

Date: 29.05.2024

To BSE Limited Listing Department, P.J. Towers, Dalal Street, Mumbai – 400 001 Scrip Code: 532694	To National Stock exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E) Mumbai – 400 051 Symbol: ASMS
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Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report under regulation 24A of SEBI (LODR) Regulations, 2015 for the financial year ended 31.03.2024-Reg

Pursuant to Regulation 24A of Listing Regulations read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, and relevant circulars issued by Stock Exchanges from time to time, please find enclosed the Annual Secretarial Compliance Report Issued by M/s. SI And Associates, Hyderabad for the financial year ended 31.03.2024.

This is for the information and record of the Exchanges.

Thanking you,

For, Bartronics India Limited
Ashwani Singh Bisht

Company Secretary & Compliance Officer
M.No: A72076

Encl: As above

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, 2024****CIN: L29309TG1990PLC011721****Regd Office: Survey No. 351, Raj Bollaram Village, Medchal Mandal, Telangana, India, 501401****[as per the regulation 24(A) of SEBI (LODR) Regulations, 2015 as amended from time to time]**

I, Shaik Ibraheem proprietor of M/s. SI and Associates, Practicing Company Secretary (CP No: 24877, FCS: 7642), 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, 2024 ("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 review period.*
- Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *Not applicable during the review period.*
- Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not applicable during the review period.*



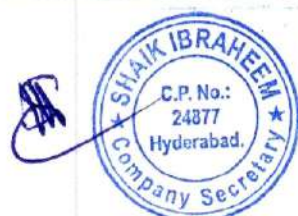
- g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013 - *Not applicable during the review period.*
- h) Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021 - *Not Applicable during the review period.*
- i) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and amendments thereto;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) 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;

And based on the above examination, I 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**.

I 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.	<u>Secretarial Standards:</u> 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.	Yes	None
2.	Adoption and timely updation of the Policies: • 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	Yes	None.



	per the regulations /circulars / guidelines issued by SEBI.		
3.	<u>Maintenance and disclosures on Website:</u> <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. 	Yes	None
4.	<u>Disqualification of Director:</u> None of the Director of the Company is/are disqualified under Section 164 of Companies Act, 2013.	Yes	None
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries.	NA	The Current promoters and management of the Company took control of the Company on 28 th March, 2023, upon successful implementation of the resolution plan. Subsequently, it has been noticed that Foreign subsidiaries are not being functional and current management do not have control over the subsidiaries. In order to give a transparent view of the Company's assets, the current management had written off such investments in the First quarter of the financial year 2023-24. The management of the Company is in the process of regularizing the compliances related to Foreign subsidiaries and closure of such subsidiaries under the applicable legal framework in respective jurisdiction.
6.	<u>Preservation of Documents:</u> 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.	Yes	None
7	<u>Performance Evaluation:</u> The listed entity has conducted	Yes	None



	performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.		
8.	<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.	NA NA	None No such cases during the review report.
9.	<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.	Yes	None
10.	<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	Yes	None
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.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with	NA	No such event occurred



	paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.		
13.	<u>Additional Non-compliances, if any:</u> No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	Yes	None

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. I 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: 27th May, 2024



For SI AND ASSOCIATES
Company Secretaries
SHAIK IBRAHEEM
Proprietor
FCS No. 7642, CP.No. 24877
Peer Review Certificate No. 3010/2023
UDIN: F007642F000457245

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 Advisor y/Clarifi cation/ Fine/Sh ow Cause Notice/ Warning , etc.	Details of Violation	Fine Amount (Rs)	Observatio ns/Remark s of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR), Regulations 2015	Regulation 33	Non-Submission of Consolidated Un-Audited Financial Results for the Quarter ended 30.09.2023	BSE	Fine	Non-Submission of Consolidated Un-Audited Financial Results for the Quarter ended 30.09.2023	BSE Fine: 2,77,300	The Company has given clarification on non-submission of consolidated Un-Audited Financial Results for the Quarter ended 30.09.2023	BSE has waived off the fine subsequent to the clarification given by the Company.	Nil
2	SEBI (LODR), Regulations 2015	Regulation 33	Non-Submission of Consolidated	BSE and NSE	Fine	Non-Submission of Consolidated Un-Audited	BSE Fine: 2,89,100 NSE Fine:	The Company has given clarification	BSE and NSE has waived off the fine subsequent to the clarification given	Nil



4	SEBI (LODR) Regulations, 2015.	Regulations 17 to 21	Not having valid Board, and applicable Committees for the Quarter ended 31.03.2023	Not having valid Board, and applicable Committees for the Quarter ended 31.03.2023	BSE and NSE	Fine	Not having valid Board, and applicable Committees for the Quarter ended 31.03.2023	BSE Fine: 11,39,880 NSE Fine: 11,39,880	The Company has complied the Regulations 17 to 21 of SEBI (LODR) subsequent to the change of management w.e.f: 28.03.2023 pursuant to the resolution plan approved by the Hon'ble NCLT, Hyderabad and filed waiver applications with BSE and NSE	BSE granted the waiver of penalties till September 2022 and the Company has filed again fresh waiver application with the BSE and Company's waiver application is under consideration. NSE granted the waiver of fine till June 2023 vide letter No.NSE/List/SO P/0016 dated 18.04.2024	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 Advisory/Clarification/Fine/Show Cause Notice/Waiving, etc.	Details of Violation	Fine Amount (Rs)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1	SEBI (LODR) Regulations, 2015.	Regulation 6(1)	Non appointment of CS as compliance officer	BSE and NSE	Fine	Not appointed a qualified company secretary as the compliance officer	3,34,000	CS has appointed wef 01.12.2022	BSE granted the waiver of penalties till September 2022 and the Company has filed again waiver fresh application with the BSE and Company's waiver application is under consideration	Company has to pay the not-waived off Fine amount of Rs.265 000/-



				on. NSE granted the waived off fine till June 2023 vide letter No.NSE/List/SOP/0016 dated 18.04.2024.
				NSE has partially waived off the fine of Rs.3,34,000 (Rs.69,000/-waived off till the approval of resolution and fine of Rs. 2,65,000/- post the approval of resolution plan not bewaved off)



2	SEBI (LODR), Regulations 2015	Regulation 23(9)	Delay in submission of related party transactions for the year ended 31.03.2022	NSE	Fine		Delay in submission of related party transactions for the year ended 31.03.2022	29,500	The Company filed waiver applications with NSE	NSE vide letter No.NSE/List/SOP/016 dated 18.04.2024 informed the Company that Fine amount of Rs.29500 (Rs.25000_ GST) not waived off.	Comp any has to pay the not-waived off Fine amount of Rs.29500/-
3	SEBI (LODR) Regulations, 2015.	Regulations 17 to 21	Not having valid Board, and applicable Committees	BSE and NSE	Fine	79,29,600	Not having valid Board and applicable Committees		The Company filed waiver applications with BSE and NSE	BSE granted the waiver of penalties till September 2022 and the Company has filed again waiver application with the BSF. and Company waiver application	Nil



									is under considerati on. NSE granted the waived off fine till June 2023 vide letter No.NSE/L ist/SOP/0 016 dated 18.04.2024.	
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