



# 25<sup>th</sup> ANNUAL REPORT 2016 - 17

**Bartronics India Limited**

## CORPORATE INFORMATION

BOARD OF DIRECTORS	:	Mr. K. Udai Sagar, Managing Director Mr. A. B. Satyavas Reddy, Director Ms. Archana Kalra, Independent & Non Executive Director Mrs. V. Geetha, Independent & Non Executive Director
MANAGEMENT COMMITTEE	:	Mr. A. B. Satyavas Reddy Mr. K. Udai Sagar
AUDIT COMMITTEE	:	Ms. Archana Kalra, Chairman Mr. A. B. Satyavas Reddy, Member Mrs. V. Geetha, Member
STAKEHOLDERS RELATIONSHIP COMMITTEE	:	Mrs. V. Geetha, Chairman Mr. A. B. Satyavas Reddy, Member Mr. K. Udai Sagar, Member
NOMINATION AND REMUNERATION COMMITTEE	:	Ms. Archana Kalra, Chairman Mr. A. B. Satyavas Reddy, Member Mrs. V. Geetha, Member
RISK MANAGEMENT COMMITTEE	:	Ms. Archana Kalra, Chairman Mr. A. B. Satyavas Reddy, Member Mrs. V. Geetha, Member
COMPLIANCE OFFICER	:	Mr. K. Udai Sagar
STATUTORY AUDITORS	:	M/s T. Raghavendra & Associates Chartered Accountants, Hyderabad
INTERNAL AUDITORS	:	M/s Kommula & Co. Chartered Accountants, Hyderabad

### REGISTERED OFFICE :

Survey No. 351, Raj Bollaram Village,  
Medchal Mandal, R R Dist, Telangana – 501 401.  
www.bartronics.com

### CORPORATE OFFICE :

Suite # 201 & 202, Ashoka Capitol,  
Road No. 2, Banjara Hills, Hyderabad,  
Telangana – 500 034.

### LISTING : EQUITY

BSE Limited (BSE)  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai - 400 001  
  
National Stock Exchange of India Limited (NSE)  
5th Floor, Exchange Plaza,  
Bandra (E), Mumbai - 400 051

### BANKERS :

Andhra Bank  
Bank of Baroda  
Bank of India  
Barclays Bank  
IDBI Bank Limited  
Indian bank  
LIC

### REGISTRAR & SHARE TRANSFER AGENTS :

M/s Bigshare Services Private Limited  
306, Right Wing, 3rd Floor, Amrutha Ville, Opp:  
Yashoda Hospital, Raj Bhavan Road, Somajiguda,  
Hyderabad - 500 082.  
Phone No: 040-2337 4967  
Email: bsshyd@bigshareonline.com  
Website: www.bigshareonline.com

## NOTICE OF 25<sup>th</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Members of the Company will be held on Tuesday, the 26th day of September, 2017 at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy District, Telangana – 501 401, at 11.00 A.M., to transact the following businesses:

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company (including Audited Consolidated Financial Statements) for the financial year ended on 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. A.B. Satyavas Reddy, (DIN- 00137948), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 139, 142 and other Applicable Provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s T. Raghavendra & Associates (Membership No. 023806), Chartered Accountants, Hyderabad (FRN: 003329S) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, till the conclusion of the 5th consecutive Annual General Meeting, (from FY 2017-18 to FY 2021-22), subject to ratification by the Members at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.”

### SPECIAL BUSINESS:

4. To Appoint Ms. Archana Kalra (DIN: 07916152) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following

### resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, and provisions of Listing Agreement, Ms. Archana Kalra (DIN: 07916152), who was earlier appointed as an Additional Director (Independent Director) w.e.f., 10th August, 2017, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Ms. Archana Kalra as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 10th August, 2017 to 09th August, 2022, whose period of office shall not be liable to retire by rotation”.

BY ORDER OF THE BOARD

**Mr. K. Udai Sagar**  
Managing Director  
(DIN: 03298532)

Place: Hyderabad

Date: 10th August, 2017.

### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE, THAT IS ALLOWED ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, SIGNED AND DEPOSITED AT THE COMPANY'S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member.

Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

2. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. Members/Proxies are requested to bring along with them Annual Reports being sent to them.
3. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/DP ID-Client ID to enable us to give you a duly filed attendance slip for your signature and participation at the meeting.
4. Members who holds shares in dematerialized form and want to change/correct the Bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank account details. The Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
5. Non-resident Indian Shareholders are requested to inform about the following immediately to the Share Transfer Agent or the concerned Depository as the case may be:-
  - a. the change of residential status on return to India for permanent settlement.
  - b. the particulars of NRE Account with a Bank in India, if not furnished earlier.
6. An explanatory statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 04 of the notice is annexed hereto.
7. Copy of the draft letters of appointment of Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also available @ [www.bartronics.com](http://www.bartronics.com).
8. The details under regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the uniform Listing Agreement with the Stock Exchanges in respect of Director seeking appointment/re-appointment at the Annual General Meeting is annexed hereto.
9. The Share Transfer Books and Register of Members of the Company will remain closed on Monday 25th September, 2017 to Tuesday 26th September, 2017 (Two days only).
10. Shareholders desiring any information as regards to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
11. The registration of share transfers and other related correspondence will be dealt with, by the Company at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, 3rd Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
12. The shareholders / members of the Company, who are having equity shares of the Company in physical form, are advised to get dematerialized of their respective equity shares by way of surrendering their physical share certificates to the Registrar and Share Transfer Agents (RTA) of the Company (i.e., M/s Bigshare Services Pvt. Ltd., Hyderabad) through their respective Depository Participants. The shareholders /members, who are not having demat accounts are requested to open the demat accounts and thereafter approach the RTA for dematerialization of their equity shares.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants Members holding shares in physical form can submit their PAN details to the RTA.
14. Electronic copy of the Annual Report for 2016-17 (including Notice of the 25th Annual General Meeting of the Company along with Attendance Slip and Proxy) is being sent to all the members whose email IDs are registered with the Company/

Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who are not having email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.

15. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
16. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website [www.bartronics.com](http://www.bartronics.com) for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Hyderabad for inspection during normal business hours on working days.
17. Voting through electronic means.

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions said forth in the notice conveying the 25th Annual General Meeting. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com).

The e-voting facility will be available on and from 22nd September, 2017 at 9.00 a.m., and ends on 25th September, 2017 at 5.00 p.m.

Mr. Y. Ravi Prasada Reddy, Practicing Company Secretary, Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 22nd September, 2017 at 9.00 a.m., and ends on 25th September, 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19th September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> <li>• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> <li>• The sequence number is available on the address label/email of their respective.</li> </ul>

Dividend Bank Details OR DOB	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction
---------------------------------	--

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN <170822041> for the relevant Company <Bartronics India Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“the Act”):**

The following statement sets out all material facts relating to the business mentioned in Item No. 04 of the accompanying Notice:

**Item No. 04:**

The Board of Directors of the Company, pursuant to the provisions of Section 149 and 160 of the Act and the Articles of Association of the Company and Clause 49 of the Listing Agreement, proposes to appoint Ms. Archana Kalra (DIN: 07916152) who was appointed as Additional Director (Independent Director) on 10th August, 2017 by the Board of Directors, as Independent Directors of the Company who shall hold office for a term up to 5 (five) consecutive years with effect from 10th August, 2017 to 09th August, 2022 subject to her election as a Director by the members at this Annual General Meeting.

The Company has received notice in writing from a member, under Section 160 of the Act proposing the candidature of Ms. Archana Kalra (DIN: 07916152) as Independent Director of the Company.

The Company has also received declarations from Ms. Archana Kalra (DIN: 07916152) that she meets with criteria of Independence as prescribed both under subsection (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Ms. Archana Kalra (DIN: 07916152) is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that she is eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act and Clause 49 of the Listing Agreement.

The Board of Directors of your Company is also of the opinion that the appointee is independent of the management of the Company.

The Board considers that keeping in view her vast expertise and knowledge; it will be in the interest of the Company to appoint her as an Independent Director. Accordingly, the Board recommends the resolution in relation her appointment as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company.

The details as stipulated under Regulations of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges are provided in Annexure to the Notice.

Ms. Archana Kalra (DIN: 07916152) being an appointee is interested in the resolutions set out at Item No. 4 of the Notice with regard to her appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges.

