



SECRETARIAL COMPLIANCE REPORT

M/s. BARTRONICS INDIA LIMITED

For the Year Ended 31st March, 2021

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

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

for the year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of:

- a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- b) 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 year under review*;
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - *Not applicable during the year under review*;
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable during the year under review*;
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable during the year under review*;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto;
- i) 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;

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 there under, except in respect of matters specified below:

S.No	Compliance Requirement (Regulations/ Circulars / guidelines including specific clause)	Deviations	Observations / Remarks of the Practicing Company Secretary
1.	Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Appointment of Company Secretary as Compliance Officer	Not Appointed.
2.	Regulation 2(1)f of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Appointment of Chief Financial Officer	Not appointed.
3.	Regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Non-functional website	The website of the Company was not updated with respect to quarterly shareholding pattern, corporate governance report, board meeting notices, financial statement of subsidiaries etc.,
4.	Regulation 17, 18, 19, 20 etc of SEBI (LODR) Regulations, 2015	The Composition of Board of Directors, Committees were not complied with.	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.

- b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.
- c) During the Review Period, no actions has been 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.

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

S. No	Observation of the Practicing Company Secretary in the secretarial compliance report for the year ended 31.03.2020	Actions taken by the listed entity	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1	Regulation 6(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	No Action Taken	As the Company is under CIRP process, it has not appointed the Whole time Company Secretary as Compliance Officer.
2	Regulation 2(1)f of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	No Action Taken	As the Company is under CIRP process, it has not appointed the Chief Financial Officer.

Further, Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order no. CP(IB)No. 375/7/HDB/2019 ('order') with effect from 02.02.2019. Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Mr. Chinnam Poorna Chandra Rao (IP Registration No. IBBI/IPA-003/IPA-000119-18/2017-2018/11298). His appointment was subsequently confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Mr. Chinnam Poorna Chandra Rao in his capacity as RP took control and custody of the management and operations of the Company from 02nd December, 2019. Consequently, all actions that are deemed to be taken by the Board of Directors have been given effect to by the RP during the continuance of the CIRP as per the provisions of the IBC.

**For RPR & Associates
Company Secretaries**

**Y Ravi Prasada Reddy
Proprietor
FCS No. 5783, CP.No. 5360
UDIN: F005783C000451021**

**Place: Hyderabad
Date: 12th June, 2021**