



## BARTRONICS INDIA LIMITED

**Registered Office:** Survey No. 351, Raj Bollaram Village, Medchal Mandal, Telangana, India, 501401;  
**Corporate Office:** S.V. Chambers, 1st Floor, Plot No.193, Phase II, Kavuri Hills, Madhapur, Jubilee Hills, Hyderabad,  
Telangana, India, 500033.

**Telephone:** 040-49269269; **E-mail:** ashwani.singh@bartronics.com; **Website:** www.bartronics.com;

**Contact Person:** Mr. Ashwani Singh Bisht, Company Secretary and Compliance Officer

**Corporate Identification Number:** L29309TG1990PLC011721

Our Company was incorporated as a private limited company under the Companies Act, 1956 as “Super Bar Tronics Private Limited” vide a Certificate of Incorporation dated September 10, 1990 bearing registration No.01-11721 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad (the “RoC”). Our Company was converted into a public limited company as “Super Bartronics Limited” with effect from July 27, 1995. The name of our Company was further changed to its present name, ‘Bartronics India Limited’ vide a special resolution passed by the shareholders of the Company on December 26, 1995 and a fresh certificate of Incorporation consequent upon change of name was issued on January 1, 1996 from the Registrar of Companies, Andhra Pradesh. The Corporate Identification Number of Our Company is L29309TG1990PLC011721. Afterwards, a financial creditor filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Limited and the same was admitted by the Hon’ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) (“Successful Resolution Applicant” or “SRA”) was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) (“Successful Resolution Applicant” or “SRA”). For details of changes in the name and the registered office address of our Company, see “General Information” on page 39 of this Draft Letter of Offer.

### OUR PROMOTER - KINEX INDIA PRIVATE LIMITED (Formerly Known as Antanium India Private Limited) FOR PRIVATE CIRCULATION TO THE ELIGIBLE EQUITY SHAREHOLDERS OF THE COMPANY ONLY

ISSUE OF UPTO [•] EQUITY SHARES OF FACE VALUE OF ₹ 1/- EACH (“RIGHTS EQUITY SHARES”) OF OUR COMPANY FOR CASH AT A PRICE OF ₹ [•]/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ [•] PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING UPTO ₹ 4,990 LAKHS ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF OUR COMPANY IN THE RATIO OF [•] RIGHTS EQUITY SHARE(S) FOR EVERY [•] FULLY PAID-UP EQUITY SHARE(S) HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON [•], [•] (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS [•] TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 162 OF THIS DRAFT LETTER OF OFFER.

### WILFUL DEFAULTER

Neither our Company nor any of our Promoters or any of our Directors have been or are identified as Wilful Defaulters or Fraudulent Borrowers.

### GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Issue unless they can afford to take the risk with such investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Issue. For taking an investment decision, investors shall rely on their own examination of our Company and the Issue, including the risks involved. The Rights Equity Shares in the Issue have not been recommended or approved by the Securities and Exchange Board of India (“SEBI”), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Letter of Offer. Specific attention of the investors is invited to the section titled “Risk Factors” on page 23 of this Draft Letter of Offer.

### OUR COMPANY’S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Letter of Offer contains all information with regard to our Company and this Issue, which is material in the context of this Issue, that the information contained in this Draft Letter of Offer is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Letter of Offer as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

### LISTING

The existing Equity Shares are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”) (“NSE” along with “BSE” referred to as the “Stock Exchanges”). Our Company has received ‘in-principle’ approvals from BSE and NSE for listing the Rights Equity Shares to be allotted pursuant to this Issue vide their letters dated [•] and [•], respectively. For the purpose of this Issue, the Designated Stock Exchange is BSE Limited.

### REGISTRAR TO THE ISSUE



**Bigshare Services Private Limited**  
Office No S6-2, 6<sup>th</sup> Floor,  
Pinnacle Business Park, Next to Ahura Centre,  
Mahakali Caves Road,  
Andheri (East) Mumbai 400 093  
CIN: U99999MH1994PTC076534  
Telephone: 022 6263 8200  
Email: rightsissue@bigshareonline.com  
Investor grievance e-mail: investor@bigshareonline.com  
Contact Person: Suraj Gupta  
Website: www.bigshareonline.com  
SEBI registration no.: INR000001385

### ISSUE PROGRAMME

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUNCIATION*	ISSUE CLOSES ON**
[•]	[•]	[•]

\*Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

\*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

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## SECTION I – GENERAL

### DEFINITIONS AND ABBREVIATIONS

*This Draft Letter of Offer uses certain definitions and abbreviations set forth below, which you should consider when reading the information contained herein. The following list of certain capitalized terms used in this Draft Letter of Offer is intended for the convenience of the reader/prospective investor only and is not exhaustive.*

*Unless otherwise specified, the capitalized terms used in this Draft Letter of Offer shall have the meaning as defined hereunder. References to any legislations, acts, regulation, rules, guidelines, circulars, notifications, policies or clarifications shall be deemed to include all amendments, supplements or re-enactments and modifications thereto notified from time to time and any reference to a statutory provision shall include any subordinate legislation made from time to time under such provision.*

*The words and expressions used in this Draft Letter of Offer, but not defined herein, shall have the same meaning (to the extent applicable) ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, 2013, the SCRA, the Depositories Act, and the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in sections/chapters titled “Industry Overview”, “Summary of this Draft Letter of Offer”, “Financial Information”, “Statement of Special Tax Benefits”, “Outstanding Litigation and Defaults” and “Issue Information” on pages 55, 19, 86,51, 137 and 162 of this Draft Letter of Offer respectively, shall, unless indicated otherwise, have the meanings ascribed to such terms in the respective sections/ chapters.*

#### General Terms

Term	Description
“Company”, “our Company”, “the Company”, “the Issuer” or “BIL”	Bartronics India Limited, a public limited company incorporated under the provisions of the Companies Act, 1956 having its Registered Office at Survey No. 351, Raj Bollaram Village, Medchal, Telangana, India, 501401 and Corporate Office at S.V. Chambers, 1st Floor Plot No.193, Phase II, Kavuri Hills, Madhapur, Jubilee Hills, Hyderabad, Telangana, India, 500033
“we”, “us”, or “our”	Unless the context otherwise requires, indicates or implies or unless otherwise specified, Our Company, as applicable, as at and during the relevant Financial Year.

#### Company Related Terms

Term	Description
“Articles”/“Articles of Association”/“AoA”	Articles / Articles of Association of our Company, as amended from time to time.
“Audit Committee”	The Committee of the Board of Directors constituted as our Company’s Audit Committee in accordance with Regulation 18 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“ <b>SEBI Listing Regulations</b> ”) and Section 177 of the Companies Act, 2013.
“Auditor”/ “Statutory Auditor”	Statutory and peer reviewed auditor of our Company, namely Brahmayya & Co., Chartered Accountants, Chennai.
“Board”/ “Board of Directors”	Board of directors of our Company or a duly constituted committee thereof.
“Chairman”	N. Vidhya Sagar Reddy, the Chairman of our Company.
“Chief Financial Officer /CFO”	Venu Gopal Thota, the Chief Financial Officer of our Company.
“Company Secretary and Compliance Officer”	Ashwani Singh Bisht, the Company Secretary and the Compliance Officer of our Company.
“Corporate Office”	The Corporate Office of the Company is situated at S.V. Chambers 1st Floor Plot No.193, Phase II, Kavuri Hills, Madhapur, Jubilee Hills, Hyderabad, Telangana, India, 500033
“Director(s)”	The director(s) on the Board of our Company, unless otherwise specified.
“Equity Shareholder”	A holder of Equity Shares.

“Equity Shares”	Equity shares of our Company of face value of ₹ 1.00 each.
“Executive Directors”	Executive Director of our Company being Mr. N. Vidhya Sagar Reddy
“Financial Statement”	The audited consolidated financial statements of our Company for the financial year ended March 31, 2023 which comprises of the balance sheet as at March 31, 2023, the statement of profit and loss including other comprehensive income, the cash flow statement, the statement of changes in equity for the year ended March 31, 2023, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information and un-audited financial results of our Company for the Nine months ended December 31, 2023.
“Independent Director(s)”	Independent directors on the Board of, our Company as per the definition provided in Section 2(47) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations who are eligible to be appointed as independent directors under the provisions of the Companies Act, 2013 and the SEBI Listing Regulations as disclosed in. For details of the Independent Directors, see "Our Management and Organisation Structure" on page 75 of this Draft Letter of Offer.
“Key Management Personnel and Senior Management” / “KMP”	Key Management Personnel and Senior Management of our Company in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as described in the subsection titled “ <i>Our Management and Organizational Structure – Key Managerial Personnel and Senior Management</i> ” on page 77 of this Draft Letter of Offer.
“Materiality Policy on litigations”	Policy on determination of materiality threshold of litigations against our Company, Promoters, Directors and Group Company adopted by our Board of Directors.
“Memorandum of Association” / “MoA”	Memorandum of Association of our Company, as amended from time to time.
“NCLT”	National Company Law Tribunal, Hyderabad Bench.
“Nomination and Remuneration Committee”	The committee of the Board of Directors reconstituted as our Company’s nomination and remuneration committee is in accordance with Regulation 19 of the SEBI Listing Regulations and Section 178 of the Companies Act, 2013.
“Non-executive Directors”	Non-executive Directors of our Company.
“Promoter(s)”	The promoter of our Company, namely, Kinex India Private Limited ( <i>Formerly Known as Antanium India Private Limited</i> )
“Promoter Group”	Unless the context requires otherwise, the promoter group of our Company as determined in accordance with Regulation 2(1)(pp) of the SEBI ICDR Regulations
“Registered Office”	The Registered Office of our Company located at Survey No. 351, Raj Bollaram Village, Medchal Manda, Telangana, India, 501401.
“Registrar of Companies”/ “RoC”	Registrar of Companies, Telangana, having its office at 2 <sup>nd</sup> Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad-500068, Telangana.
“Rights Issue Committee”	The Committee of our Board constituted through the resolution dated March 21, 2024.
“Shareholders”/ “Equity Shareholders”	The Equity Shareholders of our Company, whose names appears in the Register of Members, from time to time.

## Issue Related Terms

Term	Description
“Abridged Letter of Offer”	Abridged Letter of Offer to be sent to the Eligible Equity Shareholders with respect to the Issue in accordance with the provisions of the SEBI ICDR Regulations and the Companies Act, 2013.
“Additional Rights Equity Shares /Additional Equity Shares”	The Rights Equity Shares applied or allotted under this Issue in addition to the RightsEntitlement.
“Allot/Allotment/Allotted”	Allotment of Equity Shares pursuant to the Issue.
“Allotment Account(s)”	The account opened with the Banker(s) to the Issue, into which the Application Money lying to the credit of the escrow account(s) and amounts blocked by Application Supported by Blocked Amount in the ASBA Account, with respect to successful Applicants will be transferred on the Transfer Date in accordance with Section 40(3) of the Companies Act, 2013.
“Allotment Account Bank”	Bank(s) which are clearing members and registered with SEBI as bankers to an issue and with whom the Allotment Accounts will be opened, in this case being, [●].
“Allotment Advice”	The note, advice or intimation of Allotment sent to each successful Applicant who has been or is to be Allotted the Rights Equity Shares pursuant to the Issue.
“Allotment Date”	Date on which the Allotment is made pursuant to the Issue.
“Allottee(s)”	Person(s) who is Allotted Rights Equity Shares pursuant to the Allotment.
“Applicant(s) / Investor(s)”	Eligible Equity Shareholder(s) and/or Renouncee(s) who make an application for the Rights Equity Shares pursuant to the Issue in terms of this Draft Letter of Offer, including an ASBA Investor.
“Application”	Application made through (i) submission of the Application Form or plain paper Application to the Designated Branch of the SCSBs or online/electronic application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process, to subscribe to the Rights Equity Shares at the Issue Price.
“Application Form/Common Application Form”	Unless the context otherwise requires, an application form (including online application form available for submission of application through the website of the SCSBs (if made available by such SCSBs) under the ASBA process) used by an Applicant to make an application for the Allotment of Rights Equity Shares in this Issue.
“Application Money”	Aggregate amount payable in respect of the Rights Equity Shares applied for in the Issue at the Issue Price.
“Application Supported by Blocked Amount/ASBA”	Application (whether physical or electronic) used by ASBA Applicants to make an Application authorizing a SCSB to block the Application Money in the ASBA Account.
“ASBA Account”	Account maintained with a SCSB and specified in the Application Form or plain paper application, as the case may be, for blocking the amount mentioned in the Application Form or the plain paper application, in case of Eligible Equity Shareholders, as the case may be.
“ASBA Applicant / ASBA Investor”	As per the SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023, all investors (including renounees) shall make an application for a rights issue only through ASBA facility.
“ASBA Circulars”	Collectively, SEBI circular bearing reference number SEBI/CFD/DIL/ASBA/1/2009/30/12 dated December 30, 2009, SEBI circular bearing reference number CIR/CFD/DIL/1/2011 dated April 29, 2011 and the SEBI master circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023
“Banker(s) to the Issue”	Collectively, the Escrow Collection Bank and the Refund Banks to the Issue, in this case being [●].
“Bankers to the Issue Agreement”	Agreement to be entered into by and among our Company, the Registrar to the Issue, the Lead Manager and the Bankers to the Issue for collection of the Application Money from Applicants/Investors, transfer of funds to the Allotment Account and where applicable, refunds of the amounts collected from Applicants/Investors, on the terms and conditions thereof.
“Basis of Allotment”	The basis on which the Rights Equity Shares will be Allotted to successful applicants in the Issue and which is described in chapter titled “Terms of the Issue” on page 162 of this Draft Letter of Offer.

“Controlling Branches/ Controlling Branches of the SCSBs”	Such branches of SCSBs which coordinate Bids under the Issue with the LM, the Registrar and the Stock Exchange, a list of which is available on the website of SEBI available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> updated from time to time or at such other website(s) as may be prescribed by the SEBI from time to time.
“Demographic Details”	Details of Investors including the Investor’s address, name of the Investor’s father/ husband, investor status, occupation and bank account details, where applicable.
“Designated SCSB Branches”	Such branches of the SCSBs which shall collect the Application Form or the plain paper application, as the case may be, used by the ASBA Investors and a list of which is available on <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a> .
“Designated Stock Exchange”	BSE Limited
“Depository(ies)”	NSDL and CDSL or any other depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 as amended from time to time read with the Depositories Act, 1996.
“Escrow Collection Bank”	Banks which are clearing members and registered with SEBI as bankers to an issue and with whom Escrow Account(s) will be opened, in this case being [●]
“Eligible Equity Shareholders”	Existing Equity Shareholders as on the Record Date. Please note that the investors eligible to participate in the Issue exclude certain overseas shareholders. For further details, see chapter titled “Notice to Investors” on page 13 of this Draft Letter of Offer.
“Escrow Collection Bank”	Bank(s) which are clearing members and registered with SEBI as banker to an issue and with whom the escrow account will be opened, in this case being [●],
“FPIs”	Foreign portfolio investors as defined under the SEBI FPI Regulations
“Fraudulent Borrower”	Fraudulent Borrower(s) as defined under Regulations 2(1)(III) of the SEBI ICDR Regulations.
“ISIN”	International Securities Identification Number of the Company being INE855F01042.
“Issue / Rights Issue”	Issue of up to [●] Equity Shares of face value of ₹ 1 each of our Company for cash at a price of Rs. [●] per rights equity shares not exceeding ₹ 4990.00 Lakhs* on a rights basis to the Eligible Equity Shareholders of our Company in the ratio of [●] Rights Equity Shares for every [●] Equity Share held by the Eligible Equity Shareholders of our Company on the Record Date. *Assuming full subscription
“Issue Closing Date”	[●]
“Issue Material”	Collectively, Letter of Offer, Abridged Letter of Offer, the Application Form and Rights Entitlement Letter, other applicable Issue material.
“Issue Opening Date”	[●]
“Issue Period”	The period between the Issue Opening Date and the Issue Closing Date, inclusive of both days, during which Applicants/Investors can submit their Application, in accordance with the SEBI ICDR Regulations.
“Issue Price”	₹ [●] per Equity Share.
“Issue Proceeds”	Gross proceeds of the Issue.
“Issue Size”	Amount aggregating up to Rs. 4990.00 Lakhs* *Assuming full subscription
“Letter of Offer/LOF”	The final Letter of Offer dated [●] to be filed with the Stock Exchanges and SEBI.
“Listing Agreement”	The listing agreements entered into between our Company and the Stock Exchanges in terms of the SEBI Listing Regulations.
“Multiple Application Form”	Multiple application forms submitted by an Eligible Equity Shareholder/ Renouncee in respect of the Rights Entitlement available in their demat account. However supplementary applications in relation to further Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application.