The Board recommends the Ordinary Resolutions set out at Item No.4 of the Notice for approval by the shareholders.

BY ORDER OF THE BOARD

Place: Hyderabad  
Date: 10th August, 2017.

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



**Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting:**  
(pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015)

Name of Director	Ms. Archana Kalra	Mr. A.B. Satyavas Reddy
Director Identification Number	07916152	00137948
Date of Birth	03/02/1967	15.05.1963
Date of Appointment	10.08.2017	15.10.2003
Expertise in specific functional areas	Mrs. Archana Kalra is having an industrial experience of more than 27 years	Mr. A. B. Satyavas Reddy is a Mechanical Engineer from Osmania University and has rich experience in engineering industry. He is the promoter Director of the Company.
Qualification	Engineering & MBA	B.E. (Mechanical)
Directorship held in other public companies (excluding foreign companies)	Nil	Satya Straps and Packing Technologies Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholder Relationship Committee).	Nil	NIL
Shareholdings in the Company	Nil	372797 shares
Relationship between the Directors inter-se	Nil	Nil

**Route Map to the AGM Venue i.e Bartronics India Ltd**, Survey No. 351, Raj Bollaram Village, Medchal Mandal, RR District - 501 401, Hyderabad.





## DIRECTORS' REPORT

To the Members,

The Board of Directors have pleasure in presenting the Twenty Fifth Annual Report and the Audited Financial Statements of the Company for the financial year ended 31st March, 2017.

### I. FINANCIAL PERFORMANCE:

Your Company has achieved a turnover of Rs. 7,531.31 lakhs for the financial year ended 31st March, 2017 against the turnover of Rs. 4,368.91 lakhs for the previous year ended 31st March, 2016, recording a growth of 72.38%. Key highlights of financial performance of your Company for the financial year 2016-17 are provided below:

(Rs. in Lakhs)

Particulars	2016-2017 (12 months)	2015-2016 (12 months)
Profit Before Depreciation & Interest	(51.76)	2937.50
Financial Costs	5187.35	5364.15
Depreciation	606.89	1115.93
Profit Before Tax	(5846)	(3542.58)
Provision for Tax		
- Current Tax		-
- Deferred Tax	(39.92)	(224.90)
Profit After Tax	(5806.08)	(3317.69)
Balance of profit brought forward from earlier years	(11715.39)	(8397.70)
Add: Excess Provision for IT written off	-	-
Profit available for appropriation	(17521.47)	(11715.39)
Appropriations:		-
Proposed Dividend:		-
- Equity		-
- Preference		-
- Dividend Tax		-
Balance of Profit	(17521.47)	(11715.39)

### Business:

Your company started with proving solutions based on barcode and has emerged as leading player in the country to provide solutions using umbrella of AIDC technologies. Your company also has state of the art manufacturing facility with the capacity to manufacture 80mn smart cards per annum. Using these two synergies the company could successfully venture into Financial Inclusion projects driven by Reserve Bank of India popularly known as "Jan Dhan Yojana". The exposure to

government driven projects give your company revenue visibility and we expect this momentum to continue given the un-deterred Government's focus.

### Foreign Currency Convertible Bonds (FCCB):

Your Company, during 2007-08 had successfully issued Foreign Currency Convertible Bonds (FCCBs) as under:

Particulars	Year of Issue	Size of Issue (In Million US\$)
FCCB 2013	2007-08	50

Conversion Period	FCCB 2013 (January 09, 2008 and January 23, 2013)
Conversion Price per Equity Shares (Rs)	191.25
Number of shares converted till 31st March, 2017 out of FCCB 2013 issue	Nil
Outstanding FCCBs as on 31st March, 2017 (In Millions US\$)	50

The Foreign Currency Convertible Bonds (FCCB's) are listed on the Singapore Stock Exchange. These bonds were due for redemption in February 2013. The company has appointed M/s Avista Advisory Group, Mumbai, to assess all the options available with the company and finalize best suited approach in order to address the maturity. The options available with the company include restructuring the bonds i.e., rolling over the bonds for next five years or replacing the bonds with fresh bonds, or redeeming all the bonds at a mutually agreeable price. With these available options; the Company, along with M/s Avista Advisory Group, Mumbai, has got in touch with the bondholders and has initiated discussions which are at advanced stages now. The company had filed a request for an extension of the maturity of the bonds to May 4, 2014 with Reserve Bank of India which was granted vide letter dated February 21, 2014. The company has applied for further extension of the maturity of the Bonds to RBI, to enable your Company conclude these discussions, and is waiting to hear from them to move forward. The Company is confident of addressing the maturity of Bonds shortly.

