

Code of Conduct (Pursuant to Regulation 17(5) of SEBI (LODR) Regulations, 2015)

This Code of Conduct (hereinafter referred to as "the Code") has been framed and adopted by Bartronics India Limited (hereinafter referred to as "the Company") in compliance with the provisions of Regulation 17(5) of SEBI (LODR) Regulations, 2015 and Companies Act, 2013.

This Code is intended to provide guidance to the Board of Directors and Senior Management Personnel to manage the affairs of the company in an ethical manner. The purpose of this code is to recognize and deal with ethical issues and to provide mechanisms to report unethical conduct of Employees, Board of Directors and Senior Management Personnel and to develop a culture of honesty and accountability.

The provisions of this Code can be amended/ modified by the Board of Directors of the Company from time to time.

1. DEFINITIONS & INTERPRETATION

In this Code, unless repugnant to the meaning or context thereof, the following expressions shall have the meaning given to them below:

"Board Members" shall mean the Directors on the Board of Directors of the Company.

"Whole-time Directors" shall mean the Board Members who are in whole-time employment of the Company.

"Part time Directors" shall mean the Board Members who are not in whole time employment of the Company.

"Relative" shall mean 'relative' as defined in Clause 77 of Section 2 read with Rule 4 of Chapter I Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013.

"Related Party" shall mean 'related party' as defined in Clause 76 of section 2 read with Rule 3 of Chapter I Companies (Specification of Definitions Details) Rules, 2014 of the Companies Act, 2013 and includes the definition as prescribed under Clause 49 of Listing Agreement.

"Senior Management Personnel" shall mean personnel of the Company who are members of its core management team excluding Board of Directors and would comprise of all members of management one level below the executive directors, including viz. Company Secretary, Manager, CEO, CFO, all Functional Heads, all Unit Heads, Presidents, Joint Presidents and all other executives having similar or equivalent rank in the Company.

"The Company" shall mean Bartronics India Limited.

2. APPLICABILITY

The Code applies to the following personnel:

Board Members (whether Whole Time Directors or Part Time Directors including Independent and Nominee Directors) and Senior Management Personnel of the Company.

3. CODE OF CONDUCT

The Board Members and Senior Management Personnel shall observe the highest standards of ethical conduct and integrity and shall work to the best of their ability and judgment. The following are the directives:

1. Any Director or employee of Bartronics India Limited without the prior approval of the Board of Directors, shall not work directly/indirectly for any other company/ organization/ firm association /director/ promoter / relatives of Directors or promoters with remuneration or otherwise during his or her term of employment in Bartronics India Limited.
2. The Directors/ promoters / employees shall ensure that employees, assets, confidential information, trade secrets & IPRs, goodwill, information and database of clientle, product, customers, suppliers of Bartronics India Limited shall not be utilized to derive personal gain or advantage or conflicting interest of the company either by themselves or through their relatives.
3. The Directors/ Promoters/ employees either by themselves or through their relatives, shall not promote any other business without the approval of Board of Directors of Bartronics India Limited.
4. The Board of Directors, Promoters, senior management shall strive to maintain the business of the company and shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which, is likely to arise.
5. The Board of Directors, Promoters, senior management shall not involve directly or indirectly or through their relatives in encroaching employees of the company to join or work for any other company/ organization/ firm/ association Adirector/ promoter / relatives of Directors or promoters with remuneration or otherwise during his or her term of employment in Bartronics India Limited.

The Board Members and the Senior Management Personnel of the Company:

- a) Shall maintain and help the Company in maintaining highest degree of Corporate Governance practices.
- b) Shall act in utmost good faith and exercise due care, diligence and integrity in performing their office duties.
- c) Shall not involve in taking any decision on a subject matter in which a conflict of interest arises or which, in his opinion, is likely to arise.
- d) Shall not utilize bribery or corruption in conducting the Company's business. No Director or employee will offer or provide either directly or indirectly any undue pecuniary or other advantages for the purpose of obtaining, retaining, directing or securing any improper business advantage.
- e) Shall not indulge themselves in Insider Trading and shall comply with the Insider Trading Code and Insider Trading Regulations as laid down by SEBI and the Company.
- f) Shall ensure that they shall protect the Company's assets and properties including physical assets, information and intellectual rights and not use the same for their personal gain.