“Net Proceeds”	Proceeds of the Issue less the Issue related expenses. For further information about the Issue related expenses, see chapter titled “ <i>Objects of the Issue</i> ” on page 47 of this Draft Letter of Offer.
“Non-Institutional Bidders or NIIs”	An Investor other than a Retail Individual Investor or Qualified Institutional Buyer as defined under Regulation 2(1)(jj) of the SEBI ICDR Regulations.
“Off Market Renunciation”	The renunciation of Rights Entitlements undertaken by the Investor by transferring them through off market transfer through a depository participant in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Depositories, from time to time, and other applicable laws.
“On Market Renunciation”	The renunciation of Rights Entitlements undertaken by the Investor by trading them over the secondary market platform of the Stock Exchange through a registered stock broker in accordance with the SEBI Rights Issue Circulars and the circulars issued by the Stock Exchange, from time to time, and other applicable laws, on or before [●]
“QIBs or Qualified Institutional Buyers”	Qualified institutional buyers as defined under Regulation 2(1) (ss) of the SEBI ICDR Regulations.
“Record Date”	Designated date for the purpose of determining the Equity Shareholders eligible to apply for Rights Equity Shares, being [●]
“Refund Bank(s)”	The Banker(s) to the Issue with whom the Refund Account(s) will be opened, in this case being [●].
“Registrar to the Issue”/ “Registrar”	Bigshare Services Private Limited
“Registrar Agreement”	Agreement dated [●] entered into among our Company and the Registrar in relation to the responsibilities and obligations of the Registrar to the Issue pertaining to the Issue.
“Renouncee(s)”	Person(s) who has/have acquired the Rights Entitlement from the Eligible Equity Shareholders on renunciation.
“Renunciation Period”	The period during which the Investors can renounce or transfer their Rights Entitlements which shall commence from the Issue Opening Date. Such period shall close on [●]. in case of On Market Renunciation. Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee on or prior to the Issue Closing Date.
“Rights Entitlement ISIN”	ISIN for Rights Entitlement i.e. [●]
“Rights Entitlement”	Number of Equity Shares that an Eligible Equity Shareholder is entitled to in proportion to the number of Equity Shares held by the Eligible Equity Shareholder on the Record Date, in this case being [●] Equity Shares for [●] Equity Shares held by an Eligible Equity Shareholder. The Rights Entitlements with a separate ISIN: [●] will be credited to demat account before the date of opening of the Issue, against the equity shares held by the Equity Shareholders as on the record date.
“Rights Entitlement Letter”	Letter including details of Rights Entitlements of the Eligible Equity Shareholders.
“Rights Equity Shares/Rights Shares”	Equity Shares of our Company to be Allotted pursuant to this Issue.
“Self-Certified Syndicate Banks” or “SCSBs”	Self-certified syndicate banks registered with SEBI, which acts as a banker to the Issue and which offers the facility of ASBA. A list of all SCSBs is available at <a href="http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes">http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes</a>
“Stock Exchange”/ “Stock Exchanges”	Stock Exchanges where the Equity Shares are presently listed and traded , being BSE and NSE.
“Transfer Date”	The date on which the amount held in the escrow account(s) and the amount blocked in the ASBA Account will be transferred to the Allotment Account, upon finalization of the Basis of Allotment, in consultation with the Designated Stock Exchange.
“Wilful Defaulter “/” Fraudulent Borrower”	An entity or person categorised as a wilful defaulter or fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by RBI and Regulation 2(1)(III) of the SEBI ICDR Regulations.
“Working Day”	In terms of Regulation 2(1)(mmm) of SEBI ICDR Regulations, working day means all days on which commercial banks in Mumbai are open for business. Further, in respect of Issue Period, working day means all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in



	Mumbai are open for business. Furthermore, the time period between the Issue Closing Date and the listing of Equity Shares on the Stock Exchanges, working day means all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI.
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### Industry related Terms or Abbreviations

Term	Description
“AI”	Artificial Intelligence
“AIDC”	Automatic Identification And Data Capture
“App Development”	Application Development
“BFSI”	Banking, Financial Services, And Insurance
“BPM”	Business Process Management
“BPO”	Business process outsourcing
“DISHA Bill”	Digital Information Security in Healthcare Act 2018
“EHR”	Electronic Health Records
“ER&D”	Engineering Research & Development
“ESDM”	Electronics System Design & Manufacturing
“FI”	Financial Inclusion
“IoT”	Internet of Things
“IT”	Information Technology
“ITES”	Information Technology Enabled Services
“ICT”	Information and Communication Technology
“LAD”	Loan against Deposits
“MeitY”	Ministry of Electronics and Information Technology
“.NET”	Network Enable Technology
“NDHM”	National Digital Health Mission
“NIELIT”	National Institute of Electronics & Information Technology
“NeGP”	National e-Governance Plan
“PDS”	Public Distribution System
“POS”	Point of Sale
“Power BI”	Power Business Intelligence
“PSU”	Public Sector Undertaking
“QR Code”	Quick-Response Code
“RFID”	Radio Frequency Identification
“RFP”	Request For Proposal
“R&D”	Research & Development
“RRB”	Regional Rural Bank
“STP Scheme”	Software Technology Park Scheme
“STPI”	Software Technology Park of India
“UPI”	Unified Payment Interface
“WHO”	World Health Organization

### Conventional and General Terms or Abbreviations

Term	Description
“₹”/“Rs.”/ “Rupees” / “INR”	Indian Rupees
“A/c”	Account
“AGM”	Annual General Meeting
“AIF”	Alternative Investment Fund as defined in and registered with SEBI under the Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
“AS” / “Accounting Standards”	Accounting Standards as issued by the Institute of Chartered Accountants of India
“ASBA”	Application Supported by Blocked Amount
“AY”	Assessment Year
“BTI Regulations”	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994.
“BSE”	BSE Limited

“CAGR”	Compounded Annual Growth Rate
“Category I Foreign Portfolio Investors” / “Category I FPIs”	FPIs who are registered with SEBI as “Category I Foreign Portfolio Investors” under the SEBI FPI Regulations.
“Category II foreign portfolio investor(s)”/ “Category II FPIs”	FPIs who are registered as “Category II Foreign Portfolio Investors” under the SEBI FPI Regulations
“CDSL”	Central Depository Services (India) Limited
“CFO”	Chief Financial Officer
“CIBIL”	TransUnion Credit Information Bureau (India) Limited
“CIN”	Company Identification Number
“CIRP”	Corporate Insolvency Resolution Process
“Client ID”	The client identification number maintained with one of the Depositories in relation to the demat account
“Companies Act, 1956”	The Companies Act, 1956, as amended from time to time
“Companies Act” or “Companies Act, 2013”	The Companies Act, 2013, read with the rules, regulations, clarifications and modifications notified thereunder.
“CS”	Company Secretary
“CSR”	Corporate Social Responsibility
“CST”	Central Sales Tax
“CP”	Company Petition
“Depositories Act”	The Depositories Act, 1996
“DIN”	Director Identification Number
“Depository Participant”/ “DP”	Depository Participant as defined under the Depositories Act
“DP ID”	Depository Participant’s identification
“EBITDA”	Earnings Before Interest, Tax, Depreciation and Amortization
“ECS”	Electronic Clearing System
“EOGM” / “EGM”	Extraordinary General Meeting
“EPS”	Earnings Per Share
“FCNR Account”	Foreign Currency Non-Resident Account established in accordance with the FEMA
“FDI”	Foreign Direct Investment
“FDI Circular 2020”	Consolidated FDI Policy dated October 15, 2020 issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
“FEMA”	Foreign Exchange Management Act, 1999, as amended from time to time, and the regulations framed there under.
“FEMA Regulations”	The Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
“FIIs”	Foreign Institutional Investors (as defined under Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000) registered with SEBI under applicable laws in India
“FPIs”	Foreign Portfolio Investors as defined under the SEBI FPI Regulations
“FVCI”	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000 registered with SEBI
“FY” / “Fiscal” / “Financial Year”	Period of twelve months ended March 31 of that particular year, unless otherwise stated
“Fugitive Economic Offender”	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018
“GAAP”	Generally accepted accounting principles
“GAAR”	General Anti-Avoidance Rules
“GDP”	Gross Domestic Product
“GoI” / “Government”	The Government of India
“Gratuity Act”	The Payment of Gratuity Act, 1972
“HNI”	High Networth Individuals

“HUF”	Hindu Undivided Family(ies)
“IA”	Interlocutory Application
“ICAI”	The Institute of Chartered Accountants of India
“IFRS”	International Financial Reporting Standards
“IFSC”	Indian Financial System Code
“Ind AS”	Indian Accounting Standards prescribed under section 133 of the Companies Act, 2013, read with the Companies (Indian Accounting Standard) Rules, 2015
“Ind AS Rules”	Companies (Indian Accounting Standards) Rules, 2015
“India”	The Republic of India
“Indian GAAP”	Generally Accepted Accounting Principles in India
“Insider Trading Regulations”	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time
“Insolvency and Bankruptcy Code, 2016”	The Insolvency and Bankruptcy Code, 2016, as amended
“INR” or “₹” or “Rs.”	Indian Rupee, the official currency of the Republic of India.
“IoT”	Internet of Things
“IT”	Information Technology
“ITAT”	Income Tax Appellate Tribunal
“I. T. Act” / “Income Tax Act”	Income Tax Act, 1961, as amended from time to time
“I. T. Department”	Income Tax Department, GoI.
“ISIN”	International Securities Identification Number
“Limited Liability Partnership” or “LLP”	Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008.
“MCA”	Ministry of Corporate Affairs
“Mn”/ “mn”	Million
“MoF”	Ministry of Finance, Government of India
“MICR”	Magnetic Ink Character Recognition
“MOU”	Memorandum of Understanding
“NA” / “N. A.”	Not Applicable
“NAV”	Net Asset Value
“NACH”	National Automated Clearing House which is a consolidated system of ECS
“NCLT”	National Company Law Tribunal
“NECS”	National Electronic Clearing Service
“NEFT”	National Electronic Fund Transfer
“Networth”	Aggregate of Equity Share capital and other equity
“No.”	Number
“NoC”	No Objection Certificate
“NR” or “Non-Resident”	A person resident outside India, as defined under FEMA, including an Eligible NRI andFII.
“NRE Account”	Non-Resident External Account
“NRIs”	A person resident outside India, as defined under FEMA and who is a citizen of India or a person of Indian origin, such term as defined under the Foreign Exchange Management (Deposit) Regulations, 2000.
“NRO Account”	Non-Resident Ordinary Account
“NSDL”	National Securities Depository Limited
“NSE”	National Stock Exchange of India Limited
“OCB”/ ‘Overseas Corporate Body”	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
“OCI”	Overseas Citizen of India

“p.a.”	Per annum
“P/E Ratio”	Price/Earnings Ratio
“PAN”	Permanent Account Number
“PAT”	Profit After Tax
“PBT”	Profit Before Tax
“QA”	Quality Assurance
“QC”	Quality Check/ Control
“R & D”	Research and Development
“RBI”	The Reserve Bank of India
“RONW”	Return on Net Worth
“RTGS”	Real Time Gross Settlement
“SCRA”	Securities Contract (Regulation) Act, 1956, as amended from time to time
“SCRR”	Securities Contracts (Regulation) Rules, 1957, as amended from time to time
“SEBI”	Securities and Exchange Board of India
“SEBI Act”	Securities and Exchange Board of India Act, 1992
“SEBI AIF Regulations”	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
“SEBI FPI Regulations”	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
“SEBI FVCI Regulations”	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
“SEBI ICDR Regulations”	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended
“SEBI LODR Regulations, 2015”/ “SEBI Listing Regulations”	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on September 2, 2015, as amended.
“SEBI SAST Regulations”	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended.
“Securities Act”	U.S. Securities Act of 1933, as amended
“SRA”	Successful Resolution Applicant
“STT”	Securities Transaction Tax
“TAN”	Tax Deduction Account Number allotted the Income Tax Act, 1961, as amended from time to time.
“TIN”	Taxpayers Identification Number
“TDS”	Tax Deducted at Source
“UPI”	Unified Payment Interface, a payment mechanism that allows instant transfer of money between any two persons bank account using a payment address which uniquely identifies a person’s bank account
“US” / “United States”	United States of America
“USD” / “US\$” / “\$”	United States Dollar, the official currency of the United States of America
“VAT”	Value added tax
“VCFs” / “Venture Capital Fund”	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations.
“w.e.f”	With Effect From
“w. r. t.”	With Respect To
“Y-O-Y”	Year-over-Year
“Year” / “Calendar Year”	Unless context otherwise requires, shall refer to the twelve-month period ending December 31

## NOTICE TO INVESTORS

The distribution of this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter (collectively referred to as "Issue Material") and the issue of Rights Entitlement and Rights Equity Shares to persons in certain jurisdictions outside India may be restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or Application Form may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and will send / dispatch through email and physical dispatch through speed post/ courier the Letter of Offer / Abridged Letter of Offer and Application Form and Rights Entitlement Letter (collectively the "Issue Materials") only to Eligible Equity Shareholders who have a registered address in India or who have provided an Indian address to our Company.

In case such Eligible Equity Shareholders have provided their valid e-mail address to us, the Issue Materials will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Issue Material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Those overseas shareholders who do not update our records with their Indian address or the address of their duly authorised representative in India, prior to the date on which we propose to dispatch the Issue Materials, shall not be sent the Issue Materials. For details, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 188 of this Draft Letter of Offer.

Investors can also access this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer and the Application Form from the websites of our Company, the Registrar and the Stock Exchanges.

Our Company and the Registrar will not be liable for non-dispatch of physical copies of Issue Materials (including the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form) in the event the Issue Materials have been sent on the registered e-mail addresses of such Eligible Equity Shareholders or if there are electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in transit.

No action has been or will be taken to permit the Issue in any jurisdiction where action would be required for that purpose. Accordingly, the Rights Entitlements or Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or any offering materials or advertisements in connection with the Issue may not be distributed, in whole or in part, in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of this Draft letter of Offer, Letter of Offer or the Abridged Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer and, in those circumstances, this Draft Letter of Offer, Letter of Offer and the Abridged Letter of Offer must be treated as sent for information purposes only and should not be acted upon for subscription to the Rights Equity Shares and should not be copied or redistributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, Letter of Offer or the Abridged Letter of Offer or Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, Letter of Offer or the Abridged Letter of Offer to any person outside India where to do so, would or might contravene local securities laws or regulations. If this Draft Letter of Offer, Letter of Offer or the Abridged Letter of Offer or Application Form is received by any person in any such jurisdiction or by their agent or nominee, they must not seek to subscribe to the Rights Equity Shares or the Rights Entitlements referred to in this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer or the Application Form.

Any person who makes an application to acquire the Rights Entitlements or the Rights Equity Shares offered in the Issue will be deemed to have declared, represented, warranted and agreed that such person is authorised to acquire the Rights Entitlements or the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in his jurisdiction. In addition, each purchaser of Rights Entitlements and the Rights Equity Shares will be deemed to make the representations, warranties, acknowledgements, undertakings and agreements set forth in "*Restrictions on Foreign Ownership of Indian Securities*" on page 188 of this Draft Letter of Offer.

The Rights Entitlements and the Rights Equity Shares have not been approved or disapproved by any regulatory authority, nor has any regulatory authority passed upon or endorsed the merits of the offering of the Rights Entitlements, the Rights Equity Shares or the accuracy or adequacy of this Draft Letter of Offer. Any representation to the contrary is a criminal offence in certain jurisdictions.

Neither the delivery of this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, Application Form and Rights Entitlement Letter nor any sale hereunder, shall, under any circumstances, create any implication that there has been no change in our Company's affairs from the date hereof or the date of such information or that the information contained herein is correct as at any time subsequent to the date of this Draft Letter of Offer, Letter of Offer, the Abridged Letter of Offer, the Application Form and Rights Entitlement Letter or the date of such information.

**THE CONTENTS OF THIS DRAFT LETTER OF OFFER SHOULD NOT BE CONSTRUED AS LEGAL, TAX OR INVESTMENT ADVICE. PROSPECTIVE INVESTORS MAY BE SUBJECT TO ADVERSE FOREIGN, STATE OR LOCAL TAX OR LEGAL CONSEQUENCES AS A RESULT OF THE ISSUE OF RIGHTS OF EQUITY SHARES OR RIGHTS ENTITLEMENTS. ACCORDINGLY, EACH INVESTOR SHOULD CONSULT THEIR OWN COUNSEL, BUSINESS ADVISOR AND TAX ADVISOR AS TO THE LEGAL, BUSINESS, TAX AND RELATED MATTERS CONCERNING THE ISSUE OF EQUITY SHARES. IN ADDITION, OUR COMPANY IS NOT MAKING ANY REPRESENTATION TO ANY OFFEREE OR PURCHASER OF THE EQUITY SHARES REGARDING THE LEGALITY OF AN INVESTMENT IN THE EQUITY SHARES BY SUCH OFFEREE OR PURCHASER UNDER ANY APPLICABLE LAWS OR REGULATIONS.**

## NO OFFER IN THE UNITED STATES

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE SECURITIES ACT OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES AND MAY NOT BE OFFERED OR SOLD IN THE UNITED STATES OF AMERICA OR THE TERRITORIES OR POSSESSIONS THEREOF (“UNITED STATES”), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM, THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT. THERE IS NO INTENTION TO REGISTER ANY PORTION OF THE ISSUE OR ANY OF THE SECURITIES DESCRIBED HEREIN IN THE UNITED STATES OR TO CONDUCT A PUBLIC OFFERING OF SECURITIES IN THE UNITED STATES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER/ LETTER OF OFFER / ABRIDGED LETTER OF OFFER AND THE ENCLOSED APPLICATION FORM AND RIGHTS ENTITLEMENT LETTERS SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company nor any person acting on our behalf will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company or any person acting on our behalf has reason to believe is in the United States when the buy order is made. Envelopes containing an Application Form and Rights Entitlement Letter should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer, and all persons subscribing for the Rights Equity Shares Issue and wishing to hold such Equity Shares in registered form must provide an address for registration of these Equity Shares in India.

Rights Entitlements may not be transferred or sold to any person in the United States.

**THIS DOCUMENT IS SOLELY FOR THE USE OF THE PERSON WHO RECEIVED IT FROM OUR COMPANY OR FROM THE REGISTRAR. THIS DOCUMENT IS NOT TO BE REPRODUCED, REDISTRIBUTED OR PASSED ON, DIRECTLY OR INDIRECTLY, TO ANY OTHER PERSON OR PUBLISHED, IN WHOLE OR IN PART, FOR ANY PURPOSE.**

## PRESENTATION OF FINANCIAL INFORMATION

### Certain Conventions

All references to “India” contained in this Draft Letter of Offer are to the Republic of India and its territories and possessions and all references herein to the “Government”, “Indian Government”, “GoI”, “Central Government” or the “State Government” are to the Government of India, central or state, as applicable.

Unless otherwise specified or the context otherwise requires, all references in this Draft Letter of Offer to the ‘US’ or ‘U.S.’ or the ‘United States’ are to the United States of America and its territories and possessions.

Unless otherwise specified, any time mentioned in this Draft Letter of Offer is in Indian Standard Time (“IST”). Unless indicated otherwise, all references to a year in this Draft Letter of Offer are to a calendar year.

A reference to the singular also refers to the plural and one gender also refers to any other gender, wherever applicable. Unless stated otherwise, all references to page numbers in are to the page numbers of this Draft Letter of Offer.

### Financial Data

Unless stated otherwise or unless the context otherwise requires, the financial information and data in this Draft Letter of Offer, with respect to our Company, has been derived from our Financial Statements. We publish our financial statements in Indian Rupees. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Letter of Offer should accordingly be limited. For further details, please see the chapter titled “Financial Statements” beginning on page 86 of this Draft Letter of Offer.

Our Company’s fiscal year commences on April 1 and ends on March 31 of the following calendar year. Accordingly, all references to a particular “Financial Year” or “Fiscal Year” or “Fiscal” are to the 12 (twelve) months period ended March 31 of that year.

All numerical values as set out in this Draft Letter of Offer, for the sake of consistency and convenience, have been rounded off to two decimal places. In this Draft Letter of Offer, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off, and unless otherwise specified, all financial numbers in parenthesis represent negative figures.

### Currency and Units of Presentation

All references to:

- “Rupees” or “₹” or “INR” or “Rs.” are to Indian Rupee, the official currency of the Republic of India;
- “USD” or “US\$” or “\$” are to United States Dollar, the official currency of the United States of America

Our Company has presented certain numerical information in this draft Letter of Offer in “lakh” or “Lac” units. One lakh represents 1,00,000 and one million represents 1,000,000. All the numbers in the document have been presented in lakh or in whole numbers where the numbers have been too small to present in lakh. Any percentage amounts, as set forth in “Risk Factors”, “Our Business”, “Management’s Discussion and Analysis of Financial Conditions and Results of Operation” and elsewhere in this Draft Letter of Offer, unless otherwise indicated, have been calculated based on our Audited Financial Information.

### Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Letter of Offer has been obtained or derived from publicly available information as well as industry publications and sources.

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured.



Although we believe the industry and market data used in this Draft Letter of Offer is reliable, it has not been independently verified by us, or any of its affiliates or advisors. The data used in these sources may have been reclassified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in “Risk Factors” on page 23, of this Draft Letter of Offer. Accordingly, investment decisions should not be based solely on such information.