### Changes to Share Capital:

At present the Authorized Share Capital of the Company stands at Rs. 110 crores and the paid up capital stand at Rs. 34.04 crores there has been no change in the share capital during the period ended 31st March, 2017.

**Consolidated Financial Statements:**

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per provisions of Companies Act, 2013, a consolidated financial statement of the Company and all its subsidiaries is attached. The consolidated financial statement has been prepared in accordance with the relevant accounting standards as prescribed under Section 129, 133 of the Companies Act, 2013 and as per Schedule III of the Companies Act, 2013. The consolidated financial statement discloses the assets, liabilities, income, expenses and other details of the Company and its subsidiaries.

The annual accounts of the subsidiary companies will also be kept for inspection by any investor at its Head Office in Hyderabad and that of the subsidiary companies concerned. A gist of the financial performance of the subsidiary Companies is contained in the report.

**Dividend:**

In the absence of profit, your Company is unable to declare any dividend for the financial year 2016-2017.

**Subsidiary Companies:**

Your Company has two subsidiary companies viz., Bartronics Asia Pte. Limited and Bartronics Middle East FZE and four step down subsidiary companies viz., Bartronics Hongkong Ltd, Bartronics Global Solutions Limited, Veneta Holdings Ltd and Burbank Holdings Ltd.

**Bartronics Asia Pte Limited:**

The Company was incorporated as a wholly owned subsidiary of Bartronics India Limited on 14th June 2007, in the Republic of Singapore with a Share Capital of US\$ 7,69,500. Bartronics Asia Pte Limited (BAPL) acquired the only issued share of Cason Limited on December 21, 2007; subsequently the name of the Company was changed to Bartronics Hong Kong Limited with effect from 15th October, 2008. In the month of April 2011, BAPL acquired the only share of Veneta Holdings Limited, Mauritius making it its wholly owned subsidiary. BAPL had incorporated another subsidiary in Mauritius named Burbank Holdings Limited.

**Bartronics Middle East Fze:**

Bartronics Middle East FZE, Sharjah, UAE was incorporated on June 22, 2010 as a wholly owned subsidiary of Bartronics India Limited with a share capital of AED 1,50,000 Shares.

A separate statement containing the salient features of the Financial Statement for the financial year ended 31st March, 2017 of the aforesaid Subsidiary Companies are included in the Annual Report as Form AOC-1 as an Annexure -I.

**Particulars of Loans, Guarantees and Investments:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**Contracts and Arrangements with Related Parties:**

Details of Contracts and arrangements with related parties under section 188 of the Companies Act, 2013 are given in the notes to the Financial Statements.

**II. BUSINESS OUTLOOK:**

Your company had started with providing solutions based on barcode has emerged as leading player in the country to provide solutions using umbrella of AIDC technologies. Your company also has state of the art manufacturing facility with the capacity to manufacture 80mn smart cards per annum. Using these two synergies the company could successfully venture into Financial Inclusion projects driven by Reserve Bank of India popularly known as “Jan Dhan Yojana”. The exposure to government driven projects give your company revenue visibility and we expect this momentum to continue in the domestic markets given the un-deterred Government’s focus.

**Management Discussion and Analysis Report:**

In terms of regulation 34 of the Listing Regulations, the Management Discussion and Analysis report on your Company’s performance, industry trends and other material changes with respect to your Company and its subsidiaries, wherever applicable, forms a part of this Report. The MD&A report provides a consolidated perspective of economic, social and environmental aspects material to our strategy and our ability to create and sustain value to our key stakeholders and includes aspects of reporting as required by Regulation 34 of the Listing Regulations with Stock Exchange on Business Responsibility Report.

**III. GOVERNANCE AND ETHICS:****Corporate Governance:**

Your Company believes in adopting best practices of corporate governance. A sound Corporate Governance