

CORPORATE INFORMATION

RESOLUTION PROFESSIONAL	Mr. Ch. Poorna Chandra Rao, Insolvency Professional
BOARD OF DIRECTORS	: Mr. K. Udai Sagar, Managing Director Mr. A. B. Satyavas Reddy, Director Ms. Gaddam Varshitha, Independent Director
MANAGEMENT COMMITTEE	: Mr. A. B. Satyavas Reddy Mr. K. Udai Sagar
AUDIT COMMITTEE	: Ms. Gaddam Varshitha, Chairman Mr. A. B. Satyavas Reddy, Member
STAKEHOLDERS RELATIONSHIP COMMITTEE	: Ms. Gaddam Varshitha, Chairman Mr. A. B. Satyavas Reddy, Member Mr. K. Udai Sagar, Member
NOMINATION AND REMUNERATION COMMITTEE	: Ms. Gaddam Varshitha, Chairman Mr. A. B. Satyavas Reddy, Member
RISK MANAGEMENT COMMITTEE	: Ms. Gaddam Varshitha, Chairman Mr. A. B. Satyavas Reddy, Member
COMPLIANCE OFFICER	: Mr. K. Udai Sagar
STATUTORY AUDITORS	: M/s N. G. Rao & Associates Chartered Accountants, Hyderabad
INTERNAL AUDITORS	: M/s Kommula & Co. Chartered Accountants, Hyderabad
BANKERS	: Bank of Baroda Bank of India Barclays Bank IDBI Bank Limited Indian bank LIC
REGISTERED OFFICE	: Survey No. 351, Raj Bollaram Village, Medchal Mandal, R R Dist, Telangana – 501 401. www.bartronics.com
CORPORATE OFFICE	: Plot No 193, Block-B Kavuri Hill, GB Pet, Madhapur, Hyderabad, Telangana – 500 033.
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
REGISTRAR & SHARE TRANSFER AGENT	: 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 27TH ANNUAL GENERAL MEETING

Notice is hereby given that the 27th Annual General Meeting of the M/s. Bartronics India Limited which was scheduled to be held on 24th day of March, 2020 and got postponed due to lock down norms issued by both Central and State Governments for COVID-19, will now be held on July 10, 2020 at 11.00 A.M at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy District, Telangana – 501 401 to transact the following business:

BACKGROUND:

The members are hereby informed that Corporate Insolvency Resolution Process ('CIRP') has been initiated for the Company under the provisions of Section 7 of the Insolvency and Bankruptcy Code, 2016 ('IBC') by the National Company Law Tribunal vide Order no. CP(IB)No. 375/7/HDB/2019 ('order') with effect from 02.12.2019. Further, vide the aforesaid NCLT order and pursuant to Section 17 of the IBC, the powers of the Board of Directors of the Company stood suspended, and such powers are vested with the Interim Resolution Professional, Mr. Chinnam Poorna Chandra Rao (IP Registration No. IBBI/IPA-003/IPA-000119-18/2017- 2018/11298). His appointment was subsequently confirmed by the Committee of Creditors ('COC') as the Resolution Professional (the 'RP'). Accordingly, Mr. Chinnam Poorna Chandra Rao in his capacity as RP took control and custody of the management and operations of the Company from 5th December, 2019. Consequently, all actions that are deemed to be taken by the Board of Directors have been given effect to by the RP during the continuance of the CIRP as per the provisions of the IBC. In view thereof, the 27th Annual General Meeting (AGM) of the Members of the Company is being convened by the RP.

The appointment/re-appointments of the Directors are recommended only for the sole purpose of complying with the applicable provision(s) of the Companies Act, 2013 (as amended) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, pursuant to Section 17 of the IBC, the powers the Board of Directors shall stand suspended during the continuance of the CIRP.

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, 2019 and the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Avula Balliahgari Satyavas Reddy (DIN: 00137948) who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. **To consider and approve the appointment of Mr. K. Udai Sagar, as Managing Director & Key Managerial Person of the Company and to pass with or without modifications the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 196, 197, 203, and other applicable provisions of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule V to the Companies Act, 2013 and provisions of Clause 49 of the Listing Agreement entered with Stock Exchanges subject to approval of the Central Government if any, consent of the members be and is hereby accorded for re-appointment of Mr. K. Udai Sagar, Managing Director of the Company from 13th November, 2018 to 12th November, 2019 on such remuneration as may be decided by the Board (shall not exceed the limits as prescribed in Schedule V of the Companies Act, 2013)".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the above resolutions".

For BARTRONICS INDIA LIMITED

Mr. Ch. POORNA CHANDRA RAO
Resolution Professional

Place: Hyderabad
Date: June 17, 2020.

**(A Company under Corporate Insolvency Resolution
Process by NCLT order No. CP (IB) No. 375/7/HDB/2019)**

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 maybe:-
 - 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. 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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.

12. Electronic copy of the Annual Report for 2018-19 (including Notice of the 27th 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 have not having email address, physical copies of the Annual Report for 2018-19 is being sent in the permitted mode.
13. 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.
14. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2018-19 will also be available on the Company's website 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.
15. 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 has already conducted the e-voting and from 21st March, 2020 at 9.00 a.m., and ended on 23rd March, 2020 at 5.00 p.m, hence the said voting shall be considered as valid.

