

29th May, 2025

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 for the year ended March 31st, 2025

Pursuant to Regulation 24A(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find the enclosed Annual Secretarial Compliance Report of the Company issued by M/s SI And Associates, Practicing Company Secretaries for the financial year ended 31st March, 2025.

This is for your information and Records.

Thanking You,

**Yours Faithfully,
For Bartronics India limited**

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**Diksha Omer
Company Secretary**

BARTRONICS INDIA LIMITED



**ANNUAL SECRETARIAL COMPLIANCE REPORT OF
M/s. BARTRONICS INDIA LIMITED
For the Year Ended 31st March, 2025
CIN: L46521TG1990PLC011721**

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 :

- a) all the documents and records made available to us and explanation provided by Bartronics India Limited, Hyderabad (“the listed entity” or “the Company”),
- 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 Report,

for the year ended 31st March, 2025 (“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 review period.*
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021- *Not applicable during the review period.*



- f) 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	Yes	None.



	SEBI Regulations and has been reviewed & timely updated as 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 previous 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	Yes	None



	Regulations, 2015.		
7	<u>Performance Evaluation:</u> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	Yes	None
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	NA	No such event occurred



	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 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

I further, report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations: Not Applicable as there was no Employee Benefit Scheme.

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.

**For SI AND ASSOCIATES
Company Secretaries**

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SHAIK IBRAHEEM

Proprietor

FCS No. 7642, CP.No. 24877

Peer Review Certificate No. 6481/2025

UDIN: F007642G000437434

Place: Hyderabad
Date: 26th May, 2025



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	Details of Violation	Fine Amount (Rs)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/Clarification/ Fine/Show Cause Notice/ Warning, etc.					
1	SEBI (LODR), Regulations 2015	Regulation 29	Not providing prior intimation w.r.t. fund raising matter	BSE and NSE	Fine	The Company has not given advance notice of 2 working days about proposed consideration of fund raising in the Board Meeting held on 14.08.2024	BSE Fine: Rs.10,000 +GST@18% NSE Fine: Rs.10,000@18%	The Company has given clarification to the Stock Exchanges and also paid the fine amount to the Stock Exchanges (BSE & NSE).	The Company has given clarification to the Stock Exchanges and also paid the fine amount to the Stock Exchanges (BSE & NSE).	-Nil-



2	SEBI (LODR), Regulations 2015	Regulation 30	Company has not disclosed details/information a per point 2 of Para B of Part A of Schedule III of the SEBI LODR 2015 read with Reg. 30 and SEBI Circular dated July 13, 2023, the listed entity shall provide for – Arrangements for strategic, technical, manufacturing, or marketing tie-up	NSE	Clarification	Company has not disclosed details/information a per point 2 of Para B of Part A of Schedule III of the SEBI LODR 2015 read with Reg. 30 and SEBI Circular dated July 13, 2023, the listed entity shall provide for – Arrangements for strategic, technical, manufacturing, or marketing tie-up	--Nil-	The Company has given clarification to the Stock Exchanges (BSE & NSE).	The Company has given clarification to the Stock Exchanges (BSE & NSE).	-Nil-
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Address: 6-3-634, 3rd Floor, Green Channel Apartment, Khairatabad, Hyderabad-500004,

Telangana, India, Pin Code-500048,

Mobile No.8317587997/9346430005, Email Id: ibracs130276@gmail.com



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	Details of Violation	Fine Amount (Rs)	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
					Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.					
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 Un-Audited Financial Results for the Quarter ended 30.06.2023	BSE and NSE	Fine	Non-Submission of Consolidated Un-Audited Financial Results for the Quarter ended 30.06.2023	BSE Fine: 2,89,100 NSE Fine: 3,15,000	The Company has given clarification on non-submission of consolidated Un-Audited Financial Results for the Quarter ended 30.06.2023	BSE and NSE has waived off the fine subsequent to the clarification given by the	Nil



									Company.	
3	SEBI (LODR), Regulations 2015	Regulation 17(1)	Non-compliance with the requirements pertaining to the composition of the Board	BSE and NSE	Fine (computed till quarter ended June 2023)	Non-compliance with the requirements pertaining to the composition of the Board	BSE Fine: 4,42,500 NSE Fine: 2,59,600	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	(i).BSE granted the waiver of fines till March, 2024 and fixed the fine amount as Rs.264320/- (including GST). (ii).NSE granted the waiver of fines till March, 2024 and fixed the fine amount as Rs.3,42,220 (including GST)	The Company has paid the waived off fine amounts to the Stock Exchanges. (i)BSE-email confirmation dated 11.06.2024- Nil SOP fine as on 11.06.2024 ii)NSE-email confirmation dated 19.06.2024- Nil SOP fine as on 19.06.2024.



4	SEBI (LODR) Regulations, 2015.	Regulations 17 to 21	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	(i)BSE granted the waiver of fines till March, 2024 and fixed the fine amount as Rs.264320 (Including GST)-. (ii)NSE granted the waiver of fines till March, 2024 and fixed the fine amount as Rs.3,42,220 (Including GST).	The Company has paid the waived off fine amounts to the Stock Exchanges. (i)BSE- email confirmation dated 11.06.2024- Nil SOP fine as on 11.06.2024 ii)NSE- email confirmation dated 19.06.2024- Nil SOP fine as on 19.06.2024.
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by SK IBRAHEEM
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Address: 6-3-634, 3rd Floor, Green Channel Apartment, Khairatabad, Hyderabad-500004,
Telangana, India, Pin Code-500048,

Mobile No.8317587997/9346430005, Email Id: ibracs130276@gmail.com