



POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

Voting Start Date & Time	Voting End Date & Time
Thursday May 25, 2023 At 9:00 AM	Friday June 23, 2023 At 5:00 PM

NOTICE is hereby given pursuant to the provisions of Section 110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), General Circular Nos. 14/2020 dated April, 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company (as on the Cut-off Date) ("Members"), through postal ballot (the "Postal Ballot") only by way of remote e-voting ("e-voting") process.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed and forms part of this Postal Ballot Notice ('Notice').

In compliance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "LODR Regulations") and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder, the manner of voting on the proposed resolution is restricted only to e-voting i.e., by casting votes electronically. In compliance with the MCA Circulars, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email addresses are registered with the Company/depository participant(s).

The Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

The Board has appointed Mr. Y. Ravi Prasada Reddy, Proprietor of M/s. RPR & Associates, (Membership No. FCS 5783) (CP No. 5360) Practicing Company Secretary, as the scrutinizer ("Scrutinizer") for conducting the postal ballot through e-voting process in a fair and transparent manner. Members are requested to read the instructions in the 'Notes' of this postal ballot notice for casting their votes electronically. The Votes can be casted from May 25, 2023 at 09.00 A.M. (IST) to June 23, 2023 at 05.00 P.M. (IST). The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of the e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results shall be declared on or

before Saturday, June 24, 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website www.bartronics.com.

Special Business

1. Approval for the appointment of Mr. Venu Gopal Thota (DIN: 01979738) as the Managing Director of the Company and payment of remuneration thereof.

To consider and if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 read with Schedule V and any other applicable provisions of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof), the consent of the members be and is hereby accorded to appoint Mr. Venu Gopal Thota (DIN:01979738) as Chairman and Managing Director of the Company on such terms and conditions mutually agreed upon by the Board of Directors and Mr. Venu Gopal Thota shall not liable to retire by rotation.

RESOLVED FURTHER THAT the consent of the Members be and is hereby accorded for the appointment of Mr. Venu Gopal Thota as Managing Director for a period of 3 years effective from March 28, 2023 at the remuneration enumerated as under:

Particulars	Amount Per Annum
Basic Salary	14,40,000
HRA	5,76,000
Conveyance Allowance	19,200
Education Allowance	2400
Special Allowance	14,44,569
Medical Reimbursement	15,000
Attire Allowance	12,000
Provident Fund (Employee)	21,600
Gratuity	69,231
Cost to the Company	36,00,000

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its

members or to any officials or employees of the Company.”

2. Approval for appointment of Ms. Vilasita Dandamudi (DIN: 08272465) as a Non-Executive Director of the Company

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Rules framed thereunder (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force) the consent of the members be and is hereby accorded to appoint Ms. Vilasita Dandamudi (DIN: 08272465), as a Director (Non-Executive and Non-Independent) of the Company and Ms. Vilasita Dandamudi (DIN: 08272465) will be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

3. Approval of appointment of Mr. M Krishna Kishore (DIN: 07582428) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company the consent of the members be and is hereby accorded to appoint Mr. M Krishan Kishore (DIN:07582428) as Non-Executive Independent Director of the Company to hold office for a term upto three consecutive years commencing from March 28, 2023.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from

time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

4. Approval of appointment of Ms. Sujata Borde (DIN: 09620880) as an Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company the consent of the members be and is hereby accorded to appoint Ms. Sujata Borde (DIN: 09620880) as an Non-executive Independent Director of the Company to hold office for a term upto three consecutive years commencing from March 28, 2023.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

5. Approval of Appointment of Mr. Thirupathi Reddy Bheemuni (DIN: 03418411) as an Non Executive Independent Director of the Company

