

Date: 14<sup>th</sup> April, 2017.

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 ended and year ended as on 31<sup>st</sup> March, 2017.

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

Kindly take note and acknowledge the receipt of the same.

Yours Sincerely  
**For Bartronics India Limited**

**Isharath Unnisa Begum**  
**Company Secretary**



**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, 2017

**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	13.5	1	Audit Committee-1 Stakeholders Relationship Committee - 1	--
Mr.	K. Udai Sagar	AMMPK4183C	03298532	Executive Director	14/05/2013	3.11	1	Stakeholders Relationship Committee - 1	--
Mrs.	A. Syamala Reddy	AFAPP1811R	02224082	Independent & Non-Executive Director	30/03/2015	2	4	Audit Committee-1	--
Mrs.	V. Geetha	ABLPV2198J	03271922	Independent & Non-Executive Director	13/10/2015	1.5	1	Audit Committee-1 Stakeholders Relationship Committee - 1	Audit Committee-1 Stakeholders Relationship Committee - 1

## II. Composition of Committees

Name of Committee	Name of Committee members	Category
1. Audit Committee	1. Mrs. V. Geetha - Chairman 2. Mrs. A. Syamala Reddy – Member 3. Mr. A. B. Satyavas Reddy - Memebr	Independent & Non-Executive Director Independent & Non-Executive Director Non-Executive Director
2. Nomination & Remuneration Committee	1. Mrs. V. Geetha - Chairman 2. Mrs. A. Syamala Reddy – Member 3. Mr. A. B. Satyavas Reddy - Memebr	Independent & Non-Executive Director Independent & Non-Executive Director Non-Executive Director
3. Risk Management Committee	1. Mrs. V. Geetha - Chairman 2. Mrs. A. Syamala Reddy – Member 3. Mr. A. B. Satyavas Reddy - Memebr	Independent & Non-Executive Director Independent & Non-Executive Director Non-Executive Director
4. Stakeholders Relationship Committee	1. Mrs. V. Geetha - Chairman 2. Mr. A. B. Satyavas Reddy - Memebr 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)
14 <sup>th</sup> November, 2016	1) 11 <sup>th</sup> January, 2017 2) 09 <sup>th</sup> February, 2017	58 days 29 days

## 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
1. Audit Committee - 11 <sup>th</sup> January, 2017	Yes, All the members were present.	14 <sup>th</sup> November, 2016	58 Days
2. Audit Committee – 09 <sup>th</sup> February, 2017			29 days

**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.	Yes
Any comments/observations/advice of Board of Directors may be mentioned here:	Nil

**Yours Sincerely,  
For Bartronics India Limited**

**Isharath Unnisa Begum  
Company Secretary**

## ANNEXURE II

### Half Yearly Compliance Report on Corporate Governance under Regulation 27(2)

Name of the Company : Bartronics India Limited

Half Year ending on : 31<sup>st</sup> March, 2017

<b>I. Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA)refer note below</b>
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes (AGM held on 26.09.2016)
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes (AGM held on 26.09.2016)
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes (AGM held on 26.09.2016)

**Yours Sincerely**  
**For Bartronics India Limited**

**Isharath Unnisa Begum**  
**Company Secretary**