The extent to which the market and industry data used in this Draft Letter of Offer is meaningful depends on the reader’s familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which the business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

**Exchange Rates:**

This Draft Letter of Offer contain conversions of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

Currency	December 29, 2023	March 31, 2023	March 31, 2022	March 31, 2021
1 USD	83.11	82.21	75.81	73.50

(Source: [www.rbi.org.in](http://www.rbi.org.in) and [www.fbil.org.in](http://www.fbil.org.in))

## FORWARD - LOOKING STATEMENTS

All statements contained in this Draft Letter of Offer that are not statements of historical facts shall constitute forward-looking statements. Forward looking statements appear throughout this Draft Letter of Offer, including, without limitation, under the chapters titled “Risk Factors”, “Our Business” and “Management’s Discussion and Analysis of Financial Position and Results of Operations” and “Industry Overview”. All statements regarding our expected financial condition and results of operations, business, objectives, strategies, plans, goals and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, our revenue and profitability, planned projects and other matters discussed in this Draft Letter of Offer regarding matters that are not historical facts. These forward-looking statements and any other projections contained in this Draft Letter of Offer (whether made by us or any third party) are predictions and involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements or other projections.

These forward-looking statements can generally be identified by words or phrases such as “will”, “aim”, “will likely result”, “believe”, “expect”, “will continue”, “anticipate”, “estimate”, “intend”, “plan”, “contemplate”, “seek to”, “future”, “objective”, “goal”, “project”, “should”, “will pursue” and similar expressions or variations of such expressions. Important factors that could cause actual results to differ materially from our expectations include but are not limited to:

- general economic and business conditions in the markets in which we operate and in the local, regional and national and international economies;
- inability to identify or acquire new clients;
- our ability to successfully implement strategy, growth and expansion plans and technological initiatives;
- our ability to respond to technological changes;
- our ability to attract and retain qualified personnel;
- the effect of wage pressures, hiring patterns and the time required to train and productively utilize new employees;
- general social and political conditions in India which have an impact on our business activities or investments;
- potential mergers, acquisitions restructurings and increased competition;
- occurrences of natural disasters or calamities affecting the areas in which we have operations;
- market fluctuations and industry dynamics beyond our control;
- changes in the competition landscape;
- our ability to finance our business growth and obtain financing on favourable terms;
- our ability to manage our growth effectively;
- our ability to compete effectively, particularly in new markets and businesses;
- changes in laws and regulations relating to the industry in which we operate changes in government policies and regulatory actions that apply to or affect our business;
- developments affecting the Indian economy; and
- inability to meet our obligations, including repayment, financial and other covenants under our debt financing arrangements.

For a further discussion of factors that could cause our current plans and expectations and actual results to differ, please refer chapter titled “*Risk Factors*” on page 23 of this Draft Letter of Offer. Forward looking statements reflect views as of the date of this Draft Letter of Offer and are not a guarantee of future performance. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated. Neither our Company/our directors, nor any of its affiliates/advisers have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company will ensure that investors in India are informed of material developments until such time as the listing and trading permission is granted by the Stock Exchanges.

## SUMMARY OF DRAFT LETTER OF OFFER

The following is a general summary of the terms of this Offer, and should be read in conjunction with and is qualified by more detailed information appearing in this Draft Letter of Offer, including the sections titled “Risk Factors”, “The Issue”, “Capital Structure”, “Objects of the Issue”, “Our Business”, “Industry Overview”, “Financial Statements” “Outstanding Litigation and Defaults” and “Terms of the Issue” on pages 23, 37, 44, 47, 63, 55, 86, 137 and 162 respectively of this Draft Letter of Offer.

### 1. Summary of Business

Bartronics specializes in delivering solutions utilizing AIDC Technologies, encompassing HR and payroll management through employee data integration, track and trace solutions for enhanced operational efficiency, and corporate business correspondence services within the banking domain, focusing on financial inclusion initiatives like doorstep banking facilitated by Micro-ATM Solutions. Additionally, Bartronics offers healthcare data analytics services, including online teleconsultation, diagnostic services, QR-based emergency medical services, and advanced data analytics to optimize healthcare delivery and decision-making processes.

For details, please refer to chapter titled "Our Business" on page 63 of this Draft Letter of Offer.

### 2. Summary of the Industry

The global business process management market size was valued at USD 14.46 billion in 2022 and is expected to expand at a compound annual growth rate (CAGR) of 19.9% from 2023 to 2030. The integration of AI into BPM has been a significant boost to the growth of the BPM market. The benefits of integrating AI include automation of repeated tasks, predictive analysis, improving customer experience, cost-effectiveness, and decision-making capabilities, among others. Moreover, the companies have been taking various initiatives toward artificial intelligence. The adoption of BPM in the healthcare industry is another factor that has been a major contributor to the growth of the BPM market from 2023-2030. The benefits of employing BPM in the healthcare industry includes enhancing clinical processes, streamlining administrative tasks, ensuring compliance, improving operational efficiency, minimizing errors and delays, and improving patient care.

For further details, please refer to the chapter titled “Industry Overview” at page 55 of this Draft Letter of Offer.

### 3. Objects of the Issue

Our Company proposes to utilize the Net Proceeds towards funding the following objects:

Particulars	Amount to be funded from Net Proceeds	(₹ in Lakhs)
a) Acquisition of Companies to achieve inorganic growth	\$1225.00	
b) To meet the Long-Term Working Capital Requirements	#3450.00	
<b>Sub-total (a+ b)</b>		
General corporate purposes		[●]
<b>Total Net Proceeds*</b>		[●]

# ₹ 3450 Lakhs would be expended in FY 2024-25

\*Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment. The amount utilized for general corporate purposes shall not exceed 25% of the Gross Proceed

§Our Company has not identified any Companies so far to Acquire and the form of investment has not been decided

For further details, please see chapter titled “Objects of the Issue” beginning on page 47 of this Draft Letter of Offer.

### 4. Our Promoter

The promoter of our Company, is Kinex India Private Limited (Formerly Known as Antanium India Private Limited).

## 5. Intention and extent of participation by our Promoter in the Issue

Our Promoter Kinex India Private Limited (*Formerly Known as Antanium India Private Limited*) by its letter dated March 30, 2024, has confirmed its intention not to subscribe to the Rights Issue.

A financial creditor filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Limited and the same was admitted by the Hon'ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA") was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA"). Kinex India Private Limited is the Promoter shareholder holding 90% of the Issued and Listed capital of the Company.

SEBI, vide circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 on the captioned subject, had permitted different methods that may be used by listed entities to achieve compliance with the minimum public shareholding (MPS) requirements mandated under Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") read with regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall be applicable. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Rights Issue.

## 6. Summary of the Financial Information

Following are the details as per the financial information derived from the Financial Statements for the Financial Year ending March 31, 2023 and March 31, 2022 and nine months ended December 31, 2023:

(₹ in lakhs)

Particulars	Un Audited Standalone <sup>(@)</sup>	Audited Consolidated	
	December 31, 2023	March 31, 2023	March 31, 2022
Authorised Share Capital	11000	11000	11000
Paid-up Capital	3045.77	3045.77	3404.89
Net Worth attributable to Equity Shareholders (including OCI items in other equity)	2481.35	52823.06	6646.87
Total Revenue	3685.29	5321.59	6569.03
Profit after tax (excluding OCI items in other equity)	(59.44)	41240.43	(5030.12)
Earnings per Share	(0.02)	13.54	(14.77)
Net Asset Value per equity share (Net worth /No of Equity shares)	0.81	17.34	19.52
Total Borrowings(as per balance sheet )	-	-	38512.19

@ - The company has no subsidiary/ies wef April 1, 2023 and hence the results are standalone.

For further details, please refer to section titled 'Financial Statements' on page 86 of this Draft Letter of Offer.

## 7. SUMMARY OF OUTSTANDING LITIGATIONS

A summary of outstanding legal proceedings as of the date of this Draft Letter of Offer as disclosed in the section titled '*Outstanding Litigations, Defaults and Material Developments*' in terms of the SEBI (ICDR) Regulations and the Materiality Policy is provided below.

A summary of outstanding litigation proceedings involving our Company, Directors and Promoters are specified as below:

Name of the Entity	Criminal Proceedings	Tax Proceedings	Statutory and Regulatory Proceedings	Disciplinary actions by the SEBI or Stock Exchanges	Material Civil Litigations	Aggregate amount involved
<b>Company</b>						
By the Company	Nil	4	Nil	Nil	Nil	1. Clause 15(ii) of the NCLT Order dated March 10, 2022 approving the Resolution plan provides that " <i>all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan</i> ".
Against the Company	1	5	1	2	7	1. Clause 15(ii) of the NCLT Order dated March 10, 2022 approving the Resolution plan provides that " <i>all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan</i> ". 2. Rs.76,28,688/- *
<b>Promoters</b>						
By the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
Against the Promoters	Nil	Nil	Nil	Nil	Nil	Nil
<b>Directors</b>						
By the Directors	Nil	Nil	Nil	Nil	Nil	Nil
Against the Directors	Nil	Nil	Nil	Nil	Nil	Nil
<b>Subsidiaries</b>						
By the Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil
Against the Subsidiary	Nil	Nil	Nil	Nil	Nil	Nil
<b>Group Companies / Joint Venture</b>						
By Group Companies / Joint Venture	Nil	Nil	Nil	Nil	Nil	Nil
Against Group Companies / Joint Venture	Nil	Nil	Nil	Nil	Nil	Nil

\* Bombay Stock Exchange vide email dated October 12, 2023 informed our company that a fine amount of Rs. 30,21,968/- (Thirty lakh twenty one thousand and Nine hundred and Sixty Eight only) has been imposed on our company for non-compliance of various regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The National Stock Exchange vide email dated October 17, 2023 informed our company that a fine amount of Rs. 46,06,720/- (Forty six lakh six thousand and seven hundred and twenty only) has been imposed on our company for non-compliance of various regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Company furnished a reply seeking waiver of the fine and the application is under consideration.

For further details, please refer to section titled '*Outstanding Litigations, Defaults and Material Developments*' on page 137 of this Draft Letter of Offer.

**8. RISK FACTORS**

For details of potential risks associated with our ongoing business activities and industry, investment in Equity Shares, material litigations that impacts the business of the Company, and other economic factors, please refer to the section titled '*Risk Factors*' on page 23 of this Draft Letter of Offer.

**9. CONTINGENT LIABILITIES**

The contingent liabilities as on March 31, 2023 are detailed in Note no 2.28 of "Financial Statements" for the Financial year 2022-23 on page 86.

**10. SUMMARY OF RELATED PARTY TRANSACTIONS**

For details of the Related Party Transactions as per Ind AS 24 entered into by our Company please refer to the section titled "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Related party transactions*" on page 86, Page 129 and Page 84 of this Draft Letter of Offer.

**11. ISSUE OF EQUITY SHARES FOR CONSIDERATION OTHER THAN CASH IN THE LAST ONE YEAR PRECEDING THE DATE OF FILING OF THIS DRAFT LETTER OF OFFER**

Our Company has not issued any Equity Shares for consideration other than cash in the 1 (One) year preceding the date of this Draft Letter of Offer.

**12. SPLIT OR CONSOLIDATION OF EQUITY SHARES IN THE LAST ONE YEAR**

Our Company has not undertaken a split or consolidation of its Equity Shares in the one year preceding the date of this Draft Letter of Offer.

## SECTION II – RISK FACTORS

*An investment in Rights Equity Shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Letter of Offer, including the risks and uncertainties described below, before making an investment in the Rights Equity Shares. If one, or any combination, of the following risks or other risks which are not currently known or are now deemed immaterial actually occurs or were to occur, our business, results of operations, financial condition and prospects could suffer and the trading price of the Rights Equity Shares could decline and you may lose all or part of your investment. Unless specified in the relevant risk factor below, we are not in a position to quantify the financial implication of any of the risks mentioned below. Further, some events may be material collectively rather than individually.*

*We have described the risks and uncertainties that our management believes are material but the risks set out in this Draft Letter of Offer may not be exhaustive and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or may become material in the future. In making an investment decision, prospective investors must rely on their own examination of us and the terms of the Issue, including the merits and the risks involved.*

*Prospective investors should consult their tax, financial and legal advisors about the particular consequences to them of an investment in the Issue. This Draft Letter of Offer also contains forward-looking statements, which refer to future events that may involve known and unknown risks, uncertainties and other factors, many of which may be beyond our control, and which may cause the actual results to be materially different from those expressed or implied by the forward-looking statements. For further details, see “Forward Looking Statements” on page 18 of this Draft Letter of Offer.*

*Unless specified or quantified in the relevant risk factors below, we are not in a position to quantify the financial or other implications of any of the risks described in this section. Unless the context requires otherwise, the financial information of our Company has been derived from the Financial Information, prepared in accordance with Ind AS and the Companies Act and in accordance with the SEBI ICDR Regulations.*

*Materiality:*

*The Risk Factors have been determined on the basis of their materiality. The following factors have been considered for determining the materiality of Risk Factors:*

- Some events may not be material individually but may be found material collectively;*
- Some events may have material impact qualitatively instead of quantitatively; and*
- Some events may not be material at present but may have a material impact in future.*

*The financial and other related implications of risks concerned, wherever quantifiable have been disclosed in the risk factors mentioned below. However, there are risk factors where the impact may not be quantifiable and hence, the same has not been disclosed in such risk factors. The numbering of the risk factors has been done to facilitate ease of reading and reference and does not in any manner indicate the importance of one risk over another.*

*In this Draft Letter of Offer, any discrepancies in any table between total and sums of the amount listed are due to rounding off.*

*In this section, unless the context requires otherwise, any reference to “we”, “us” or “our” refers to Bartronics India Limited.*

*The risk factors are classified as under for the sake of better clarity and increased understanding.*

## INTERNAL RISK FACTORS

### BUSINESS RELATED RISKS

1. ***Our success largely depends upon the ability to bid and win various new e-Governance Projects. Any loss or our ability to bid and win new projects could adversely affect our business, operations and financial conditions.***

We have over the years built experience and execution capabilities to execute large scale field level Government projects. We are one of the few companies with the resources, the experience and the bandwidth to undertake nationwide e-Governance Projects and land record digitization & modernisation programme in India.

The success of our Company depends upon the management skills and guidance of our Promoter for development and implementation of business strategies and meeting future challenges.

The growth of our business mainly depends on our ability to obtain new projects in the sectors in which we operate. Generally, it is very difficult to predict whether and when we will be awarded a new project. Our future results of operations and cash flows can fluctuate materially from period to period depending on the timely award of projects, commencement of work and completion of projects in the scheduled time period. If we are unable to obtain new projects for our business, our business will be materially and adversely affected.

The Company has completed all the existing E-Governance projects and has currently put on hold its IT/ITES equipment trading and a B2B Trading service as it is in process of re-strategizing the future growth roadmap for the company. This will have material impact on the financials in the subsequent few quarters. The company shall leverage its previous experience and plans to Bid for New upcoming large scale Government projects, however in case the company fails to win the largescale e-Governance Projects than it would adversely affect our business, operations and financial conditions.

2. ***Our success depends on our ability to retain and attract key qualified personnel and operational staff and if we are not able to retain them or recruit additional qualified personnel, we may be unable to successfully develop our business.***

Our business and operations are led by a qualified, experienced and capable management team, the loss of whose services might delay or prevent the achievement of our business objectives. We may face attrition in our businesses from time to time. If we lose the services of any of the members of the management team or key personnel, we may be unable to identify suitable or qualified replacements and may incur additional expenses to recruit and train new personnel, which could adversely affect our business operations and affect our ability to continue to manage and expand our business. Furthermore, as we expect to continue to expand our operations and bid for new projects, we will be in need to continue to attract and retain experienced management, key research and development and other qualified personnel. In the event that we are unable to hire replacements in a timely manner or at all, our business operations and financial conditions may be adversely affected.

3. ***We participate in a competitive tender process to various government agencies, private entities and institutions. We may not successfully obtain tenders in the future and the tenders which we have successfully obtained may be withdrawn in the future and this could adversely impact our revenues and profitability.***

We participate in a competitive tender process to various government agencies, private entities and institutions. Pricing is a key factor in the tender process, and we may face challenges in participating in a tender process and having to manage our tender price due to internal budgets. If we are unable to win tenders, our future revenues and profitability may suffer. Additionally, for any reason, if we are disqualified from the tender process by a government agency, we may automatically be disqualified by other central and state government agencies. This may impact our business operations and growth.

4. ***If we fail to deliver our projects & services as per our contractual obligations to our customers, our Company could be subject to significant costs or liability and its reputation could be harmed.***

If we were to materially delay or err in the delivery of our projects or services, it could be subject to contract terminations as well as liability for damages that clients may sustain because of our errors and/or omissions. In such event, we could suffer material financial losses and/or reputational damage, which could materially and adversely affect its results of operations and financial condition.



5. ***Any project execution or quality control problems may damage our reputation and expose us to litigation or other liabilities and we are susceptible to liability claims that may not be covered by insurance and may require substantial expenditure and may adversely affect our reputation.***

The project execution or quality control may suffer due to delay in delivery of projects & services as per the project timeline. Such instances may be due to manpower / technology constraints and or any changes in government policies. Our involvement in a major project liability claim could damage our reputation and goodwill. Further, we would incur substantial litigation costs and the adverse outcome of any such claims, such as penalties, remediation would adversely affect our cash flow and financial statements and also divert management's time, thereby adversely affecting our results of operations and productivity.

6. ***We face the threat of fraud and cyber-attacks, such as hacking, phishing, trojans and advanced persistency threats, attempting to exploit our network to disrupt services to customers and/or theft of sensitive internal data or customer information, which may cause damage to our reputation and adversely impact our business and financial results.***

Our systemic and operational controls may not be adequate to prevent adverse impact from frauds, errors, hacking and system failures. Further, our computer systems may be open to being hacked or compromised by third parties, resulting in thefts and losses to our customers and us. Some of these cyber threats from third parties include hacking, phishing, trojans and advanced persistency threats. If we suffer from any of such cyber threats, it could materially and adversely affect our business, financial condition and results of operations. A significant system breakdown or system failure caused due to intentional or unintentional acts would have an adverse impact on our revenue-generating activities and lead to financial loss.

7. ***We may fail to provide best e-mobility practices and this could have an impact on our revenue and lead to financial loss.***

As India's infrastructural challenges are unique, and, hence, the best e-mobility practices identified in advanced international markets might not be effective or feasible to address India's problems. The approach to tackling the challenges and thereby developing solutions needs to be home-grown or tailor-made for Indian cities would have an adverse impact on our revenue-generating activities and lead to financial loss.

8. ***If we do not continue to invest in new technologies and equipment, our technologies and equipment may become obsolete and our cost of production may increase relative to our competitors, which would have a material adverse effect on our ability to compete, results of operations, financial condition and prospects.***

Our profitability and competitiveness are in large part dependent on our ability to maintain a low cost of production and upgrade our facility with the latest technology. Changes in technology may require us to make additional capital expenditures to upgrade our facilities to remain competitive. We need to continue to invest in new and more advanced technologies and equipment to enable us to respond to emerging technology, standards and practices in a cost-effective and timely manner that is competitive with our existing and potential competitors. If we are unable to adapt in a timely manner to changing market conditions, customer requirements or technological changes, our business and financial performance could be adversely affected.

9. ***In case we do not receive the minimum subscription, we will have to refund the entire subscription.***

Our Promoter Kinex India Private Limited (*Formerly Known as Antanium India Private Limited*) by its letter dated March 30, 2024, has confirmed its intention not to subscribe to the Rights Issue.

Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall be applicable. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Rights Issue.

