Symbol: ASMS

Dear Sirs,

Sub: Annual Secretarial Compliance Report for the year ended 31.03.2023

Please find enclosed the Annual secretarial compliance report required under Regulation 24A of the SEBI (LODR) Regulations, 2015, issued by the Practicing Company Secretary for the year ended March 31, 2023.

This is for your information and records.

Thanking you,

For, Bartronics India Limited

Apeksha Naidu
Company Secretary

BARTRONICS INDIA LIMITED

Plot No. 193, 1st Floor, SV Chambers, Phase II, Kavuri Hills, Madhapur, Hyderabad-500 033, TS, India.
Tel : 040 49269269, Fax : 040 49269246 CIN: L29309TG1990PLC011721, Email : Info@bartronics.com www.bartronics.com



ANNUAL SECRETARIAL COMPLIANCE REPORT OF

M/s. BARTRONICS INDIA LIMITED
For the Year Ended 31st March, 2023

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by Bartronics India Limited (hereinafter referred as 'the listed entity'), having its Registered Office at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy District, Telangana – 501 401, India. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

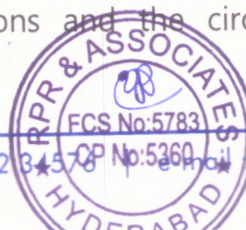
We, RPR and Associates, Company Secretaries, have examined:

- all the documents and records made available to us and explanation provided by Bartronics India Limited, Hyderabad ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2023 ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- the Securities Contracts (Regulation) Act, 1956 ("SCRA"), 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;
- 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 during the review period.*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *Not applicable during the review period.*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable during the review period.*
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable during the review period.*
- h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 - *Not Applicable during the review period.*
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto;
- j) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) (Amendment) Regulations, 2018 regarding the Companies Act and dealing with client and circulars/ guidelines issued thereunder;

Further, the NCLT, Hyderabad Bench approved the resolution plan on March 10, 2022 and appointed Mr. Chinnam Poorna Chandra Rao (ie Resolution Professional) as monitoring agent of the Company to implement the Resolution Plan. The monitoring agent completed the implementation of resolution plan and handed over the affairs of the Company to the new management on March 28, 2023.

And based on the above examination, we hereby report that, during the Review Period:



(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in Annexure-1.

(b) The listed entity has taken the actions to comply with the observations made in previous reports specified in Annexure -2.

The compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD/114/2019 dated 18th October 2019 – *Not applicable during review period,*

We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/ Remarks by PCS
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	NA	As per the approved resolution plan, the Board of the Company was suspended and therefore the meetings were held under the instructions/supervision of Monitoring Agent.
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/ guidelines issued by SEBI. 	No	The company before admitting under CIRP had adopted policies as required under the then notified regulations and continued to follow those policies during the period under the supervision of Monitoring Agent.



3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website. 	No	The website of company was updated partially
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company is/are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	-
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	No	The company have two subsidiaries both of these subsidiaries are non-operational
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	-



7.	<p><u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.</p>	NA	As the board of the company was suspended since approval of resolution plan and Monitoring agent was in charge of the company.
8.	<p><u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained.</p>	NA	The board of the company was suspended since approval of resolution plan and Monitoring agent was in charge of the company for its operations.
9.	<p><u>Disclosure of events or information:</u> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	-
10.	<p><u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	Yes	-



11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except in respect of matters specified in Annexure 1 & 2.	No	Refer Annexure 1 and 2
12.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	-

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Place: Hyderabad

Date: 30th May, 2023.

UDIN: F005783E000418316



For RPR & Associates
Company Secretaries

Y Ravi Prasada Reddy

Y Ravi Prasada Reddy
Proprietor

FCS No. 5783, CP.No. 5360

Peer Review Certificate No. 1425/2021

Annexure -1

The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Sl. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/Fine/Show Cause Notice/Warning, etc.					
1	SEBI (LODR), Regulations 2015	Regulation 6(1) of	Not appointed a qualified company secretary as the compliance officer	BSE and NSE	Fine	Not appointed a qualified company secretary as the compliance officer	3,22,140	The Company filed waiver applications with BSE and NSE	Waiver application of NSE is under consideration. BSE granted the waiver of penalties till September 2022 and the management is under the process of filing another application for waiver of penalties till 31.03.2023.	Nil
2	SEBI (LODR), Regulations 2015	Regulation 23(9)	Delay in submission of related party transactions for the year ended 31.03.2022	BSE and NSE	Fine	Delay in submission of related party transactions for the year ended 31.03.2022	29,500	The Company filed waiver applications with BSE and NSE		Nil



3	SEBI (LODR) Regulations, 2015.	Regulations 17 to 21	Not having valid Board, and applicable Committees	BSE and NSE	Fine	Not having valid Board and applicable Committees	79,29,600	The Company filed waiver applications with BSE and NSE	Waiver application of NSE is under consideration. BSE granted the waiver of penalties till September 2022 and the management is under the process of filing another application for waiver of penalties till 31.03.2023.	Nil
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Annexure -2

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

Sl. No	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount (Rs)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.					
1	SEBI (LODR) Regulations, 2015.	Regulation 6(1)	Non appointment of CS as compliance officer	BSE and NSE	Fine	Non appointment of CS as compliance officer	8252000 approx	CS has appointed wef 01.12.2022	Since the Company is under CIRP, the Board of Directors was suspended due to which the Company couldn't meet the compliance requirement under SEBI LODR Regulations.	Nil
2	SEBI (LODR) Regulations, 2015.	Regulation 2, 17 and 33	Non appointment of CFO	BSE and NSE	Fine	Non appointment of CFO		CFO has appointed wef 13.12.2022		Nil
3	SEBI (LODR) Regulations, 2015.	Regulation 46	Non-functional Website	BSE and NSE	Fine	Non-functional Website		Company website was updated partially		Nil
4	SEBI (LODR) Regulations, 2015.	Regulation 17, 18, 19, 20 etc	Not having valid Board, and applicable Committees	BSE and NSE	Fine	Not having valid Board, and applicable Committees		The Company was under the supervision of RP		Nil

