



SECRETARIAL COMPLIANCE REPORT

M/s. BARTRONICS INDIA LIMITED

For the Year Ended 31st March, 2020

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

- all the documents and records made available to us and explanation provided by M/s. 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, 2020 ("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:

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - *Not applicable during the year under review;*
- Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014- *Not applicable during the year under review;*
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008- *Not applicable during the year under review;*
- 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;
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, exceptin 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	Mrs. Isharath Unnisa Begum appointed as whole time company secretary from March 08, 2019 and Resigned w.e.f November 14, 2019.
2	Regulation 2(1)f of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Appointment of Chief Financial Officer	Not appointed
3	Regulation 34 and other applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Annual General Meeting for the F.Y. 2018-19 was not conducted	The Company obtained the extension from ROC to hold the AGM for the F.Y ended 31 st March, 2019 for a period of 3 Months. However the Company could not hold the AGM within the extended period due to appointment of Resolution Professional by the Hon'ble NCLT and the Resolution Professional issued Notice dated 20.02.2020 calling for the AGM to be held on 24.03.2020 but could not be held due to lockdown cause by the Covid-19 pandemic. The default continues as on the date of this report.



4	Regulation 18 and 19 of SEBI (LODR) Regulations, 2015	The Audit Committee and Nomination and Remuneration Committee is having only Two Directors instead of Three Directors	The Committee comprises of one non executive non independent director and one independent director.
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- b) 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.
- c) The 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:

<i>S.No</i>	<i>Observation of the Practicing Company Secretary in the secretarial compliance report for the year ended 31.03.2019</i>	<i>Actions taken by the listed entity</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>
1	Non appointment of Company Secretary as compliance officer under Regulation 6(1) of SEBI (LODR) Regulations, 2015	The Company has appointed Managing Director as Compliance Officer, as there is no Company Secretary. However the Company has appointed Company secretary and Compliance Officer on March 08, 2019.	Mrs. Isharath Unnisa Begum appointed as company secretary from March 08, 2019 and Resigned w.e.f November 14, 2019. At present the Company management and operations are under the control of Mr. C.Poorna Chandra Rao in the capacity as RP. More details are mentioned below.



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/PA-003/PA-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.

Place: Hyderabad
Date: 19th June, 2020



For RPR & Associates
Company Secretaries

Y Ravi Prasada Reddy
Proprietor

FCS No. 5783, CP.No. 5360

UDIN:F005783B000358476