10. ***Our inability to collect receivables and default in payment from our customers /supplier advances could result in the reduction of our profits and affect our cash flows.***

Our business operations depend on our ability to successfully obtain payment from our customer(s) for our products sold to them. Our Company is in process of billing and collecting on relatively short cycles and maintaining provisions against receivables and unbilled services. Actual losses on client balances could differ from those that we currently anticipate and as a result we might need to adjust our provisions.

Our credit terms vary from the start date of the invoice to approximately 15 days for our customers. In spite of our efforts to collect our dues from the respective creditors within the stipulated time, and further providing extended credit periods to collect our dues, we face the risk of non-receipt of our outstanding amounts in a timely manner or at all, particularly in the absence of long-term arrangements with customers. We cannot guarantee that our customers will not default on their payments. Our inability to collect receivables from our customers in a timely manner or at all in future, could adversely affect our working capital cycle and cash flows.

**11. Failure to maintain confidential information of our customers could adversely affect our results of operations and damage our reputation.**

We are required to keep confidential certain details of our customers. In the event of any breach or alleged breach of our confidentiality arrangements with our customers, these customers may initiate litigation against us for breach of confidentiality obligations. Moreover, if our customers' confidential information is misappropriated by us or our employees, our customers may seek damages and compensation from us. Claims of misappropriation of confidential information or the intellectual property of our customers against us, if successful, could have a material adverse effect on our business, financial condition and results of operations. Even if such claims against us are unsuccessful, they may cause reputational harm and substantial cost.

**12. Our ability to pay dividends in the future will depend upon our future earnings, financial condition, cash flows, working capital requirements and capital expenditures and the terms of our financing arrangements.**

There can be no assurance that we will pay dividends in the future. The declaration of dividends would be recommended by our Board of Directors, at its sole discretion, and would depend upon a number of factors, including Indian legal requirements, our future earnings, financial condition, cash flows, working capital requirements and capital expenditures.

**13. Services to customers may be delayed, modified, cancelled or not fully paid for by our customers, which may have an adverse effect on our business, financial condition and results of operations.**

We may encounter problems in providing services on a timely basis. Moreover, factors beyond our control or the control of our customers may lead to delay in providing service or cause its cancellation, including delays or failure to obtain necessary permits, authorizations, permissions and other types of difficulties or obstructions. Due to the possibility of cancellations or changes in scope and schedule of service, resulting from our customers' discretion or problems we encounter in providing service or reasons outside our control or the control of our customers, we cannot predict with certainty when, if or to what extent we may be able to provide timely service. Additionally, delays in providing service can lead to customers delaying or refusing to pay the amount, in part or full, that we expect to be paid in respect of such service. Further, we operate in highly competitive markets in relation to our service where it is difficult to predict whether and when we will receive such awards. As a result, our results of operations can fluctuate from quarter to quarter and year to year depending on whether and when such orders are awarded to us and the commencement and progress of work under the orders placed.

**14. Our Company has reported negative cash flow from operating and investing activities for the FY 2022-23 on consolidated financials.**

Our Company has experienced negative net cash flow in operating and financing activities in the past, the details of which are provided below:

Particulars	(₹in lakhs)	
	March 31, 2023	March 31, 2022
	<b>Audited Consolidated</b>	
Net Cash Flow from/ (used in) Operating Activities	(406.54)	398.28
Net Cash Flow from/ (used in) Investing Activities	58.65	12.18
Net Cash Flow used in Financing Activities	(225.37)	0.89

Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition. For further details please refer page no.86 of section titled "Financial Information".

**15. The estimates for the funds to be used for the other objects of the issue are those of the management only and any variation in the actual expenses/deployment of funds may effect our profitability and business operations.**

We intend to use part of the Net Proceeds for (i) for acquisition of new Companies to achieve inorganic grow, (ii) To meet the Long-Term Working Capital Requirements and (iii) for general corporate purposes. Since we have not got the funding requirement for these objects of the issue appraised by any external appraisal agency, the actual expenditure

might vary. Also, the general corporate purposes may not necessarily improve our profitability or increase our market value. Our management will have considerable discretion in the application of the Net Proceeds which may not be the most efficient method and thus may delay our operations.

**16. *Our inability to effectively manage our growth or to successfully implement our business plan and growth strategy could adversely affect our business, results of operations and financial condition.***

We cannot assure you that our growth strategies will continue to be successful or that we will be able to continue to expand further, or at the same rate. Our inability to execute our growth strategies in a timely manner or within budget estimates or our inability to meet the expectations of our customers and other stakeholders could have an adverse effect on our business, results of operations and financial condition. Our future prospects will depend on our ability to grow our business and operations. The development of such future business could be affected by many factors, including general, political and economic conditions in India, government policies or strategies in respect of specific industries, prevailing interest rates and price of equipment and raw materials. Further, in order to manage our growth effectively, we must implement, upgrade and improve our operational systems, procedures and internal controls on a timely basis. If we fail to implement these systems, procedures and controls on a timely basis, or if there are weaknesses in our internal controls that would result in inconsistent internal standard operating procedures, we may not be able to meet our customers' needs, hire and retain new employees or operate our business effectively. Failure to manage growth effectively could adversely affect our business and results of operations.

**17. *Our Corporate office is on rented premises and Rental agreement has been executed for the same. Any termination or dispute in relation to this rental agreement may have an adverse effect on our business operations and results thereof***

We do not own the premises at which our Corporate Office is located. We cannot assure you that we will own, or have the right to occupy, this premises or be able to renew the lease in favourable terms or at all in the future, or that we will be able to continue with the uninterrupted use of this premise, which may impair our Day to Day running of operations. For further details of properties please refer to the section titled "Our Business" on page 63 of this Draft Letter of Offer.

**18. *Our insurance may not be sufficient to cover all the losses associated with our business operations.***

Our insurance policies may not provide adequate coverage in certain circumstances and are subject to certain deductibles, exclusions and limits on coverage. There can however be no assurance that the terms of our insurance policies will be adequate to cover any damage or loss suffered by us or that such coverage will continue to be available on reasonable terms or will be available in sufficient amounts to cover one or more large claims, or that the insurer will not disclaim coverage as to any future claim.

We currently do not have insurance policy to protect against all business risks. The risk is limited only to the extent of insurance policy framework. For further details of properties please refer to the section titled "Our Business" on page 63 of this Draft Letter of Offer.

**19. *We have not registered our logo nor have we made any application to register the same. If we are unable to protect our trademarks, logo and trade-names, others may be able to use our trademarks and trade-names to compete more effectively.***

We have neither obtained trademark registrations for our logo nor have we applied to register our logo. We cannot assure you that we will be able to obtain such registrations in a timely manner, in case we determine to apply in the later course of time. As a result, we may be unable to prevent use of our logo by any other party or ensure that we will continue to have a right to use it. We further cannot assure you that any third party will not infringe upon our logo in a manner that may have a material adverse effect on our business prospects, reputation and goodwill.

**20. *Our business requires us to obtain and renew certain registrations, licenses and permits from the Government and regulatory authorities and any failure to obtain and renew them in a timely manner may adversely affect our business operations.***

Our operations are subject to various government regulations and we are required to obtain and maintain statutory and regulatory approvals under central, state and local government rules, generally for carrying out our business.

Failure or delay in obtaining approvals or maintaining or renewing the required permits or approvals within the validity period of such approvals or permits, may result in interruption of our operations.

Furthermore, under such circumstances, the relevant authorities may initiate penal action against us, restrain our operations, impose fines/penalties or initiate legal proceedings for our inability to renew/obtain approvals in a timely manner or at all.

As on the date of this Draft Letter of offer, the Company has no pending licenses and/or permits (expired or under renewal) requiring statutory and regulatory approvals, which may have any impact on financials and operations of the Company. For details, see “Government and Other Approvals” on page 154.

**21. Our Company has not yet identified Acquisition Targets and we use the funds raised for the said purpose.**

The typical framework and process followed by us for acquisitions and strategic partnerships involves identifying the strategic investments or acquisitions based on the criteria set out above, entering into requisite non-disclosure agreements and conducting diligence of the target. On satisfactory conclusion of the diligence exercise, we enter into definitive agreements after the approval of our Board and the Shareholders, if required under applicable laws. As on the date of this Draft Letter of Offer, we have not entered into any definitive agreements in relation to any proposed strategic investments or acquisitions for which we intend to utilize Net Proceeds.

**22. We have incurred losses in the Financial Years March 31, 2022 and March 31, 2021 and continuous financial losses incurred by us may be perceived adversely by external parties such as clients and bankers, which may affect our reputation business, financial condition and results of operation.**

Our Company has gained profits /incurred losses until the Financial Year ended March 31, 2023 the details of which are provided below:

<b>Particulars (Consolidated)</b>	<b>Amount</b>
Profit gained for the year ended March 2023	41240.43
Loss incurred for the year ended March 2022	(3848.37)
Loss incurred for the year ended March 2021	(5702.06)
<b>Total Accumulated Losses/ Gains</b>	<b>31690.00</b>

There can be no assurance that we will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses. Such losses incurred by us may be perceived adversely by external parties such as customers, bankers, and suppliers, which may affect our reputation.

**23. Our Directors, Promoters may have potential conflict of interest as they have interest in other entities which are in same line of Business which may adversely affect the performance of the Company**

Our Promoters are interested in our Company to the extent of their shareholding and dividend entitlement in our Company. Our Directors are also interested in our Company to the extent of remuneration paid to them for services rendered as Directors of our Company and reimbursement of expenses payable to them. Our Directors, Promoters and key management personnel may have a conflict of interest to the extent that they are involved with any ventures which are engaged in the same line of activity or business as that of the Company.

**24. Our funding requirements and deployment of the issue proceeds are based on management estimates and actual cost may vary compared with the estimated amount.**

Our funding requirement and deployment of the proceeds of the issue are based on management estimates and our current business plan. The fund requirements and intended use of proceeds have not been appraised by banks or financial institutions and are based on our estimates. In view of the highly competitive nature of the industry in which we operate, we may have to revise our management estimates from time to time and, consequently, our funding requirements may also change as a result of various factors which may not be within the control of our management. This may entail rescheduling, revising or cancelling the planned expenditure and fund requirement and increasing or decreasing the working capital limits maintained from time to time at the discretion of our board. In addition, schedule of implementation as described herein are based on the management’s current expectations and are subject to change due to various factors some of which may not be in our control. The deployment of the funds towards the objects of the issue is entirely at the discretion of the Board of Directors and is not subject to monitoring by external independent agency. However, the deployment of funds is subject to monitoring by our Audit Committee.

**25. We may fail to protect our intellectual property rights or we may be exposed to misappropriation and infringement claims by third parties, either of which may have a material adverse effect on our business and reputation.**

We may be unable to monitor the unauthorised use of our trademark. As of the date of this Draft Letter of Offer, we have been granted one trademark. We cannot assure you that the trademark, granted to us, may not be contested or

invalidated over the course of our business.

The measures we take to protect our intellectual property, which may not be adequate to prevent unauthorized use of our intellectual property by third parties. Notwithstanding the precautions we take to protect our intellectual property rights, it is possible that third parties may copy or otherwise infringe on our rights, which may have an adverse effect on our business, results of operations, cash flows and financial condition.

While we take care to ensure that we comply with the intellectual property rights of others, we cannot determine with certainty whether we are infringing any existing third-party intellectual property rights, which may force us to alter our offerings. Any of the foregoing could have an adverse effect on our business, results of operations, cash flows and financial condition.

- 26. *Our Company underwent Corporate Insolvency Resolution Process and the Company was handed over to the new management and eventually, Kinex India Private Limited (formerly known as Antanium India Private Limited), successful Resolution Applicant, has become the promoter of the Company pursuant to the order of Hon'ble NCLT, Hyderabad bench. As the new management has taken over the affairs of the Company, the information provided in this Draft Letter of Offer may not be complete which may have a material adverse effect on investment decision of shareholders of the Company.***

A financial creditor of the Company filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Limited and the same was admitted by the Hon'ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA") was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA"). As the new management has taken over the affairs of the Company, the information provided in this Draft Letter of Offer may not be complete which may have a material adverse effect on investment decision of shareholders of the Company.

- 27. *Fines/ Penalties which are or may be imposed by the Stock Exchanges may have an impact on the Company and/or the Directors.***

There are or may be fines and/or penalties imposed by the Stock Exchanges on the Company and Directors under the Securities Laws which may have an adverse impact on the Company and/or Directors of the Company. We cannot assure that there will be no adverse effect on the share price of the Company as a result of such Fines/ Penalties levied.

## **ISSUE SPECIFIC RISKS**

28. *Our Company will not distribute the Offer Documents to certain overseas shareholders who have not provided an address in India for service of documents.*

Our Company will dispatch the Offer Documents to such shareholders who have provided an address in India for the service of documents or who are in jurisdictions where the offer and sale of the Rights Equity Shares permitted under laws of such jurisdictions and in each case who make a request in this regard. The Offer Documents will not be distributed to addresses outside India on account of restrictions that apply to the circulation of such materials in various overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is a lack of clarity under the Companies Act, 2013, and the rules thereunder, with respect to the distribution of Issue Materials in overseas jurisdictions where such distribution may be prohibited under applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act and may subject us to fines or penalties.

29. *There is no public market for the Rights Equity Shares or Equity Shares outside India.*

After this Issue, there will continue to be no public market for our Equity Shares in the United States or any country other than India. In addition, the holders of the Rights Equity Shares will not be able to trade in these Equity Shares till they are credited to the holders' accounts and thereafter there will also be no public market for the Rights Equity Shares outside of India. We cannot assure you that the face value of the Rights Equity Shares will correspond to the price at which the Rights Equity Shares will trade subsequent to this Issue. This may also affect the liquidity of our Rights Equity Shares and Equity Shares and restrict your ability to sell them.

30. *Failure to exercise or sell the Rights Entitlements will cause the Rights Entitlements to lapse without compensation and result in a dilution of shareholding.*

The Rights Entitlements that are not exercised prior to the end of the Issue Closing Date will expire and become null and void, and Eligible Equity Shareholders will not receive any consideration for them. The proportionate ownership and voting interest in our Company of Eligible Equity Shareholders who fail (or are not able) to exercise their Rights Entitlements will be diluted. Even if you elect to sell your unexercised Rights Entitlements, the consideration you receive for them may not be sufficient to fully compensate you for dilution of your percentage ownership of the equity share capital of our Company that may be caused because of the Issue. Renounees may not be able to apply in case of failure in completion of renunciation through off-market transfer in such a manner that the Rights Entitlements are credited to the demat account of the Renounees prior to the Issue Closing Date. Further, in case, the Rights Entitlements do not get credited in time, in case of On Market Renunciation (the last day for which is [●]), such Renounee will not be able to apply in this Issue with respect to such Rights Entitlements.

31. *SEBI has recently, by way of master circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023(SEBI Circular) streamlined the process of rights issues. You should follow the instructions carefully, as stated in such SEBI circulars and in this Draft Letter of Offer*

The concept of crediting Rights Entitlements into the demat accounts of the Eligible Equity Shareholders has recently been introduced by the SEBI. Accordingly, the process for such Rights Entitlements has been recently devised by capital market intermediaries. Eligible Equity Shareholders are encouraged to exercise caution, carefully follow the requirements as stated in the SEBI master circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 and ensure completion of all necessary steps in relation to providing/updating their demat account details in a timely manner. For details, see "**Terms of the Issue**" on page 162 of this Draft Letter of Offer.

In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only. Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialized form; and (ii) a demat suspense escrow account opened by our Company, for the Eligible Equity Shareholders which would comprise of Rights Entitlements relating to (a) Equity Shares held in a demat suspense account pursuant to Regulation 39 of the SEBI Listing Regulations; or (b) Equity Shares held in the account of IEPF authority; or (c) the demat accounts of the Eligible Equity Shareholder which are frozen or details of which are unavailable with our Company or with the Registrar on the Record Date; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings.

32. *Any future issuance of Equity Shares, or convertible securities or other equity-linked securities by our Company*

***may dilute your shareholding and any sale of Equity Shares by our Promoter or members of our Promoter Group may adversely affect the trading price of the Equity Shares.***

Any future issuance of the Equity Shares, convertible securities or securities linked to the Equity Shares by our Company may dilute your shareholding in our Company; adversely affect the trading price of the Equity Shares and our ability to raise capital through an issue of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares. We cannot assure you that we will not issue additional Equity Shares. The disposal of Equity Shares by any of our Promoter and Promoter Group, or the perception that such sales may occur may significantly affect the trading price of the Equity Shares. We cannot assure you that our Promoter and Promoter Group will not dispose of, pledge or encumber their Equity Shares in the future;

**33. *Investors shall not have the option to receive Rights Equity Shares in physical form.***

In accordance with the provisions of Regulation 77A of the SEBI (ICDR) Regulations read with SEBI Rights Issue Circular, the credit of Rights Entitlement and Allotment of Rights Equity Shares shall be made in dematerialised form only. Investors will not have the option of getting the allotment of Equity Shares in physical form.

**34. *The Rights Entitlement of Eligible Equity Shareholders holding Equity Shares in physical form ("Physical Shareholder") may lapse in case they fail to furnish the details of their demat account to the Registrar.***

In accordance with the SEBI master circular Number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (SEBI Circular), the credit of Rights Entitlement and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, the Rights Entitlements of the Physical Shareholders shall be credited in a suspense escrow demat account opened by our Company during the Issue Period. The Physical Shareholders are requested to furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date to enable the credit of their Rights Entitlements in their demat accounts at least one day before the Issue Closing Date. The Rights Entitlements of the Physical Shareholders who do not furnish the details of their demat account to the Registrar not later than two Working Days prior to the Issue Closing Date, shall lapse. Further, pursuant to a press release dated December 3, 2018 issued by the SEBI, with effect from April 1, 2019, a transfer of listed Equity Shares cannot be processed unless the Equity Shares are held in dematerialized form (except in case of transmission or transposition of Equity Shares).

**35. *You may not receive the Equity Shares that you subscribe in the Issue until fifteen days after the date on which this Issue closes, which will subject you to market risk.***

The Equity Shares that you subscribe in the Issue may not be credited to your demat account with the depository participants until approximately 15 days from the Issue Closing Date. You can start trading such Equity Shares only after receipt of the listing and trading approval in respect thereof. There can be no assurance that the Equity Shares allocated to you will be credited to your demat account, or that trading in the Equity Shares will commence within the specified time period, subjecting you to market risk for such period.

**36. *You may be subject to Indian taxes arising out of capital gains on the sale of the Rights Equity Shares and Rights Entitlement.***

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. Any capital gain realised on the sale of listed equity shares on the Stock Exchanges held for more than 12 (Twelve) months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the Stock Exchanges, the quantum of gains and any available treaty relief. Accordingly, you may be subject to payment of long-term capital gains tax in India, in addition to payment of Securities Transaction Tax, on the sale of any Equity Shares held for more than 12 (Twelve) months immediately preceding the date of transfer. Securities Transaction Tax will be levied on the seller and/or the purchaser of the Equity Shares and collected by the domestic stock exchange on which the Equity Shares are sold. Further, any capital gains realised on the sale of listed equity shares held for a period of 12 (Twelve) months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India as well as Securities Transaction Tax.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

**37. *Applicants to this Issue are not allowed to withdraw their Applications after the Issue Closing Date.***

In terms of the SEBI (ICDR) Regulations, Applicants in this Issue are not allowed to withdraw their Applications after the Issue Closing Date. The Allotment in this Issue and the credit of such Equity Shares to the Applicant's demat account with its depository participant shall be completed within such period as prescribed under the applicable laws. There is no assurance, however, that material adverse changes in the international or national monetary, financial, political, or economic conditions or other events in the nature of force majeure, material adverse changes in our business, results of operation or financial condition, or other events affecting the Applicant's decision to invest in the Rights Equity Shares, would not arise between the Issue Closing Date and the date of Allotment in this Issue. Occurrence of any such events after the Issue Closing Date could also impact the market price of our Equity Shares.