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. 03 of the accompanying Notice:

Mr. K. Udai Sagar was appointed as Managing Director on 13th November, 2015 for a period of three years on such remuneration as may be decided by the Board. However, he has not been taking any remuneration. In view his vast experience it has been decided by the Board of Directors that subject to approval of the members Mr. K. Udai Sagar be reappointed as Managing Director of the Company from 13th November, 2018 to 12th November, 2019 with the remuneration as may be decided by the Board and whenever sought by him as he has not been taking any remuneration presently. Also, for the fact that he is neither related to the Promoters nor he is a shareholder of the Company the Board believed he will be un-biased & neutral in his approach. At the request of the Board Mr. K. Udai has obliged to continue as Managing Director till 12th November, 2019.

For BARTRONICS INDIA LIMITED

Place: Hyderabad

Date: June 17, 2020.

Mr. Ch. POORNA CHANDRA RAO

Resolution Professional

(A Company under Corporate Insolvency Resolution Process by NCLT order No. CP (IB) No. 375/7/HDB/2019)

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



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	Mr. K. Udai Sagar
Director Identification Number	03298532
Date of Birth	24.08.1961
Date of Appointment	14.05.2013
Expertise in specific functional areas	Mr. K. Udai Sagar has worked for various companies including Global American Technologies, Atlanta, GA, USA and also an advisor to the Govt. of Israel, he has vast experience in the field of Management.
Qualification	Master's in Business Administration
Directorship held in other public companies (excluding foreign companies)	Nil
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholder Relationship Committee).	Nil
Shareholdings in the Company	Nil
Relationship between the Directors inter-se	He is not related to any other Directors of the Company.

INTENTIONALLY KEPT BLANK

BARTRONICS INDIA LIMITED

Survey No. 351, Raj Bollaram Village, Medchal Mandal, R.R. Dist., Telangana - 501 401.

CIN: L29309TG1990PLC011721

Member's Folio Number.....

No.of Shares held.....

ATTENDANCE SLIP (27th AGM)

This Attendance Slip duly filled in to be handed over at the entrance of the Meeting Hall.

Name of the Attending Member or Proxy (In Block Letters)

I hereby record my presence at the 27th Annual General Meeting held on 10th day of July, 2020 at Survey No. 351, Raj Bollaram Village, Medchal Mandal, R.R. Dist. Telangana - 501 401, at 11.00 A.M.

To be signed at the time of handing over this slip

.....
Member's / Proxy's Signature

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L29309TG1990PLC011721
Name of the company : Bartronics India Limited
Registered office : Survey No. 351, Raj Bollaram Village, Medchal Dist, Telangana – 501 401.

Name of the Member(s):	E-Mail Id:
Registered Address:	
Folio No./Client Id:	DP Id:

I/We, being the member (s) of shares of the above named company, hereby appoint:

Name:	Address:
E-mail Id	Signature:
or failing him;	
Name:	Address:
E-mail Id	Signature:
or failing him;	
Name:	Address:
E-mail Id	Signature:

as my/our behalf at the 27th Annual general meeting of the company, to be held on the Friday, the 10th day of July, 2020 at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy District, Telangana – 501 401 At 11.00 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	Optional	
		For	Against
	Ordinary Business		
1	Adoption of Financial Statement for the period ended 31st March, 2019.		
2	Re-appointment of Mr. A. B. Satyavas Reddy, who retires by rotation.		
	Special Business		
3	To consider and approve the appointment of Mr. K. Udai Sagar, as Managing Director & Key Managerial Person of the Company		

Signed this day of July, 2020

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 27th Annual General Meeting.
3. It is optional to put a (✓) in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

FORM No. MGT-12**POLLING PAPER**

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	: Bartronics India Limited
Registered office	: L29309TG1990PLC011721

BALLOT PAPER

S.No.	Particulars	Details
1	Name of the First Named Shareholder (In block letters)	
2.	Postal address	
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)	
4.	Class of Share	Equity

I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:

Item No.	Resolution	No. of shares held	I / We assent to the resolution	I / We dissent to the resolution
	Ordinary Business			
1.	Adoption of Financial Statement for the period ended 31st March, 2019			
2.	Re-appointment of Mr. A. B. Satyavas Reddy, who retires by rotation.			
	Special Business			
3.	To consider and approve the appointment of Mr. K. Udai Sagar, as Managing Director & Key Managerial Person of the Company			

Place:

Date: (Signature of the shareholder)

INSTRUCTIONS

1. This Ballot paper is for the members who have not voted through e-voting facility. A member can opt for only one mode of voting i.e., either through e-voting or by Ballot paper. If a Member casts votes in both the modes, then vote cast through e-voting shall prevail and Ballot paper shall be treated as invalid.
2. The vote should be cast either in favour or against by putting the tick (✓) mark in the column provided for assent or dissent. Ballot paper bearing tick marks in both the columns will be treated as invalid. Please do not use pencil.
3. This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Company/Depository. In case of joint holding this form should be completed and signed by the first named member.
4. Any cutting/overwriting on this Ballot paper should be signed by the shareholder/proxy holder.
5. Unsigned, incomplete, improperly or incorrectly tick marked Ballot papers will be rejected. A Ballot paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
6. The decision of Scrutinizer on the validity of the Ballot paper and any other related matter shall be final.
7. The Scrutinizer will collate the votes downloaded from the e-voting system and votes cast through Ballot paper to declare the final result for each of the Resolutions enumerated above.
8. The Results shall be declared on or after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.bartronics.com and on the website of www.bighshareonline.com within two(2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.

PRINTED MATTER

BY REGISTERED POST / SPEED POST / COURIER



If undelivered please return to :

BARTRONICS INDIA LIMITED

Registered Office: Survey No. 351, Raj Bollaram Village,
Medchal Mandal, RR Dist, Telangana - 501401.