To consider and if thought fit, to pass the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company the consent of the members be and is hereby accorded to appoint Mr. Thirupathi Reddy Bheemuni (DIN: 03418411) as an non-executive Independent Director of the Company to hold office for a term upto three consecutive years commencing from May 15, 2023.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such

documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

6. Approval of appointment of Mr. Pamarthi Rajesh (DIN: 10155271) as an Independent Director of the Company

To consider and if thought fit, to pass, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable rules and regulations [including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force] and the Articles of Association of the Company the consent of the members be and is hereby accorded to appoint Mr. Pamarthi Rajesh (DIN: 10155271) as an Non-executive Independent Director of the Company to hold office for a term upto three consecutive years commencing from May 15, 2023.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

7. Approval to amend the Object Clause of the Company

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and subject to such approvals, permissions and sanctions of registrar of companies, appropriate authorities, departments or bodies as to the extend necessary, consent of members of the company be and is hereby accorded to effecting the addition to the existing Main Object clause of the Memorandum of Association (“MOA”) of Company in following manner:

Following clauses shall be added after the existing clause number 5 of Main objects

6. To carry on the business of developing, manufacturing, marketing, distributing, and selling health tech products and services, including but not limited to software applications, medical devices, telemedicine, health analytics, and health information systems, research

and development, technology licensing, collaborations, partnerships, acquisitions, and investments, and may enter into agreements with other entities in India or abroad, provide training and education to healthcare professionals, patients, and the general public, and may undertake any other activities incidental or conducive to the attainment of the above objective.

7. To carry on the business of providing technology-based financial services and solutions, including but not limited to payment processing, digital banking, investment management, insurance, and other related services, developing and licensing software applications, partnering with financial institutions and other entities, acquiring and investing in other fintech companies, and providing consultancy and advisory services.
8. To carry on the business of providing mobility solutions, including but not limited to transportation, logistics, and related services, using technology-based platforms and tools to engage in activities such as developing and licensing software applications, partnering with transportation providers and other entities, acquiring and investing in other mobility companies, and providing consultancy and advisory services.

RESOLVED FURTHER THAT any of the Directors or Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities and to approve the execution of all such documents, instruments and writings as may be necessary in connection with the foregoing and to delegate all or any of its powers hereby conferred to a Committee constituted by the Board or to any of the officials or employees of the Company from time to time with power to the said Committee to further delegate its powers to any of its members or to any officials or employees of the Company.”

**By order of the Board
For Bartronics India Limited**

**Apeksha Naidu
Company Secretary**

Regd. Office:

Survey No. 351, Raj Bollaram Village
Medchal Mandal & District TG 501401

Place: Hyderabad

Date: May 23, 2023

Notes:

1. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/the Company's Registrars and Transfer Agent ('RTA') as on Friday, May 19, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, May 19, 2023.
3. The Resolutions passed by the members through postal ballot are deemed to have been passed as if it is passed at a General Meeting of the Members.
4. The vote in this Postal Ballot cannot be exercised through proxy.
5. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes e-voting. Alternately, Members may also send their requests to info@bartronics.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. Members may download the Notice from the Company's website at www.bartronics.com or from NSDL's website at www.evoting.nsdl.com . A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
7. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
8. Voting through electronic means.

Instructions for members for remote e-Voting

1. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.
2. The remote e-voting period begins on May 25, 2023 at 09:00 A.M. and ends on June 23, 2023 at 05:00 P.M. and the remote e-voting module shall be disabled by NSDL for voting thereafter.
3. The Instructions for remote voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit

	<p>demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;"></div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none">1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.4. Alternatively, the user can directly access e-Voting

	<p>page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nSDL.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

- (i) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
- (ii) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
- (iii) Now you are ready for e-Voting as the Voting page opens.
- (iv) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
- (v) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (vi) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- (vii) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yrvifcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney

/ Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request by email to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@bartronics.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (info@bartronics.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 1:

Mr. Venu Gopal Thota was initially appointed as Chairman and Managing Director on the Board of the Company w.e.f. March 28, 2023 by the Monitoring agent on the Handover date.

Mr. Venu Gopal Thota has several years of experience as chief Technical officer Prior to joining the Company, he was associated with Nalin Soft Private Limited Mr. Venu Gopal Thota is a not a relative of any of the existing directors of the Company.