The Applicants shall not have the right to withdraw their Applications in the event of any such occurrence. We cannot assure you that the market price of the Equity Shares will not decline below the Issue Price. To the extent the market price for the Equity Shares declines below the Issue Price after the Issue Closing Date, the shareholder will be required to purchase Rights Equity Shares at a price that will be higher than the actual market price for the Equity Shares at that time. Should that occur, the shareholder will suffer an immediate unrealized loss as a result. We may complete the Allotment even if such events may limit the Applicants' ability to sell our Equity Shares after this Issue or cause the trading price of our Equity Shares to decline.

**38.  *Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.***

Under the Companies Act, any Company incorporated in India must offer its holders of equity shares pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voted on such resolution, unless our Company has obtained government approval to issue without such rights. However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, your proportional interests in us would be reduced.

**39.  *There is no guarantee that our Equity Shares will be listed in a timely manner or at all which may adversely affect the trading price of our Equity Shares.***

In accordance with applicable laws and regulations and the requirements of the Stock Exchanges, in principle and final approvals for listing and trading of the Rights Equity Shares issued pursuant to this Issue will not be applied for or granted until after the Rights Equity Shares have been issued and allotted. Approval for listing and trading will require all the relevant documents authorising the issuance of Rights Equity Shares to be submitted. Accordingly, there could be a delay in listing the Rights Equity Shares on the Stock Exchanges. If there is a delay in obtaining such approvals, we may not be able to credit the Rights Equity Shares allotted to the Investors to their depository participant accounts or assure ownership of such Rights Equity Shares by the Investors in any manner promptly after the Issue Closing Date. In any such event, the ownership of the Investors over Rights Equity Shares allotted to them and their ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, please refer to the section titled '*Terms of the Issue*' beginning on page 162 of this Draft Letter of Offer.

**40.  *No market for the Right Entitlements may develop and the price of the Right Entitlements may be volatile.***

No assurance can be given that an active trading market for the Rights Entitlements will develop on the Stock Exchanges during the Renunciation Period or that there will be sufficient liquidity in Rights Entitlements trading during this period. The trading price of the Rights Entitlements will not only depend on supply and demand for the Rights Entitlements, which may be affected by factors unrelated to the trading in the Equity Shares, but also on the quoted price of the Equity Shares, amongst others. Factors affecting the volatility of the price of the Equity Shares, as described herein, may magnify the volatility of the trading price of the Rights Entitlements, and a decline in the price of the Equity Shares will have an adverse impact on the trading price of the Rights Entitlements. Since the trading of the Rights Equity Shares will be on a separate segment compared to the Equity Shares on the floor of the Stock Exchanges, the trading of Rights Equity Shares may not track the trading of Equity Shares. The trading price of the Rights Entitlements may be subject to greater price fluctuations than that of the Equity Shares.



We will not distribute the Issue Materials to overseas Shareholders who have not provided an address in India for service of documents. We will dispatch the Issue Materials to the shareholders who have provided an address in India for service of documents. The Issue Materials will not be distributed to addresses outside India on account of restrictions that apply to circulation of such materials in overseas jurisdictions. However, the Companies Act requires companies to serve documents at any address, which may be provided by the members as well as through e-mail. Presently, there is lack of clarity under the Companies Act and the rules made thereunder with respect to distribution of Issue Materials in overseas jurisdiction where such distribution may be prohibited under the applicable laws of such jurisdictions. While we have requested all the shareholders to provide an address in India for the purposes of distribution of Issue Materials, we cannot assure you that the regulator or authorities would not adopt a different view with respect to compliance with the Companies Act and may subject us to fines or penalties.

**41. *Fluctuation in the exchange rate between the Indian Rupee and foreign currencies may adversely affect the value of our Equity Shares, independent of our operating results.***

On listing, our Equity Shares will be quoted in Rupees on the Stock Exchanges. Any dividends in respect of our Equity Shares will also be paid in Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by equity shareholders. For example, the exchange rate between the Rupee and the U.S. dollar has fluctuated substantially in recent years and may continue to fluctuate substantially in the future, which may adversely affect the trading price of our Equity Shares and returns on our Equity Shares, independent of our operating results.

**42. *Rights of shareholders under Indian laws may be more limited than under the laws of other jurisdictions.***

Indian legal principles related to corporate procedures, directors' fiduciary duties and liabilities, and shareholders' rights may differ from those that would apply to a Company in another jurisdiction. Shareholders' rights including in relation to class actions, under Indian law may not be as extensive as shareholders' rights under the laws of other countries or jurisdictions. Investors may have more difficulty in asserting their rights as shareholder in an Indian Company than as shareholder of a corporation in another jurisdiction.

**43. *Investors in the Rights Equity Shares may not be able to enforce a judgment of a foreign court against us or our management, except by way of a suit in India on such judgment.***

We are a limited liability company incorporated under the laws of India and majority of our directors and all executive officers are residents of India. It may be difficult for the investors to affect service of process upon us or such persons outside India or to enforce judgments obtained in courts outside India.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which includes the United Kingdom, Singapore, Hong Kong, and the United Arab Emirates. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements of the Code of Civil Procedure, 1908. Judgments or decrees from jurisdictions, which do not have reciprocal recognition with India, cannot be executed in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether predicated solely upon the general laws of the non-reciprocating territory, would not be enforceable in India. Even if an investor obtained a judgment in such a jurisdiction against us or our officers or directors, it may be required to institute a new proceeding in India and obtain a decree from an Indian court. However, the party in whose favour such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in a non-reciprocating territory within 3 (Three) years of obtaining such final judgment in the same manner as any other suit filed to enforce a civil liability in India. If, and to the extent that, an Indian court were of the opinion that fairness and good faith so required, it would, under current practice, give binding effect to the final judgment that had been rendered in the non-reciprocating territory, unless such a judgment contravenes principles of public policy in India. It is unlikely that an Indian court would award damages on the same basis or to the same extent as was awarded in a final judgment rendered by a court in another jurisdiction if the Indian court believed that the amount of damages awarded was excessive or inconsistent with Indian practice. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the RBI to repatriate any amount recovered pursuant to the execution of such a judgment.

## **EXTERNAL RISK FACTORS**

- 44. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operations and cash flows.**

Global economic and political factors that are beyond our control, influence forecasts and directly affect performance. These factors include interest rates, rates of economic growth, fiscal and monetary policies of governments, inflation, deflation, foreign exchange fluctuations, consumer credit availability, consumer debt levels, unemployment trends, terrorist threats and activities, worldwide military and domestic disturbances and conflicts, and other matters that influence consumer confidence, spending and tourism. Increasing volatility in financial markets may cause these factors to change with a greater degree of frequency and magnitude. Any downturn in the macroeconomic environment in India could adversely affect our business, financial condition, results of operations and cash flows.

- 45. Any downgrading of India's debt rating by an international rating agency could have a negative impact on our business.**

Any adverse revision to India's credit rating for domestic and international debt by international rating agencies may adversely impact our ability to raise additional financing and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our financial performance and our ability to obtain financing to fund our growth on favourable terms or at all.

- 46. The occurrence of natural calamities or man-made disasters could have a negative effect on the Indian economy and cause our business to suffer.**

India has experienced natural calamities such as earthquakes, floods, drought, fires, explosions, , pandemic disease, and man-made disasters including acts of terrorism and military actions in the past few years. The extent and severity of these natural and man-made disasters determines their effect on the Indian economy. The erratic progress of a monsoon would also adversely affect sowing operations for certain crops. Further prolonged spells of below normal rainfall or other natural calamities in the future could have a negative effect on the Indian economy, adversely affecting our business and the price of our Equity Shares.

- 47. A slowdown in economic growth in India could cause our business to suffer.**

We are incorporated in India, and all our assets and employees are located in India. As a result, we are highly dependent on prevailing economic conditions in India and our results of operations are significantly affected by factors influencing the Indian economy. A slowdown in the Indian economy could adversely affect our business, including our ability to grow our assets, the quality of our assets, and our ability to implement our strategy.

Factors that may adversely affect the Indian economy, and hence our results of operations, may include:

- a. Any increase in Indian interest rates or inflation.
- b. Any scarcity of credit or other financing in India.
- c. Prevailing income conditions among Indian consumers and Indian corporations.
- d. Changes in India's tax, trade, fiscal or monetary policies.
- e. Political instability, terrorism, or military conflict in India or in countries in the region or globally, including in India's various neighbouring countries.
- f. Prevailing regional or global economic conditions; and
- g. Other significant regulatory or economic developments in or affecting India.

Any slowdown in the Indian economy or in the growth of the sectors we participate in or future volatility in global commodity prices could adversely affect our borrowers and contractual counterparties. This in turn could adversely affect our business and financial performance and the price of our Equity Shares.

**48. *Financial instability in both Indian and international financial markets could adversely affect our results of operations and financial condition.***

The Indian financial market and the Indian economy are influenced by economic and market conditions in other countries, particularly in emerging market in Asian countries. Financial turmoil in Asia, Europe, the United States and elsewhere in the world in recent years has affected the Indian economy. Although economic conditions are different in each country, investors' reactions to developments in one country can have an adverse effect on the securities of companies in other countries. A loss in investor confidence in the financial systems of other emerging markets may cause increased volatility in the Indian economy in general. Any global financial instability, including further deterioration of credit conditions in the U.S. market, could also have a negative impact on the Indian economy. Financial disruptions may occur again and could harm our results of operations and financial condition.

The Indian economy is also influenced by economic and market conditions in other countries. This includes, but is not limited to, the conditions in the United States, Europe, and certain economies in Asia. Financial turmoil in Asia and elsewhere in the world in recent years has affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and directly or indirectly, adversely affect the Indian economy and financial sector and its business.

Although economic conditions vary across markets, loss of investor confidence in one emerging economy may cause increased volatility across other economies, including India. Financial instability in other parts of the world could have a global influence and thereby impact the Indian economy. Financial disruptions in the future could adversely affect our business, prospects, financial condition, and results of operations. The global credit and equity markets have experienced substantial dislocations, liquidity disruptions and market corrections.

There are concerns that a tightening of monetary policy in emerging markets and some developed markets will lead to a moderation in global growth. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, have implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term impact of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have had the intended stabilizing effects. Any significant financial disruption in the future could have an adverse effect on our cost of funding, loan portfolio, business, future financial performance, and the trading price of the Equity Shares.

**49. *Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.***

As an Indian Company, we are subject to exchange controls that regulate borrowing in foreign currencies, including those specified under FEMA. Such regulatory restrictions limit our financing sources for our projects under development and hence could constrain our ability to obtain financing on competitive terms and refinance existing indebtedness. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions, or at all.

Further, under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI. If the transfer of shares, which are sought to be transferred, is not in compliance with such pricing guidelines or reporting requirements or fall under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection/ tax clearance certificate from the income tax authority. There can be no assurance that any approval required from the RBI, or any other government agency can be obtained on any particular terms or at all.

**50. *Changing laws, rules and regulations and legal uncertainties, including adverse application of tax laws, may adversely affect our business, prospects, and results of operations.***

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. For example, the Government of India implemented a comprehensive national goods and services tax (hereinafter referred to as 'GST') regime with effect from July 1, 2017, that combined multiple taxes and levies by the Central and State Governments into a unified tax structure.

Our business and financial performance could be adversely affected by any unexpected or onerous requirements or regulations resulting from the introduction of GST or any changes in laws or interpretation of existing laws, or the promulgation of new laws, rules and regulations relating to GST, as it is implemented. The Government has enacted the GAAR which have come into effect from April 1, 2017.

The Government of India has announced the union budget for Fiscal 2021 and the Ministry of Finance has notified the Finance Act, 2020 (hereinafter referred to as '**Finance Act**') on March 27, 2020, pursuant to assent received from the President, and the Finance Act will come into operation with effect from July 1, 2020. There is no certainty on the impact that the Finance Act may have on our business and operations or on the industry in which we operate. We cannot predict whether any amendments made pursuant to the Finance Act would have a material adverse effect on our business, financial condition, and results of operations. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. Any such decisions in future or any further changes in interpretation of laws may have an impact on our results of operations.

Uncertainty in the applicability, interpretation, or implementation of any amendment to, or change in, governing law, regulation, or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming and may impact the viability of our current businesses or restrict our ability to grow our businesses in the future.

**51. *Inflation in India could have an adverse effect on our profitability and if significant, on our financial condition.***

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. India has experienced high inflation in the recent past. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of salaries, and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to pass on to our customers, whether entirely or in part, and the same may adversely affect our business and financial condition. In particular, we might not be able to reduce our costs or increase our rates to pass the increase in costs on to our customers. In such case, our business, results of operations, cash flows and financial condition may be adversely affected. Further, the GoI has previously initiated economic measures to combat high inflation rates, and it is unclear whether these measures will remain in effect. There can be no assurance that Indian inflation levels will not worsen in the future.

## SECTION III – INTRODUCTION

### THE ISSUE

This Issue has been authorised through a resolution passed by our Board at its meeting held on March 21, 2024 and the resolution passed in the meeting of the Rights Issue Committee held on April 02, 2024, pursuant to Section 62(1)(a) of the Companies Act, 2013 and applicable provisions. The terms and conditions of the Issue including the rights entitlement ratio, Issue Price, Record Date, timing of the Issue and other related matters, have been approved by a resolution passed by the Board of Directors/Rights Issue Committee at its meeting held on [●]. The following is a summary of this Issue, and should be read in conjunction with and is qualified entirely by, the information detailed in the chapter titled "Terms of the Issue" on page 162 of this Draft Letter of Offer.

<b>Equity Shares outstanding prior to the Issue</b>	30,45,76,740 Equity Shares	
<b>Rights Equity Shares offered in the Issue</b>	Up to [●] Rights Equity Shares*	
<b>Equity Shares outstanding after the Issue (assuming full subscription for and allotment of the Rights Entitlement)</b>	[●] Equity Shares	
<b>Rights Entitlement</b>	[●] Equity Shares for every [●] Equity Shares held on the Record Date	
<b>Record Date</b>	[●]	
<b>Fractional Entitlement</b>	The Equity Shares are being offered on a rights basis to existing Eligible Equity Shareholders in the ratio of [●] [●] Equity Shares for every [●] Equity Shares held as on the Record Date). As per SEBI Rights Issue Circulars, the fractional entitlements are to be ignored. Accordingly, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Equity Shares or is not in the multiple of [●] Equity Shares, the fractional entitlements of such Eligible Equity Shareholders shall be ignored by rounding down of their Rights Entitlements. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the Allotment of one additional Equity Share if they apply for additional Equity Shares over and above their Rights Entitlements, if any, subject to availability of Equity Shares in this Issue post allocation towards Rights Entitlements applied for	
<b>Face Value per Equity Share</b>	₹1.00/- (Rupee One Only) each	
<b>Issue Price per Equity Share</b>	₹ [●]/- (Rupees [●] Only) including a premium of ₹ [●]/- (Rupees [●] Only) per Rights Equity Share	
<b>Money payable at the time of Application</b>	₹ [●], being 100% of the Issue Price	
<b>Issue Size</b>	Upto [●] Fully Paid-up Equity Shares of face value of ₹1 each for cash at a price of ₹[●] per Rights Equity Share up to an amount of 4,990.00 Lakhs, # Assuming full subscription, to be adjusted as per the Rights Entitlement ratio	
<b>Voting Rights and Dividend</b>	The Equity Shares issued pursuant to this Issue shall rank pari-passu in all respects with the Equity Shares of our Company.	
<b>Terms of the Issue</b>	Please refer to the section titled ' <i>Terms of the Issue</i> ' beginning on page 162 of this Draft Letter of Offer;	
<b>Use of Issue Proceeds</b>	Please refer to the section titled ' <i>Objects of the Issue</i> ' beginning on page 47 of this Draft Letter of Offer;	
<b>Security Code/ Scrip Details</b>	<b>ISIN</b>	INE855F01042
	<b>BSE Scrip ID</b>	ASMS
	<b>BSE Scrip Code</b>	532694
	<b>NSE Scrip name</b>	ASMS
	<b>ISIN for Rights Entitlements</b>	[●]

## ISSUE SCHEDULE

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

<b>Issue Opening Date</b>	[●]
<b>Last date for On Market Renunciation of Rights</b>	[●]
<b>Issue Closing Date</b>	[●]

## GENERAL INFORMATION

Our Company was incorporated as a private limited company under the Companies Act, 1956 as “Super Bar Tronics Private Limited” vide a Certificate of Incorporation dated September 10, 1990 bearing registration No.01-11721 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad (the “RoC”). Our Company was converted into a public limited company as “Super Bartronics Limited” with effect from July 27, 1995. The name of our Company was further changed to its present name, ‘Bartronics India Limited’ (“**Our Company**” or “**Issuer Company**”) vide a special resolution passed by the shareholders of the Company on December 26, 1995 and a fresh certificate of Incorporation consequent upon change of name was issued on January 1, 1996 from the Registrar of Companies, Andhra Pradesh. The Corporate Identification Number of Our Company is L29309TG1990PLC011721. Afterwards, a financial creditor filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Limited and the same was admitted by the Hon’ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) (“Successful Resolution Applicant” or “SRA”) was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) (“Successful Resolution Applicant” or “SRA”).

