

Date: 15<sup>th</sup> April, 2016.

To The Department of Corporate Services –CRD Bombay Stock Exchange Ltd P.J.Towers, Dalal Street MUMBAI – 400 001	To National Stock Exchange of India Limited 5 <sup>th</sup> Floor, Exchange Plaza Bandra (E), MUMBAI – 400 051
Scrip Code: <b>532694</b>	Scrip Symbol: <b>BARTRONICS</b>

Dear Sir / Madam,

**Sub: “Report on Corporate Governance under Regulation 27(2)”**

We are herewith submitting the compliance report on Corporate Governance under Regulation 27(2) of Securities and Exchange Board of India (Listing obligations and Disclosure Requirements) Regulations, 2015 for the Quarter and Financial Year ended on 31<sup>st</sup> March, 2016.

The above mentioned reports are enclosed as Annexure-I & Annexure-II with this letter. This is for your reference and record.

Kindly take note and acknowledge the receipt of the same.

Yours faithfully

**For Bartronics India Limited**

**K. Udai Sagar**  
**Managing Director**



**ANNEXURE I**  
**Quarterly Compliance Report on Corporate Governance under Regulation 27(2)**

Name of the Company : M/s. Bartronics India Limited  
Quarter ending on : 31<sup>st</sup> March, 2016

**I. Composition of Board of Directors**

Title	Name of the Director	PAN & DIN		Category	Date of Appointment in the current term or Cessation	Tenure ( in years)	No of Directorship in listed entities including this listed entity	No of memberships in Audit/Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity
		PAN	DIN						
Mr.	A. B. Satyavas Reddy	ACCPA8788R	00137948	Non-Executive Director	15/10/2003	12.5	1	Audit Committee-1 Stakeholders Relationship Committee - 1	--
Mr.	K. Udai Sagar	AMMPK4183C	03298532	Executive Director	14/05/2013	2.10	1	Stakeholders Relationship Committee - 1	--
Mr.	C. Prakash Ramaiah	ABJPC7595E	01739186	Independent & Non-Executive Director	12/02/2014	2.2	1	Audit Committee-1 Stakeholders Relationship Committee - 1	Audit Committee-1 Stakeholders Relationship Committee - 1
Mrs.	A. SYAMALA REDDY	AFAPP1811R	02224082	Independent & Non-Executive Director	30/03/2015	1	1	--	--
Mrs.	V. GEETHA	ABLPV2198J	03271922	Independent & Non-Executive Director	13/10/2015	0.5	1	Audit Committee -1	--

## II. Composition of Committees

Name of Committee	Name of Committee members	Category
1. Audit Committee	1. Mr. C. Prakash Ramaiah - Chairman 2. Mr. A. B. Satyavas Reddy - Memembr 3. Mrs. V. Geetha - Member	Independent & Non-Executive Director Non-Executive Director Independent & Non-Executive Director
2. Nomination & Remuneration Committee	1. Mr. C. Prakash Ramaiah - Chairman 2. Mr. A. B. Satyavas Reddy – Memembr 3. Mrs. V. Geetha - Member	Independent & Non-Executive Director Non-Executive Director Independent & Non-Executive Director
3. Risk Management Committee	Mr. C. Prakash Ramaiah - Chairman Mr. A. B. Satyavas Reddy - Memembr Mrs. V. Geetha - Member	Independent & Non-Executive Director Non-Executive Director Independent & Non-Executive Director
4. Stakeholders Relationship Committee	1. Mr. C. Prakash Ramaiah - Chairman 2. Mr. A. B. Satyavas Reddy - Memembr 3. Mr. K Udai Sagar - Member	Independent & Non-Executive Director Non-Executive Director Executive Director

## III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
1. 13 <sup>th</sup> November, 2015	12 <sup>th</sup> February, 2016	92

## IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
Audit Committee -12 <sup>th</sup> February, 2016	Yes, All the members were present.	13 <sup>th</sup> November, 2015	92

**V. Related Party Transactions**

<b>Subject</b>	<b>Compliance status (Yes/No/NA)</b>
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	N.A
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**VI. Affirmations**

The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations, 2015	
a) Audit Committee	Yes
b) Nomination & remuneration committee	Yes
c) Stakeholders relationship committee	Yes
d) Risk management committee (applicable to the top 100 listed entities)	Yes
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
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
This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:	Will be placed in the next Board meeting

**Yours Faithfully,  
For Bartronics India Limited**

**k. Udai Sagar  
Managing Director**