Further details of Mr. Venu Gopal Thota, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to this notice.

Overall remuneration:

Particulars	Amount Per Annum
Basic Salary	14,40,000
HRA	5,76,000
Conveyance Allowance	19,200
Education Allowance	2400
Special Allowance	14,44,569
Medical Reimbursement	15,000
Attire Allowance	12,000
Provident Fund (Employee)	21,600
Gratuity	69,231
Cost to the Company	36,00,000

The Nomination & Remuneration Committee, the Audit Committee and the Board of Directors are of the opinion that Mr. Venu Gopal Thota vast knowledge and varied experience will be of great value to the Company and has recommended the Resolution of this Notice relating to his appointment as Chairman and Managing Director of the Company for a period of Three years w.e.f. March 28, 2023 and up to March 28, 2026 as a Special Resolution for your approval.

Except Mr. Venu Gopal Thota, none of the other Directors, Key Managerial Personnel or the relatives of Directors and Key Managerial Persons (KMP) are, in any way, concerned or interested, financially or otherwise, in the Resolution of the Notice. Mr. Venu Gopal Thota is not related to any other Director or KMP of the Company.

The Board of Directors, therefore, recommends the special resolution for your approval.

The additional information as required under Schedule V of the Companies Act, 2013 is given below:

I General information				
1	Nature of industry	IT Enabled Services		
2	Date or expected date of commencement of commercial production	NA		
3	Financial performance based on given indicators	(Rs. In Lakhs)		
		Particulars	2021-22	2020-21
		Revenues	6,556.18	6,343.90
		Profit before depreciation	(5515.17)	(5476.46)
		Depreciation	426.99	428.29
		Profit before tax for the year	(5,088.18)	(5,048.17)
		Profit after tax for the year	(5,030.12)	(4,923.22)
	Total Comprehensive Income	(3,848.37)	(5,702.06)	
4	Foreign investments or collaborations, if any	Nil		
II Information about the appointee:				
1	Background details	Details of Background details are presented in the Explanatory statement.		
2	Past remuneration	Mr. Venu Gopal Thota was drawing remuneration till 23.05.2023 at rate of Rs. 26 lacs per annum		
3	Recognition or awards	-		
4	Job profile and his suitability	Details of Job profile and his suitability are presented in the Explanatory statement.		
5	Remuneration proposed	Details of proposed remuneration are presented in the Explanatory statement.		
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	As the company recently came out of IBC as per the approved resolution plan by the NCLT, as per Schedule V Part II Section III(b)(iii) for a period of five years from the date of such approval, Company may pay any remuneration to its managerial persons.		
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mr. Venu Gopal Thota does not have any pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel		
III Other information:				
	Reasons of loss or inadequate profits	The company faced several operational challenges which reflected in companies financials.		
	Steps taken or proposed to be taken for improvement	The company was admitted into CIRP on December 02, 2019 and came out of it on March 28, 2023 when the Resolution Plan submitted by Successful Resolution Applicant was implemented.		

		The new management has just taken over the company and are taking adequate steps to turn around the company.
	Expected increase in productivity and profits in measurable terms	The new management has recently taken over the company; it is too early to comment on the expected rise in the profits for the steps they are taking.

Item No. 2:

Ms. Vilasita Dandamudi was initially appointed on the Board of the company on March 28, 2023 as an Additional Director (Non-Executive and Non-Independent) i.e the handover date by the monitoring agent.

Ms. Vilasita Dandamudi is not disqualified from being appointed as a Non-Executive Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. She is not debarred from holding the office of a Director by virtue of any order issued by the Securities and Exchange Board of India or any other such authority.

Further details of Ms. Vilasita Dandamudi, nature of her expertise in specific functional areas, names of companies in which she holds directorships and memberships/ chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to this notice.

The Board of Directors, therefore, recommends the special resolution for your approval.