<b>Company Identification Number</b>	L29309TG1990PLC011721
<b>Address of Registered Office and Corporate office of Company</b>	<b>Bartronics India Limited</b> <b>Registered Office:</b> Survey No. 351, Raj Bollaram Village, Medchal Mandal, Telangana, India, 501401; <b>Corporate Office:</b> S V Chambers, 1st Floor, Plot No. 193, Phase II, Kavuri Hills, Madhapur, Jubilee Hills, Hyderabad, Telangana, India, 500033 <b>Telephone:</b> 040-49269269; <b>E-mail:</b> ashwani.singh@bartronics.com ; <b>Website:</b> <a href="http://www.bartronics.com">www.bartronics.com</a> ; <b>Registration Number:</b> 011721
<b>Address of Registrar of Companies</b>	<b>Registrar of Companies,</b> 2 <sup>nd</sup> Floor, Corporate Bhawan, GSI Post, Nagole, Bandlaguda, Hyderabad- 500068, Telangana <b>Telephone:</b> 040-29805427 <b>E-mail:</b> <a href="mailto:roc.hyderabad@mca.gov.in">roc.hyderabad@mca.gov.in</a>
<b>Listed on</b>	BSE Limited National Stock Exchange of India Limited
<b>Designated Stock Exchange</b>	BSE Limited

### Our Board of Directors

Details regarding our Board of Directors as on the date of this Draft Letter of Offer are set forth in the table hereunder:

<b>Name</b>	<b>Designation</b>	<b>Address</b>	<b>DIN</b>
N. Vidhya Sagar Reddy	Managing Director	22-927/B, Vijayanagar, 1st Main Konagareddy Palli, Chittoor, Andhra Pradesh, India, 517001	09474749
Krishna Kishore Madicharla	Non-Executive Independent Director	Flat No 102, Phase - II, Lakshmi Apartment, Vinayak Nagar, Gachibowli, Madhapur, Hyderabad, Telangana, India, 500032	07582428
Vilasitha Dandamudi	Non-Executive Non Independent Director	1-23-118, 10/1, Plot No.1, Brindavan Nagar, Bhoodevi Nagar Extension, Tirumalagiri, Hyderabad, Telangana, India, 500015	08272465

Sujata Borde	Non-Executive Independent Director	1-33-194, Lake Ville, RTC Colony, Tirumalagiri, Hyderabad, Telangana, India, 500009	09620880
Pamarti Rajesh	Non-Executive Independent Director	H.No. 3/22 Nandivada, VTC Puttagunta, Krishna District, Andhra Pradesh, India, 521106.	10155271
G Naveena	Non-Executive Non Independent Director	1-1336,Kotapalli, Pileru, Chittoor, Andhra Pradesh, 517214	10119037

For detailed profile of our Directors, please refer to the chapter titled “*Our Management and Organisational Structure*” on page 75 of this Draft Letter of Offer.

#### **Company Secretary and Compliance Officer**

Ashwani Singh Bisht

**Address:** S.V.Chambers, 1<sup>st</sup> Floor, Plot No. 193, Phase II, Kavuri Hills, Madhapur, Jubilee Hills, Hyderabad, Telangana, India, 500033.

**Telephone:** +91 40-49269269

**E-mail:** [ashwani.singh@bartronics.com](mailto:ashwani.singh@bartronics.com)

#### **Chief Financial Officer**

Venu Gopal Thota,

**Address:** S.V.Chambers, 1<sup>st</sup> Floor, Plot No. 193, Phase II, Kavuri Hills, Madhapur, Jubilee Hills, Hyderabad, Telangana, India, 500033.

**Telephone:** +9140-49269269

**E-mail:** [venu.thota@bartronics.com](mailto:venu.thota@bartronics.com)

#### **Details of Key Intermediaries pertaining to this Issue of our Company:**

<b>Registrar to the Issue</b>	<b>Statutory &amp; Peer Reviewed Auditor of the Company</b>
<b>Bigshare Services Private Limited</b> Office No S6-2, 6th Floor, Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East), Mumbai 400 093 <b>CIN:</b> U99999MH1994PTC076534 <b>Telephone:</b> 022 62638200 <b>Email:</b> <a href="mailto:rightsissue@bigshareonline.com">rightsissue@bigshareonline.com</a> <b>Investor grievance e-mail:</b> <a href="mailto:investor@bigshareonline.com">investor@bigshareonline.com</a> <b>Contact Person:</b> Suraj Gupta <b>Website:</b> <a href="http://www.bigshareonline.com">www.bigshareonline.com</a>	<b>Brahmayya &amp; Co, Chartered Accountants,</b> 48, Masilamani Road, Balaji Nagar, Royapettah, Chennai Tamil Nadu, 600014 <b>Telephone:</b> 044-28131128 <b>Email:</b> <a href="mailto:mail@brahmayya.com">mail@brahmayya.com</a> <b>Contact Person:</b> Mr. Lokesh Vasudevan <b>Membership No.:</b> 222320 <b>Firm Registration No.:</b> 000511S <b>Peer Review Certificate No.:</b> Certificate No. 012700
<b>Legal Adviser to the Issue</b>	<b>Banker to the Issue / Refund Bank</b>
<b>Surya Narayana Yellapantula</b> Flat no 106, 1st Floor, Nirmal Towers, Near Sai Baba Temple, Dwarakapuri Colony, Punjagutta, Hyderabad-500082, Telangana, India. <b>Telephone:</b> +91 040 2335 0486 <b>E- mail:</b> <a href="mailto:ysn@ysnlawoffices.com">ysn@ysnlawoffices.com</a> <b>Contact Person:</b> Surya Narayana Yellapantula <b>Bar Council Number:</b> TS/524/2012	[●] [●] <b>Telephone:</b> [●]; <b>Email:</b> [●] <b>Website:</b> [●] <b>Contact Person:</b> Mr. [●] <b>SEBI Registration Number:</b> I[●]



## DESIGNATED INTERMEDIARIES

### Self-Certified Syndicate Banks

The list of banks that have been notified by SEBI to act as SCSBs for the ASBA process is provided at the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34> and updated from time to time. For details on Designated Branches of SCSBs collecting the Application Forms, refer to the website of the SEBI <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34>. On Allotment, the amount will be unblocked and the account will be debited only to the extent required to pay for the Rights Equity Shares Allotted.

Since no lead manager is appointed, there is no inter-se allocation of responsibilities.

### Expert Opinion

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received a written consent from our Statutory Auditors, M/s. Brahmayya & Co., Chartered Accountants, to include their name in this Draft Letter of Offer and as an “expert”, as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of (i) Limited Review Report for the 3rd Quarter and Nine months ended on 31st December 2023 (ii) The Statement of Special Tax Benefits (the “**Statement of Tax Benefits**”) dated March 26, 2024 (iii) The Statement of Financial Indebtedness issued by us and included in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer. However, the term “Expert” shall not be construed to mean an “Expert” as defined under the Securities Act, 1933.

### Investor grievances

Investors may contact the Company Secretary and Compliance Officer for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment/ share certificates/ demat credit/ Refund Orders, etc. Investors are advised to contact the Registrar to the Issue or our Company Secretary and Compliance Officer for any pre- Issue or post-Issue related problems such as non-receipt of Abridged Draft Letter of Offer/ Application Form and Rights Entitlement Letter/ Letter of Allotment, Split Application Forms, Share Certificate(s) or Refund Orders, etc. All grievances relating to the ASBA process may be addressed to the Registrar to the Issue, with a copy to the SCSBs, giving full details such as name, address of the applicant, ASBA Account number and the Designated Branch of the SCSBs, number of Equity Shares applied for, amount blocked, where the Application Form and Rights Entitlement Letter or the plain paper application, in case of Eligible Equity Shareholder, was submitted by the ASBA Investors through ASBA process.

### Issue Schedule

The subscription will open upon the commencement of the banking hours and will close upon the close of banking hours on the dates mentioned below:

Events	Indicative Date
Issue Opening Date	[•]
Last date for on Market Renunciation of Rights Entitlements#	[•]
Issue Closing Date*	[•]
Finalisation of Basis of Allotment (on or about)	[•]
Date of Allotment (on or about)	[•]
Date of Credit (on or about)	[•]
Date of Listing (on or about)	[•]

# Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

\*Our Board or a duly authorized committee thereof will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

The above schedule is indicative and does not constitute any obligation on our Company.

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two (2) Working Days prior to the Issue Closing Date, i.e., [●] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts at least one day before the Issue Closing Date, i.e., [●] .

Investors are advised to ensure that the Applications are submitted on or before the Issue Closing Date. Our Company, or the Registrar to the Issue will not be liable for any loss on account of non-submission of Applications on or before the Issue Closing Date. For details on submitting Common Application Forms, see chapter titled “*Terms of the Issue*” on page 162 of this Draft Letter of Offer.

Please note that if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall get lapsed and shall be extinguished after the Issue Closing Date. No Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the amount paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an application to apply for Equity Shares offered under Rights Issue for subscribing to the Equity Shares offered under Issue.

The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com) after keying in their respective details along with either security control measures implemented there at. For further details, see chapter titled “*Terms of the Issue*” on page 162 of this Draft Letter of Offer.

#### **Credit Rating**

As this is an Issue of Equity Shares, credit rating is not required.

#### **Debenture Trustees**

This is an issue of equity shares; hence appointment of debenture trustee is not required.

#### **Appraising Agency**

None of the purposes for which the Net Proceeds are proposed to be utilized have been appraised by any bank or financial institution.

#### **Monitoring Agency**

Since the Issue size does not exceed ₹10,000 lakhs, there is no requirement to appoint a monitoring agency in relation to the Issue under SEBI ICDR Regulations.

#### **Filing**

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for rights issues has been increased to Rupees fifty crores. Since the size of this Issue falls below this threshold, the Draft Letter of Offer has been filed with the Stock Exchanges and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination and will be filed with the Stock Exchange.

#### **Changes in Auditors during the last three years**

There has been change in the statutory auditors of our Company during the three years immediately preceding the date of this Draft Letter of Offer., the details of the same are detailed below:

<b>Name of auditor</b>	<b>FRN &amp; M.NO.</b>	<b>Period From to</b>	<b>Remarks</b>
M/s. Brahmayya & Co, Chartered Accountants	000511S & 222320	01.04.2023 – 31.03.2028	Appointed in 31 <sup>st</sup> Annual General Meeting 2022-23 till the conclusion of the 31 <sup>st</sup> Annual General Meeting to be held in the year 2022-23 36 <sup>th</sup> Annual General Meeting of the Company to be held in the financial year 2027-28 .

M/s. NG Rao & Associates., Chartered Accountants	009399S & 207300	01.04.2018 – 31.03.2022	Appointed in the 26 <sup>th</sup> AGM of 2017-18 till the conclusion of the 31 <sup>st</sup> Annual General Meeting of the Company to be held in the financial year 2022-23 .
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### **Underwriting**

This Issue is not underwritten and our Company has not entered into any underwriting arrangement.

### **Minimum Subscription**

In accordance with Regulation 86(1) of the SEBI ICDR Regulations, our Company is required to achieve minimum subscription for the Rights Issue. Our promoter has given their consent by way of an undertaking not to subscribe to their Rights Entitlement. For further details, please refer title 'Intention and extent of participation by our Promoters and Promoter Group' on page 44 of this Draft Letter of Offer.

Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Rights Issue.

## CAPITAL STRUCTURE

The capital structure of our Company and related information as on date of this Draft Letter of Offer, prior to and after the proposed Issue, is set forth below:

S. No.	Particulars	Amount (in ₹ Lakhs except share data)	
		Aggregate value at face value	Aggregate value at Issue Price
<b>A</b>	<b>Authorised Share Capital</b>		
	11,00,00,000 Equity Shares of face value of ₹ 1 each	11,000.00	[●]
<b>B</b>	<b>Issued, Subscribed and Paid-Up Share Capital before the Issue</b>		
	30,45,76,740 Equity Shares of face value of ₹ 1 each	3,045.77	[●]
<b>C</b>	<b>Present Issue in terms of this Draft Letter of Offer <sup>(1)</sup></b>		
	[●] ([●]) Issue of Rights Equity Shares, each at a premium of ₹ [●]/- (Rupees [●] Only) per Rights Equity Share, at an Issue Price of ₹[●]/- (Rupees [●] Only) per Rights Equity Share	[●]	₹ 4990*
<b>D</b>	<b>Issued, Subscribed and Paid-Up Share Capital after the Issue<sup>(2)</sup></b>		
	[●] ([●]) Equity Shares of face value of ₹ 1 each	[●]	[●]*
<b>E</b>	<b>Securities Premium Account</b>		
	Before the Issue	17703.99	
	After the Issue		Nil

<sup>(1)</sup> The present Issue has been authorised vide a resolutions passed at the meetings of the Board of Directors dated March 21, 2024.

<sup>(2)</sup> Assuming full subscription by the Eligible Equity Shareholders of Rights Equity Shares.

\* Subject to finalisation of Basis of Allotment of Rights Equity Shares.

On Application, Investors will have to pay ₹[●] (Rupees [●]) per Rights Equity Share, which constitutes [●] % ([●] Percent) of the Issue Price as may be decided by the Board/ Committee of the Board from time to time.

### NOTES TO CAPITAL STRUCTURE

#### 1. Intention and extent of participation by our Promoters and Promoter Group in the Issue:

Our Promoter Kinex India Private Limited (Formerly Known as Antanium India Private Limited) by its letter dated March 30, 2024, has confirmed its intention not to subscribe to the Rights Issue.

A financial creditor filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Limited and the same was admitted by the Hon'ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA") was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA"). Kinex India Private Limited is the Promoter shareholder holding 90% of the Issued and Listed capital of the Company.

SEBI, vide circular No. SEBI/HO/CFD/PoD2/P/CIR/2023/18 dated February 03, 2023 on the captioned subject, had permitted different methods that may be used by listed entities to achieve compliance with the minimum public shareholding (MPS) requirements mandated under Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 ("SCRR") read with regulation 38 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations").

Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall be applicable. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Rights Issue.

2. The ex-rights price of the Rights Equity Shares as per Regulation 10(4)(b) of the Takeover Regulations is Rs. [●]/- perequity share.
3. No convertible instruments or options have been issued or allotted by our Company which are outstanding as on date of this Draft Letter of Offer.
4. Against Our Company a financial creditor filed a petition under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Ltd and the same was admitted by the Hon'ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA") was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA").

As a part of the Resolution Plan of Kinex India Private Limited (Formerly Known as Antanium India Private Limited), The brief particulars of the Resolution Plan pursuant to NCLT Order, Hyderabad Bench under provision of Insolvency & Bankruptcy Code, 2016 are as mentioned below:

- a. The Scheme of Reduction of Capital of the Company was approved by Hon'ble National Company Law Tribunal, Hyderabad Bench, vide Order dated March 10, 2022.
- b. As per the Resolution Plan approved by Hon'ble NCLT, the issued, subscribed and paid-up equity capital of the company stand reduced from Rs.34,04,88,610/- (Indian Rupees Thirty-Four Crore Four Lakh Eighty-Eight Thousand Six Hundred and Ten only) consisting of 3,40,48,861 equity shares of Face Value of Rs. 10/- each Rs. 3,40,48,861/- (Indian Rupees Three Crore Forty Lakh Forty-Eight Thousand Eight Hundred and Sixty-One only), consisting of 3,40,48,861 equity shares of Rs. 1/- each.
- c. Subsequently, as an integral part of the Resolution Plan, Post Face value reduction, there was a selective reduction of the existing Promoter Group of the Company whereby 35,91,187 shares each held by Promoter and Promoter group were extinguished/ cancelled without any payout to the existing Promoter Group.
- d. Issue of 27,41,19,066 equity shares of Re. 1/- each at par on preferential basis pursuant to Resolution plan approved by NCLT under Insolvency & Bankruptcy Code, 2016 to Kinex India Private Limited (Formerly Known as Antanium India Private Limited) and all shares were listed on BSE and NSE.

#### **5. Shareholding Pattern of our Company as per the last filing with the NSE and BSE:**

- i. The shareholding pattern of our Company as on December 31, 2023, can be accessed on the website of the BSE at: <https://www.bseindia.com/stock-share-price/bartronics-india-ltd/asms/532694/shareholding-pattern/> and on the website of NSE at : <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=ASMS&tabIndex=equity>.
- ii. Statement showing shareholding pattern of the Promoters and Promoter Group including details of lock-in, pledge of and encumbrance thereon, as on December 31, 2023 can be accessed on the website of the BSE at: <https://www.bseindia.com/stock-share-price/bartronics-india-ltd/asms/532694/shareholding-pattern/> and on the website of NSE at : <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=ASMS&tabIndex=equity>.
- iii. Statement showing holding of Equity Shares of persons belonging to the category "Public" including shareholders holding more than 1% of the total number of Equity Shares as on December 31, 2023 can be accessed on the website of the BSE at: <https://www.bseindia.com/stock-share-price/bartronics-india-ltd/asms/532694/shareholding-pattern/> and on the website of NSE at : <https://www.nseindia.com/companies-listing/corporate-filings-shareholding-pattern?symbol=ASMS&tabIndex=equity>.

**6. Details of shares locked-in, pledged, encumbrance by promoters and promoter group**

As per SEBI (ICDR) Regulations, 2018, the equity shares issued pursuant to a resolution plan approved by the National Company Law Tribunal under the Insolvency and Bankruptcy Code 2016, shall be locked-in for a period of one year from the trading approval, therefore as per the National Company Law Tribunal (NCLT) Hyderabad, order dated March 10, 2022 (IA(IBC)68/2021 in CP (IB) No. 375/7/HDB/2019 the entire shareholding of 27,41,19,066 Equity Shares held by promoters and promoter group company has been lock-in for a period of 1 year from the trading approval (May 21, 2024).

**7. Details of specified securities acquired by the promoter and promoter group in the last one year immediately preceding the date of filing of the Draft Letter of Offer:**

As on the date of this Draft Letter of Offer, there are no specific securities acquired by our promoters and promoter group in the last one year immediately preceding the date of filing of the Draft Letter of Offer.

8. At any given time, there shall be only one denomination of the Equity Shares of our Company.

9. All Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of this Draft Letter of Offer. Further, the Equity Shares allotted pursuant to the Issue, shall be fully paid up.

## OBJECTS OF THE ISSUE

Our company proposes to utilize the net proceeds from the issue towards funding the following objects:

1. Acquisition of Companies to achieve inorganic growth.
2. To meet the Long-Term Working Capital Requirements
3. General Corporate Purposes (collectively, referred to hereinafter as the “Objects”)

We intend to utilize the gross proceeds raised through the Issue (the “Issue Proceeds”) after deducting the Issue related expenses (“Net Proceeds”) for the above-mentioned Objects.

The main object clause of Memorandum of Association of our Company enables us to undertake the activities for which the funds are being raised by us through the Issue. Further, we confirm that the activities which we have been carrying out till date are in accordance with the object clause of our Memorandum of Association.

### Issue Proceeds and Net Proceeds

The details of the proceeds of the Issue are summarized in the table below: -

(₹ in lakhs)		
S. No.	Particulars	Amount
1.	Gross Proceeds of the Issue*	4990 #
2.	Less: Estimated Issue related expenses	[●]
<b>Net Proceeds of the Issue</b>		<b>[●]</b>

# Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment and to be adjusted as per the Rights Entitlement ratio.

\*The Issue size will not exceed ₹5,000.00 Lakhs. If there is any reduction in the amount on account of or at the time of finalisation of issue price and Rights Entitlements Ratio, the same will be adjusted against General Corporate Purpose.

### Utilization of Net Proceeds and Means of Finance

The proposed utilization of Net Proceeds is set forth below:-

(₹ in lakhs)	
Particulars	Amount to be funded from Net Proceeds
Acquisition of Companies to achieve inorganic growth and	1225
To meet the Long-Term Working Capital Requirements #	3450
General corporate purposes*	[●]
<b>Total**</b>	<b>[●]</b>

\* Assuming full subscription in the Issue and subject to finalization of the Basis of Allotment. The amount to be utilized for general corporate purposes will not exceed 25% of the Gross Proceeds.

# ₹ 3450 Lakhs would be expended in FY 2024-25.

### Means of Finance

The funding requirements mentioned above are based on our Company’s internal management estimates and have not been appraised by any bank, financial institution or any other external agency. In case of a shortfall in the Net Proceeds, our management may explore a range of options which include utilisation of our internal accruals, or other modes of financing. Our management expects that such alternate arrangements would be available to fund any such shortfall. The estimates are based on current circumstances of our business and our Company may have to revise these estimates from time to time on account of various factors beyond our control, such as market conditions, competitive environment and interest or exchange rate fluctuations. Consequently, our Company’s funding requirements and deployment schedules are subject to revision in the future at the discretion of our management.

