

## 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.bartronics.com
2	Terms and conditions of appointment of independent directors	Yes		www.bartronics.com
3	Composition of various committees of board of directors	Yes		www.bartronics.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.bartronics.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.bartronics.com
6	Criteria of making payments to non-executive directors	Yes		www.bartronics.com
7	Policy on dealing with related party transactions	Yes		www.bartronics.com
8	Policy for determining 'material' subsidiaries	Yes		www.bartronics.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.bartronics.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.bartronics.com
11	email address for grievance redressal and	Yes		www.bartronics.com

	other relevant details			
12	Financial results	Yes		www.bartronics.com
13	Shareholding pattern	Yes		www.bartronics.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	Yes		www.bartronics.com
16	Disclosure of notes on website in terms of Listing Regulations explanatory	-		-

## II. Annual Affirmations

S. No.	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)	NA	
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)	Yes	
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)	Yes	
20	Approval for material related party transactions	23(4)	Yes	
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)	Yes	
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	
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III. Affirmations		
Sr	Particulars	Compliance status (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	Yes

**Yours faithfully**  
**For Bartronics India Limited**

**Isharath Unnsia Begum**  
**Company Secretary**

Place: Hyerabad  
Date: 13<sup>th</sup> April, 2017