Item No. 3, 4, 5 & 6:

Mr. M Krishna Kishore and Ms. Sujata Borde were initially appointed on the Board of the company as additional Non Executive Independent Director on March 28, 2023 i.e the handover date by the monitoring agent. Mr. Thirupathi Reddy Bheemuni and Mr. Pamarthi Rajesh were initially appointed on the Board of the company as additional Non Executive Independent Director on May 15, 2023.

The Company has received declarations from Mr. M Krishna Kishore, Ms. Sujata Borde, Mr. Thirupathi Reddy Bheemuni and Mr. Pamarthi Rajesh confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the SEBI Listing Regulations").

Mr. M Krishna Kishore, Ms. Sujata Borde Mr. Thirupathi Reddy Bheemuni and Mr. Pamarthi Rajesh are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to continue as Directors. They are not debarred from holding the office of a Director pursuant to any order of SEBI or any other such authority. They do not hold any equity shares by themselves or on beneficial basis for any other person in the Company as on date of this Notice.

Further details of Mr. M Krishna Kishore, Ms. Sujata Borde, Mr. Thirupathi Reddy Bheemuni and Mr. Pamarthi Rajesh nature of their expertise in specific functional areas, names of companies in which they hold directorships and memberships / chairmanships of Board Committees and shareholding etc. as stipulated under the Listing Regulations, are provided as an Annexure to this notice.

Except Mr. M Krishna Kishore, Ms. Sujata Borde, Mr. Thirupathi Reddy Bheemuni and Mr. Pamarthi Rajesh none of the other Directors, Key Managerial Personnel or the relatives of Directors and Key Managerial Persons (KMP) are, in any way, concerned or interested, financially or otherwise, in the Resolution of the Notice. M Krishna Kishore and Ms. Sujata Borde are not related to any other Director or KMP of the Company.

The Board of Directors, therefore, recommends the special resolution for your approval.

Item No. 7:

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The Successful Resolution Applicant made a bid for the company as it was cognizant about the company's expertise, experience and resources and planned to turnaround the Company on company's strength.

In line with the Boards' strategy to utilize company's expertise, experience and resources to shape new future of the company; the Board of the company feels that any business in today's world need to be flexible enough to change its course with changing time. The Board wants to make this company agile enough to seize any winning opportunities. The new objects included are envisaged as evolving opportunities for the Company. It is noted that the areas included in objects are relatively less explored giving fabulous growth opportunities.

The Board at its meeting held on May 22 2023 has approved alteration of the MOA of the Company and the Board now seeks Members' approval for the same.

The draft Copy of the Memorandum of Association of the Company is available for inspection at the registered office of the Company on any working day during Business Hours till last date of E Voting. The Amendment shall be effective upon the registration of the resolution with the Registrar of the Companies. The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

The Board of Directors, therefore, recommends the special resolution for your approval.

**By order of the Board
For Bartronics India Limited**

**Apeksha Naidu
Company Secretary**

Regd. Office:

Survey No. 351, Raj Bollaram Village
Medchal Mandal TG 501401

Place: Hyderabad

Date: May 23, 2023

Annexure

Details of Directors seeking re-appointment

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of Company Secretaries of India]

Name of the Director	Mr. Venu Gopal Thota
Date of Birth	30-04-1963
Age	60 Years
Date of Appointment	28.03.2023
Relationship with Directors and Key Managerial Personnel	No Relationship
Expertise in specific functional area	Heading and leading the company
Qualifications	BE (Mechanical)
Names of Listed Entities from which the Director has resigned in the past three years	NIL
Board Membership of other companies as on the date of Notice	i. Nalin Soft Private Limited- Director ii. Antanium India Private Limited- Director
Committees Membership of other companies as on the date of Notice	i. Audit Committee of Bartronics India Limited – Member
Number of equity shares held in the Company as on the date of Notice	Nil