The fund requirements set out above are proposed to be entirely funded from the Net Proceeds. Accordingly, we confirm that there are no requirements to make firm arrangements of finance under Regulation 62(1)(c) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance, excluding the amount to be raised from the Issue.

## Details of the Objects of the Issue:

### 1. Acquisition of new Companies to achieve inorganic growth

Our Company intends to utilize ₹1225 lakhs from the Net Proceeds, towards funding potential acquisitions and strategic initiatives which are consistent with or complementary to our business objectives. This amount is based on our management's current estimates and budgets, and our Company's historical acquisitions and other considerations.

#### *Investment process for acquisitions and strategic partnerships:*

The typical framework and process followed by us for acquisitions and strategic partnerships involves identifying the strategic investments or acquisitions based on the criteria set out above, entering into requisite non-disclosure agreements and conducting diligence of the target. On satisfactory conclusion of the diligence exercise, we enter into definitive agreements after the approval of our Board and the Shareholders, if required under applicable laws. As on the date of this Draft Letter of Offer, we have not entered into any definitive agreements in relation to any proposed strategic investments or acquisitions for which we intend to utilize Net Proceeds.

### 2. To meet the Long-Term Working Capital Requirements

Our business is predominantly working capital intensive. We fund the majority of our working capital requirements in the ordinary course of our business from our internal accruals, we propose to partly fund the Working Capital Requirements from the net proceeds of proposed Right Issue as details herein below:

S. No.	Particulars	Total estimated amount to be utilized (₹ in lakhs)
1	Meeting Long Term Working Capital Requirements	3450.00
	<b>Total</b>	<b>3450.00</b>

We operate in a highly competitive and dynamic market conditions and may have to revise our estimates from time to time on account of external circumstances, business or strategy, foreseeable opportunity. Consequently, our fund requirements may also change.

The details of Working Capital Requirement is as under:

(₹ in lakhs)					
S. No.	Particulars	As at March 31, 2023	As at March 31, 2024	As at March 31, 2025	As at March 31, 2026
		Audited	Estimated	Projected	Projected
A	Current Assets				
	a) Inventories	16.40	24.90	37.89	58.45
	b) Trade receivables	33942.80	60.65	3849.98	4234.98
	c) Cash & cash equivalents	959.49	202.12	974.34	808.61
	d) Other Assets	40080.63	1616.24	1593.78	1869.20
	Sub-total	74999.32	1903.92	6456.00	6971.25
B	Current Liabilities				
	a) Borrowings	-			
	b) Trade Payables	17565.56	243.82	549.50	600.49
	c) Other current Liabilities	4610.70	42.27	655.75	720.06
	Sub-total	22176.26	286.09	1201.64	1320.54
C	Net Working Capital (A-B)	52823.06	1617.83	5254.36	5650.71
D	Working Capital Gap				
	Funding through internal accruals	-	-	1804.36	-
	Working Capital funding through Right Issue proceeds to be	-	-	3450.00	-



	utilized				
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### Notes on Working Capital for the FY 2024-25.

Assets – Current Assets	
Debtors	Debtors Holding days of 120 days will remain constant in FY 2023-24 to FY 2024-25
Creditors	Creditor Holding days of 23 days will remain constant in FY 2023-24 to FY 2024-25

### 3. General Corporate Purposes

In terms of Regulation 62(2) of the SEBI ICDR Regulations, the extent of the Issue Proceeds proposed to be used for general corporate purposes shall not exceed 25% of the Gross proceeds of the Issue. Our Board will have flexibility in applying the balance amount towards general corporate purposes, including repayment of outstanding loans, meeting our working capital requirements, capital expenditure, funding our growth opportunities, including strategic initiatives, strategic investments, meeting expenses incurred in the ordinary course of business including salaries and wages, administration expenses, insurance related expenses, meeting of exigencies which our Company may face in course of business and any other purpose as may be approved by the Board or a duly appointed committee from time to time, subject to compliance with the necessary provisions of the Companies Act, 2013.

Our management will have flexibility in utilizing any amounts for general corporate purposes under the overall guidance and policies of our Board. The quantum of utilization of funds towards any of the purposes will be determined by the Board, based on the amount actually available under this head and the business requirements of our Company, from time to time.

#### Undertaking by our Promoter

Please refer to Page No 44 of this Draft Letter of Offer regarding the intention of the promoters and extent of subscription in the issue.

#### Interest of Promoters and Directors in the objects of the Issue

Our Promoter and Directors do not have any interest in the objects of the Issue. No part of the Net Proceeds will be paid by our Company as consideration to our Promoter, Promoter Group, Directors and Key Managerial Personnel of our Company.

#### Estimated Issue Related Expenses

The total expenses of the Issue are estimated to be approximately ₹ [●]. The expenses of this Issue includes, among others, regulatory fees, printing and distribution expenses, advertisement expenses and legal fees, if applicable.

The estimated Issue expenses are as follows:

Activity	Estimated Expenses	( ₹ in Lakhs)	
		As a % of the total estimated Issue Expenses	As a % of the Total Issue Size *#
Fees of the Legal Advisors, Registrars to the Issue, etc. and other service providers and statutory fee.	[●]	[●]	[●]
Statutory Advertising, Printing and marketing expenses	[●]	[●]	[●]
Regulatory and other expenses including Listing Fee,	[●]	[●]	[●]
<b>Total estimated Issue expenses*^</b>	[●]	[●]	[●]

**\*Note:** Amount will be finalised at the time of filing of the Letter of Offer and determination of Issue Price and other details. Subject to finalisation of Basis of Allotment and actual Allotment. In case of any difference between the estimated Issue related expenses and actual expenses incurred, the shortfall or excess shall be adjusted with the amount allocated towards general corporate purposes. All Issue related expenses will be paid out of the Gross Proceeds from the Issue.

*^Excluding taxes  
#Assuming full subscription.*

### **Interim Use of Funds**

Pending utilization for the purposes described above, we undertake to temporarily deposit the funds from the Net Proceeds in the scheduled commercial banks included in the Second Schedule of the Reserve Bank of India Act, 1934. In accordance with Section 27 of the Companies Act, 2013, our Company confirms that it shall not use the Net Proceeds for buying, trading or otherwise dealing in the equity shares of any other listed company.

### **Monitoring of Utilization of Funds**

Since the Issue is for an amount not exceeding ₹10,000 lakhs, in terms of Regulation 82(1) of the SEBI ICDR Regulations, our Company is not required to appoint a monitoring agency for the purposes of the Issue. As required under the SEBI Listing Regulations, the Audit Committee appointed by the Board shall monitor the utilization of the proceeds of the Issue. We will disclose the details of the utilization of the Net Proceeds of the Issue, including interim use, under a separate head in our financial statements specifying the purpose for which such proceeds have been utilized or otherwise disclosed as per the disclosure requirements.

As per the requirements of Regulations 18 of the SEBI Listing Regulations, we will disclose to the Audit Committee the uses/applications of funds on a quarterly basis as part of our quarterly declaration of results. Further, on an annual basis, we shall prepare a statement of funds utilized for purposes other than those stated in this Draft Letter of Offer and place it before the Audit Committee. The said disclosure shall be made till such time that the Gross Proceeds raised through the Issue have been fully spent. The statement shall be certified by our Company's Statutory Auditor.

Further, in terms of Regulation 32 of the SEBI Listing Regulations, we will furnish to the Stock Exchanges on a quarterly basis, a statement indicating material deviations, if any, in the use of proceeds from the objects stated in the Draft Letter of Offer. Further, this information shall be furnished to the Stock Exchanges along with the interim or annual financial results submitted under Regulations 33 of the SEBI Listing Regulations and be published in the newspapers simultaneously with the interim or annual financial results, after placing it before the Audit Committee in terms of Regulation 18 of the SEBI Listing Regulations.

### **Variation in Objects**

In accordance with Section 13(8) and Section 27 of the Companies Act, 2013, our Company shall not vary the Objects of the Issue without being authorized to do so by the shareholders by way of a special resolution. In addition, the notice issued to the shareholders in relation to the passing of such special resolution shall specify the prescribed details and be published in accordance with the Companies Act 2013. Pursuant to the Companies Act 2013, the Promoters or controlling shareholders will be required to provide an exit opportunity to the shareholders who do not agree to such proposal to vary the Objects of the Issue at the fair market value of the Equity Shares, as on the date of the resolution of our Board, recommending such variation in the terms of the contracts or the objects referred to in the Draft Letter of Offer, in accordance with such terms and conditions as may be specified on this behalf by SEBI.

### **Appraising entity**

None of the objects of this Issue, for which the Net Proceeds will be utilized, have been appraised.

### **Strategic or financial partners**

There are no strategic or financial partners to the Objects of the Issue.

**STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY  
AND ITS SHAREHOLDERS.**

To,  
The Board of Directors,  
**BARTRONICS INDIA LIMITED,**  
Survey No. 351, Raj Bollaram Village,  
Medchal District, 501401,  
Telangana, India.

Dear Sir(s)/Madam(s),

**Sub: Proposed Rights Issue of Equity Shares of the Face Value of ₹1.00/- each aggregating to ₹ 4,990.00 Lakhs (“Issue”) by Bartronics India Limited pursuant to Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI Regulations”) and the Companies Act, 2013, as amended (the “Act”).**

We hereby report that the enclosed Statement prepared by Bartronics India Limited (the "**Company**") states the possible special tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 and Income tax Rules, 1962 including amendments made by Finance Act, 2023 (hereinafter referred to as "**Income Tax Laws**"), the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, respective State Goods and Services Tax Act, 2017, as on the signing date, for inclusion in the Draft Letter of Offer and the Letter of Offer for the proposed rights issue of the Company to the existing shareholders. These benefits are dependent on the Company or the shareholders of the Company fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company or the shareholders of the Company to derive the special tax benefits is dependent upon fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company or the shareholders of the Company may or may not choose to fulfill.

The benefits discussed in the enclosed Statement cover only special tax benefits available to the Company and to the shareholders of the Company and are not exhaustive and also do not cover any general tax benefits available to the Company. Further, any benefits available under any other laws have not been examined and covered by this Statement.

Further, the preparation of the enclosed Statement and its contents was the responsibility of the management of the Company. We were informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offer.

We have conducted our examination in accordance with the '*Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)*' (the *Guidance Note*) and *Guidance Note on Reports in Company Prospectuses (Revised 2019)*' ("*the Guidance Notes*") issued by the Institute of Chartered Accountants of India ("the ICAI"). The Guidance Note requires that we comply with ethical requirements of the *Code of Ethics* issued by the ICAI.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Performs Audits and Reviews of Historical Financial information and Other Assurance and Related Services Engagements

We do not express any opinion or provide any assurance as to whether:

1. The Company or its shareholders will continue to obtain these benefits in future; or
2. The conditions prescribed for availing the benefits, where applicable have been/would be met.

The contents of the enclosed statement are based on the information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company. Our views expressed herein are based in the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to any other person in respect of this Statement.

This statement is intended solely for your information and not intended for general circulation or publication and is not to be reproduced or used for any other purpose without our prior written consent, other than for inclusion of extracts of this statement in the Draft Letter of Offer and/or Letter of Offer, Abridged letter of Offer and other Issue material ("Offer Documents") of the Company and submission of this statement to the Securities and Exchange Board of India, the stock exchanges where the Equity Shares of the Company are proposed to be listed, in connection with the proposed Issue, as the case may be.

**For Brahmayya & Co.,**  
**Chartered Accountants**  
Firm Registration No. 000511S

Sd/-  
**Lokesh Vasudevan**  
Partner  
Membership No. 222320  
UDIN: 24222320BKETVQ9749

Place : Gurugram  
Date : 26<sup>th</sup> March 2024

## ANNEXURE A

### Statement of Special Tax Benefits Available to the Company and its Shareholders Under The Income Tax Laws

#### 1. Special tax benefits available to the Company

The Company has exercised the option under section 115BAA to be taxed at a concessional corporate tax rate of 22% (as increased by the applicable surcharge and cess). Pursuant thereto, the Company is not entitled to certain stipulated deductions.

Further, the domestic companies opting for 115BAA will not be required to pay Minimum Alternate Tax ('MAT') under section 115JB. Since the MAT provisions under section 115JB itself would not apply to such companies, brought forward MAT credit (if any) would also not be available for set-off.

#### 2. Special tax benefits available to the shareholders

There are no special tax benefits available to the shareholders of the Company.

#### Notes:

- a) We have not considered the general tax benefits available to the Company or shareholders.
- b) The above Statement sets out the provisions of law in a summarized manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.
- c) The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.
- d) The above statement of possible tax benefits is as per the current direct tax laws relevant for the respective assessment year.
- e) This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.
- f) In respect of Non-Residents (if any), the tax rates and consequent taxation will further subject to any benefits available under the relevant DTAA, if any, between India and the Country in which the Non-Resident has discal domicile.
- g) No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

## **ANNEXURE B**

### **Statement of Possible Special Tax Benefits Available to the Company and its Shareholders Under the Central Goods and Services Tax Act, 2017, Integrated Goods and Services Tax Act, 2017, Respective State Goods and Services Act, 2017 (“GST ACT”) (Hereinafter Referred to As “Indirect Tax Laws”)**

#### **1. Special tax benefits available to the Company**

There are no special indirect tax benefits available to the Company.

#### **2. Special tax benefits available to the shareholders under the Indirect Tax Laws**

There are no special indirect tax benefits applicable in the hands of shareholders for investing in the shares of the Company.

#### **Notes:**

- a.** The above statement is based upon the provisions of the specified Indirect Tax Laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.
- b.** The above statement covers only above-mentioned tax laws benefits and does not cover any direct tax law benefits or benefit under any other law.
- c.** This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice.
- d.** No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

## SECTION IV - ABOUT THE COMPANY

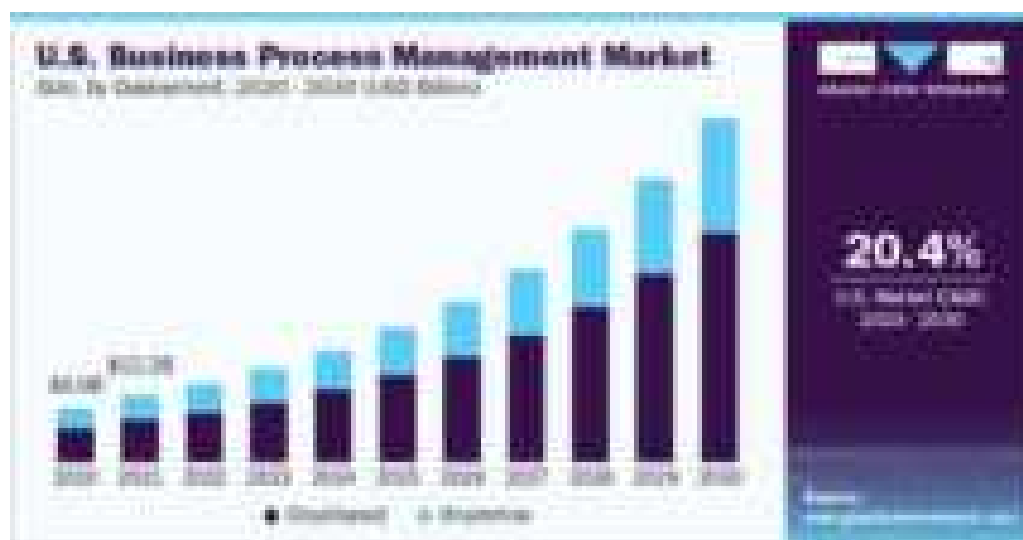
### INDUSTRY OVERVIEW

The information in this section includes extracts from publicly available information, data and statistics and has been derived from various government publications and industry sources. Neither we, nor any of our or their respective affiliates or advisors nor any other person connected with Issue have verified this information. The data may have been re-classified by us for the purposes of presentation. The information may not be consistent with other information compiled by third parties within or outside India. Industry sources and publications generally state that the information contained therein has been obtained from sources it believes to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed, and their reliability cannot be assured. Industry and government publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry and government sources and publications may also base their information on estimates, forecasts and assumptions which may prove to be incorrect. Before deciding to invest in the Equity Shares, prospective investors should read this entire Prospectus, including the information in the sections '**Risk Factors**' and '**Financial Information**' on pages 23 and 86 respectively, of this Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with an investment in the Equity Shares, please see the section '**Risk Factors**' on page 23 of this Draft Letter of Offer. Accordingly, investment decisions should not be based on such information.

The Industry in which the company operates or proposes to operate is IT & BPM sector catering to Banking Services, E Governance, IOT and AIDC Technologies.

### GOLBAL - IT & BPM INDUSTRY

The global business process management market size was valued at USD 14.46 billion in 2022 and is expected to expand at a compound annual growth rate (CAGR) of 19.9% from 2023 to 2030. The benefits of deploying business process management (BPM) include improved business agility, complete visibility, increased efficiency, ensuring compliance and security, continuous improvement, and effortless transfer of business knowledge. Moreover, the companies offering BPM solutions include Accenture, Genpact, and International Business Machines Corporation (IBM), with a presence worldwide. The benefits of employing BPM and the easy availability of the solution worldwide combined have contributed to the growth of the BPM market.



The integration of AI into BPM has been a significant boost to the growth of the BPM market. The benefits of integrating AI include automation of repeated tasks, predictive analysis, improving customer experience, cost-effectiveness, and decision-making capabilities, among others. Moreover, the companies have been taking various initiatives toward artificial intelligence.

The adoption of BPM in the healthcare industry is another factor that has been a major contributor to the growth of the BPM market from 2023-2030. The benefits of employing BPM in the healthcare industry includes enhancing clinical processes, streamlining administrative tasks, ensuring compliance, improving operational efficiency, minimizing errors and delays, and improving patient care.

Moreover, governments worldwide have been increasing their spending on digitalization of the healthcare function, accelerating the growth of business process management in the healthcare industry. For instance, in May 2022, Tasmanian Liberal Government announced an investment of USD 150 million to upgrade their digital health infrastructure. The government will allocate the amount over the four years since the announcement; with the investment, the government plans include easy and convenient access to healthcare among local communities, reduced waiting time for services, less duplication of forms and care, and improved communications about the appointment.

➤ **BFSI includes banking, financial services, and insurance IT Market**

The IT BFSI market size is forecast to reach \$160 billion by 2027, growing at CAGR 11.5% from 2022 to 2027. The growth of IT BFSI market is mainly attributed to the growing adoption rate of various advanced payment methods other than traditional methods, automation of banking services, popularity of cloud technology in BFSI sector, and exponential growth in BFSI sector. Apart from that, due to increasing penetration rate of digital payment methods, the threat of cyber attacks is growing, which in turn creates demand for cyber security-based IT BFSI solution. Additionally, digitalization of BFSI sector also provides insensitive to the major market players, to create more advanced IT BFSI solutions including enterprise resource planning, human capital management, customer relationship management and others; that aids this sector in managing its system. However, the incorporation of artificial intelligence and business intelligence in these solutions also plays a major role in fueling the growth of IT BFSI Industry.