Name of the Director	Ms. Vilasita Dandamudi
Date of Birth	06.06.1983
Age	40 Years
Date of Appointment	28.03.2023
Relationship with Directors and Key Managerial Personnel	No Relationship
Expertise in specific functional area	Operations
Qualifications	B Com (Computers)
Names of Listed Entities from which the Director has resigned in the past three years	NIL
Board Membership of other companies as on the date of Notice	i. SEW RHO Power Corporation Limited - Director ii. SEW Green Energy Limited-Director iii. SEW Nyukcharong Chu Power Corporation Limited-Director iv. TT Energy Private Limited- Nominee Director v. SEW Nafra Power Corporation Limited-Director vi. SEW Rangmaw Power Corporation Limited-Director vii. SEW New Melling Power Corporation Limited-Director viii. SEW Vidarbha Infrastructure Private Limited-Director ix. SEW Transportation Networks Limited-Director x. SEW Vizag Coal Terminal Private Limited-Director xi. SEW Realty Limited-Director xii. VNS Realty Private Limited-Director
Committees Membership of other companies as on the date of Notice	1. Nomination and Remuneration Committee - Chairman

	2. Stakeholders Relationship Committee - Member
Number of equity shares held in the Company as on the date of Notice	Nil

Name of the Director	Mr. M Krishna Kishore
Date of Birth	16.07.1986
Age	37 Years
Date of Appointment	28.03.2023
Relationship with Directors and Key Managerial Personnel	No Relationship
Expertise in specific functional area	Operations
Qualifications	MBA
Names of Listed Entities from which the Director has resigned in the past three years	NIL
Board Membership of other companies as on the date of Notice	<ul style="list-style-type: none"> i. Farmvillage Agro Inputs Private Limited- Director ii. Brand Reach Private Limited- Director iii. Vibhav Engineering Solutions Private Limited- Director iv. Bikewo Mobility Private Limited- Director v. Bharath Rapido Private Limited- Director vi. Cloudeeva Software Private Limited- Director vii. Digireach Media Private Limited- Director viii. Antanium India Private Limited- Director
Committees Membership of other companies as on the date of Notice	<ul style="list-style-type: none"> i. Audit Committee of Bartronics India Limited – Chairman ii. Nomination and Remuneration Committee - Member iii. Stakeholders Relationship Committee - Member
Number of equity shares held in the Company as on the date of Notice	Nil

Name of the Director	Ms. Sujata Borde
Date of Birth	14.04.1974
Age	49 Years
Date of Appointment	28.03.2023
Relationship with Directors and Key Managerial Personnel	No Relationship
Expertise in specific functional area	Human resources management and consultation
Qualifications	BSL.LL.B, DBM, MLL&LW
Names of Listed Entities from which the Director has resigned in the past three years	NIL
Board Membership of other companies as on the date of Notice	Affinique Consulting Services Private Limited- Director
Committees Membership of other companies as on the date of Notice	1. Audit Committee of Bartronics India Limited – Member

	<p>2. Nomination and Remuneration Committee - Chairman</p> <p>3. Stakeholders Relationship Committee - Member</p>
Number of equity shares held in the Company as on the date of Notice	Nil

Name of the Director	Thirupathi Reddy Bheemuni
Date of Birth	14/02/1983
Age	40 years
Date of Appointment	May 15, 2023
Relationship with Directors and Key Managerial Personnel	No Relationship
Expertise in specific functional area	Auditing, Accounting and Assurance practice
Qualifications	CA & CS
Names of Listed Entities from which the Director has resigned in the past three years	None
Board Membership of other companies as on the date of Notice	INN Tech Global Valuers Private Limited
Committees Membership of other companies as on the date of Notice	Nil
Number of equity shares held in the Company as on the date of Notice	Nil

Name of the Director	Pamarthi Rajesh
Date of Birth	04.05.1991
Age	32
Date of Appointment	May 15, 2023
Relationship with Directors and Key Managerial Personnel	No relationship
Expertise in specific functional area	Technologies
Qualifications	Msc. Computers
Names of Listed Entities from which the Director has resigned in the past three years	Nil
Board Membership of other companies as on the date of Notice	Nil
Committees Membership of other companies as on the date of Notice	Nil
Number of equity shares held in the Company as on the date of Notice	Nil