Rising demand for IT offerings, due to high adoption rate of modern banking technology and increasing Cyber threats is driving the growth of this market

The usage of IT offerings including enterprise resource planning, human capital management, customer relationship management, unified communication, cyber security related IT services and others; in BFSI sector is anticipated to grow during the forecast period 2022-2027, due to increasing security threats in banking sector, misuse of internet and data breaches, high adoption rate of customised advanced banking technologies are the major driving factor for the higher adoption rate of IT services in BFSI sector. For instance, according to some recent report, 32% of Indian customers had increased the usage of digital payment methods during the lockdown period till May 1, 2020 and is anticipated to grow more over the years. Apart from that, BFSI sector extract high amount of confidential and sensitive data, making this sector a prime target for the security attacks, where cyber security IT solutions offers information about network activities, various type of monitoring, file sharing details, document tracking and others. This in turn helps the BFSI sector to become more secure and productive.

➤ **Healthcare IT Market**

The global healthcare IT market size was estimated at USD 199.5 billion in 2023 and is expected to expand at a compound annual growth rate (CAGR) of 18.7% from 2024 to 2030. Increasing usage of smartphones, a growing demand for remote patient monitoring for improved out-of-hospital care, technologically advanced healthcare IT infrastructure, and an increase in the number of initiatives and investments supporting eHealth and digital are driving overall market growth.





Ease of use, cost-effectiveness, and time efficiency are driving the widespread adoption of healthcare IT in hospitals. The market's expansion is also supported by continuous improvements in services provided by industry players to cater to consumer demands.

#### ➤ **Automatic identification and data capture (AIDC) technologies**

Automatic identification and data capture (AIDC) technologies have emerged as game-changers, addressing the persistent challenge of human fallibility despite the quick data processing capabilities of computers. Studies have revealed that humans make errors in approximately 1 out of 300 entries, leading to significant consequences like wasted time, financial losses, damaged reputations, and even life-threatening situations. To combat this issue, AIDC technologies leverage innovations such as QR codes, barcode readers, RFID, and NFC tag stickers, revolutionizing numerous sectors, including retail, warehousing, and asset management. These advanced technologies play a crucial role in enhancing accuracy, efficiency, and safety in data capture and management processes.

The global automatic identification and data capture market size was valued at USD 54.58 billion in 2022 and is expected to grow at a compound annual growth rate (CAGR) of 12.0% from 2023 to 2030. Automatic identification and data capture (AIDC) is a method that involves scanning, identifying, capturing, analyzing, recording, and storing data from an individual, video, picture, or audio without the need for manual entry. AIDC systems are routinely used to manage assets, inventory, delivery, scanning documents, and security. AIDC's industrial applications include transport and logistics, chemical, pharmaceutical, food and beverage, automotive, consumer products, retail and warehousing, and distribution, among others

India @75 has been scripting a new phase of accelerated digitalization, and our pioneering efforts at digital innovation and technology-enabled inclusion and socio-economic growth are garnering global attention. The technology industry, which has been driving digital transformation for enterprises worldwide, is now a \$245 Billion Industry and consistently clocking double-digit growth. Public Service delivery both at the states and Centre, is architected for scalable technology platforms serving citizens over multiple channels. Digital is embedded in Society, both urban and rural, and consumers prefer digital in financial services, shopping online, entertainment, education and skills development, and healthcare. This all-pervasive shift to digital has led to expanding online digital footprints of all segments of our society. Data-driven innovation is central to every business's growth; emerging technologies and AI are key to offering personalised services to consumers.

### **INDIAN IT & BPM INDUSTRY**

The global sourcing market in India continues to grow at a higher pace compared to the IT (Information Technology) & BPM (Business Process Management) industry. India is the leading sourcing destination across the world.

#### **Market Size**

India's IT industry is likely to hit the US\$ 350 billion mark by 2026 and contribute 10% towards the country's gross domestic product (GDP), Infodemics Ratings said in a report.

According to National Association of Software and Service Companies (Nasscom), the Indian IT industry's revenue touched US\$ 227 billion in FY22, a 15.5% YoY growth and was estimated to have touched US\$ 245 billion in FY23.

As per a survey by AWS (2021), India is expected to have nine times more digitally skilled workers by 2025. This indicates that a total of ~ 3.9 billion digital skill trainings are expected by 2025. India will need 30 million digitally skilled professionals by 2026.

The BPM sector in India currently employed >1.4 million people, while IT and BPM together had >4.5 million workers, as of FY21.

This push towards cloud services has boosted hyper-scale data centre investments, with global investments estimated to exceed US\$ 200 billion annually by 2025. India is expected to gain a significant share in the global market, with the country's investment expected to hit US\$ 5 billion annually by 2025.

The IT industry added 4.45 lakh new employees in FY22, bringing the total employment in the sector to 50 lakh employees.

▪ India's technology industry is on track to double its revenue to US\$ 500 billion by 2030. Direct employment in the IT services and BPO/ITeS segment is estimated to reach 5.4 million in FY23 with an addition of 290,000 people.

- The IT-BPM services revenue reached US\$ 194 billion in FY21.
- In 2022, the Indian domestic IT & Business Services market was valued at US\$ 13.87 billion and recorded a 7.4% year-over-year (YoY) growth as compared to 7.2% in 2021.
- By 2025-26, India is expected to have 60–65 million jobs that require digital skills, according to a Ministry of Electronics & IT report titled "India's trillion-dollar digital opportunity."
- In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling its competitive strength with zero government interference. He further added that service exports from India had the potential to reach US\$ 1 trillion by 2030.
- Spending on information technology in India is expected to reach US\$ 144 billion in 2023.
- The cloud market in India was expected to grow three-fold to US\$ 7.1 billion by 2022 with the help of growing adoption of big data, analytics, artificial intelligence and Internet of Things (IoT), according to Cloud Next Wave of Growth in India report.
- India's digital economy is estimated to reach US\$ 1 trillion by 2025.
- Artificial Intelligence (AI) is expected to boost India's annual growth rate by 1.3% by 2035, according to NITI Aayog.
- The Karnataka government signed three MoUs

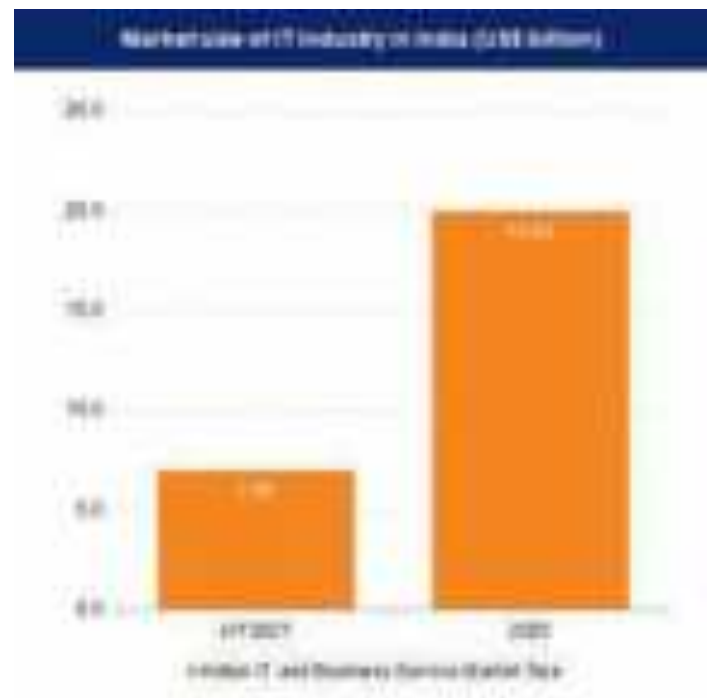
### **Strong growth in IT & BPM exports**

As an estimate, India's IT export revenue rose by 9% in constant currency terms to US\$ 194 billion in FY23.

- Export of IT services was the major contributor, accounting for more than 53% of total IT exports (including hardware).
- BPM and engineering and R&D (ER&D) and software products exports accounted for 22% and 25%, respectively of total IT exports during FY23.
- According to STPI (Software Technology Park of India), software exports by the IT companies connected to it stood at Rs.1.20 lakh crore (US\$ 16.29 billion) in the first quarter of FY22.
- In August 2021, the Minister of Electronics and Information Technology, Skill Development and Entrepreneurship, Mr. Rajeev Chandrasekhar, announced that the IT export target was set at

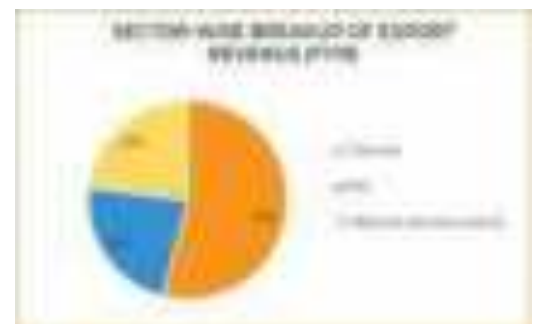
**(Source:**  
<https://www.ibef.org/industry/information-technology-india>  
**)**

worth US\$ 13.4 million to help the state's emerging technology sector.



**(Source:**  
<https://www.ibef.org/industry/information-technology-india>  
**)**

US\$ 400 billion for March 2022. In addition, the central government was planning to focus on areas such as cybersecurity, hyper-scale computing, artificial intelligence and blockchain.



## **BFSI (Banking, Financial Services and Insurance) - business vertical for IT & BPM industry**

BFSI is a key business vertical for the IT & BPM industry. A major share of revenue of IT majors comes from the BFSI business vertical. Adoption of new technologies is expected to accelerate growth of the BFSI vertical. The need for undertaking investment in IT will also be required for gaining competitive advantage instead of solely reducing operational costs.

- i. HDFC Bank partnered with Flywire to enable their customers to make fee payments digitally to overseas colleges and universities.
- ii. In November 2022, ICICI Bank introduced two new products for its NRI clients - Loan against Deposits (LAD) and Dollar Bonds, at its branch in GIFT City.
- iii. In August 2022, Network People Services Technologies (NPST) announced that it was working on a banking super app. The high-end platform can be used by banks, fintech companies, and other BFSI players, and it will offer a seamless user experience with all banking, financial, and transactional services combined into a robust, smart app.
- iv. In July 2022, the Union Bank of India (UBI) launched a Metaverse Virtual Lounge and Open Banking Sandbox environment in partnership with Tech Mahindra.
- v. In February 2022, Bangalore based edtech startup 'BygC' launched India's first upskilling focused community platform for young graduates and people seeking jobs in the BFSI sector.

(Source: <https://www.ibef.org/industry/information-technology-india>)

## **Digital Health Market - business vertical for IT & BPM industry**

India's digital health market is projected to grow from \$3.83 Bn in 2022 to \$18.34 Bn by 2030, registering a CAGR of 21.6% during the forecast period of 2022-30. According to World Health Organization (WHO) Global Health Expenditure database, health expenditure (% of GDP) of India has grown from 2.95% in 2018 to 3.01% in 2019. The majority of healthcare costs in India is borne by individuals rather than the government or insurance companies. According to the National Health Accounts, the figure has improved over time, falling to 48.21 % in 2018-2019 from 69.4 % in 2004-2005. Though it has declined over time, it remains higher than the global average of 18.1%. Attempts have been made to boost government expenditure on healthcare and extend health insurance coverage.

Digital healthcare entails the use of digital tools and communication platforms to offer healthcare services and information remotely. Video consultations with physicians, remote monitoring of patient's health status, and the use of mobile applications to track symptoms and manage chronic diseases are examples of this. They have been widely impactful in providing convenience and accessibility to patients and potentially lowering healthcare costs. The digital health market in India is quickly expanding, with the potential to enhance healthcare access and boost healthcare system efficiency. Telemedicine, Electronic Health Records (EHRs) & medical devices are some areas where digital health is growing in India. To secure Indian citizens' digital health data, the Government of India adopted the draught Digital Information Security in Healthcare Act 2018 (the "DISHA Bill"). The DISHA Bill defines "digital health data" as an electronic record of an individual's health-related information and aims to standardize and regulate the procedures associated with the collecting, storage, transmission, and use of digital health data, as well as to assure the dependability, data privacy, confidentiality, and security of such data.

## **Market Growth Drivers**

In 2020, The Government of India started the National Digital Health Mission (NDHM) 2020 to accomplish the aim of universal health coverage and to make government services more widely available online. This along with other factors such as an increase in demand for healthcare services due to COVID – 19 pandemic and a shortage of healthcare professionals due to the massive population led to more reliability on digital channels as opposed to physical visits. Increasing the adoption of smartphones and internet access to digital healthcare services can provide a more cost-effective alternative for India. Continuous technological innovation and investment by the private sector will encourage market expansion in the future.

## **Electronic governance or e-governance- business vertical for IT & BPM industry**

Electronic governance or e-governance is adopted by countries across the world. In a fast-growing and demanding economy like India, e-governance has become essential. The rapid growth of digitalisation has led to many governments across the globe to introduce and incorporate technology into governmental processes. Electronic governance or e-governance can be defined as the usage of Information and Communication Technology (ICT) by the government to provide and facilitate government services, exchange of information, communication transactions and integration of various standalone systems and services.

Over the years, a large number of initiatives have been undertaken by various State Governments and Central Ministries to usher in an era of e-Government. Sustained efforts have been made at multiple levels to improve the delivery of public services and simplify the process of accessing them.

e-Governance in India has steadily evolved from computerization of Government Departments to initiatives that encapsulate the finer points of Governance, such as citizen centricity, service orientation and transparency. Lessons from previous e-Governance initiatives have played an important role in shaping the progressive e-Governance strategy of the country. Due cognizance has been taken of the notion that to speed up e-Governance implementation across the various arms of Government at National, State, and Local levels, a programme approach needs to be adopted, guided by common vision and strategy. This approach has the potential of enabling huge savings in costs through sharing of core and support infrastructure, enabling interoperability through standards, and of presenting a seamless view of Government to citizens.

The National e-Governance Plan (NeGP), takes a holistic view of e-Governance initiatives across the country, integrating them into a collective vision, a shared cause. Around this idea, a massive countrywide infrastructure reaching down to the remotest of villages is evolving, and large-scale digitization of records is taking place to enable easy, reliable access over the internet. The ultimate objective is to bring public services closer home to citizens, as articulated in the Vision Statement of NeGP.

"Make all Government services accessible to the common man in his locality, through common service delivery outlets, and ensure efficiency, transparency, and reliability of such services at affordable costs to realise the basic needs of the common man".

The Government IT spending in India likely to cross USD 9.5 Billion in 2022, an increase of 12.1% from last year. Now the Government is executing the innovative activities by harnessing technology to streamline digital services, advance automation processes and evolve citizen experience services accordingly. Global Government IT spending crossed USD 565.7 Billion in 2022, an increase of 5% from last year as legacy modernization continues to be a priority in Government organizations globally.

The Ministry of Electronics and Information Technology (MeitY), Government of India launched the 'Digital India' programme with the vision to transform India into a digitally empowered society and knowledge-based economy by ensuring digital access, digital inclusion, digital empowerment and bridging the digital divide. In summary, our mission is to ensure that the digital technologies improve the life of every citizen; expand India's digital economy, create investment & employment opportunities and global digital technological capabilities in the country.

Digital India has dramatically reduced distance between Government and citizens significantly. Further, Digital India has also helped in delivery of substantial services directly to the beneficiary in a transparent and corruption free manner. India has become one of the pre-eminent nations of the world to use technology to transform the lives of citizens. Digital India is an umbrella programme that covers multiple projects of various Central Ministries/Departments and States/UTs.

## **GOVERNMENT INITIATIVES**

Some of the major initiatives taken by the government to promote the IT and ITeS sector in India are as follows:

- i. Cabinet approved PLI Scheme – 2.0 for IT Hardware with a budgetary outlay Rs. 17,000 crore (US\$ 2.06 billion).
- ii. In the Union Budget 2023-24, the allocation for IT and telecom sector stood at Rs. 97,579.05 crore (US\$ 11.8 billion).
- iii. In September 2022, the new Telecommunications Bill 2022 was published for public consultation by the Ministry of Communications as a move toward creating a new telecom framework in India.
- iv. In August 2022, the Indian Computer Emergency Response Team (CERT-In), in collaboration with the Cyber Security Agency of Singapore (CSA), successfully planned and carried out the "Synergy" Cyber Security Exercise for 13 countries to build network resilience against ransomware attacks.
- v. In June 2022, STPI Director General Mr. Arvind Kumar stated that exports through STPI units have increased from Rs. 17 crore (US\$ 2.14 million) in 1992 to Rs. 5.69 lakh crore (US\$ 71.65 billion) in 2022.
- vi. In May 2022, it was announced that Indians can now avail their Digilocker services through Whatsapp to get easy access to their official documents.
- vii. In April 2022, the Indian Computer Emergency Response Team (CERT-In) issued Directions to strengthen the cybersecurity in the country.
- viii. In the Union Budget 2022-23, the allocation for IT and telecom sector stood at Rs. 88,567.57 crore (US\$ 11.58 billion).
- ix. The government introduced the STP Scheme, which is a 100% export-oriented scheme for the development and export of computer software, including export of professional services using communication links or physical media.
- x. In November 2021, the government launched the Internet Exchange in Uttarakhand to enhance the quality of internet services in the state.

- xi. The Karnataka government signed three MoUs worth US\$ 13.4 million (Rs. 100.52 crore) to help the state's emerging technology sector.
- xii. In September 2021, the Indian government announced a plan to build a cyber-lab for the 'Online Capacity Building Programme on Crime Investigation, Cyber Law and Digital Forensics' to strengthen cyber security capabilities.
- xiii. In September 2021, the Ministry of Electronics and Information Technology (MeitY) organised a workshop under the theme of 'Connecting all Indians' to promote public and private stakeholders' interest in the country and expand internet access to remote areas.
- xiv. In September 2021, the Indian government launched the Meghalaya Enterprise Architecture Project (MeghEA) to boost service delivery and governance in the state by leveraging digital technologies, to make Meghalaya a high-income state by 2030.
- xv. In September 2021, the Indian government launched Phase II of Visvesvaraya PhD Scheme to encourage research in 42 emerging technologies in information technology (IT), electronics system design & manufacturing (ESDM) and information technology enabled services (ITES).
- xvi. In September 2021, the Indian government inaugurated five National Institute of Electronics & Information Technology (NIELIT) Centres in three North-Eastern states to boost availability of training centres and employment opportunities.
- xvii. On July 2, 2021, the Ministry of Heavy Industries and Public Enterprises launched six technology innovation platforms to develop technologies for globally competitive manufacturing in India. The six technology platforms have been developed by IIT Madras, Central Manufacturing Technology Institute (CMTI), International Centre for Automotive Technology (iCAT), Automotive Research Association of India (ARAI), BHEL, and HMT, in association with IISc Bangalore.
- xviii. The Department of Telecom, Government of India and Ministry of Communications, Government of Japan, signed an MoU to enhance cooperation in areas of 5G technologies, telecom security and submarine optical fibre cable system.
- xix. Telemedicine practice guidelines by the Medical Council of India in partnership with NITI Aayog, have provided the framework for the regulation of telemedicine practice in India and help to ensure the quality and safety of telemedicine services.
- xx. Various government entities, including the Ministry of Health and Family Welfare (MHFW), the Central Drugs Standard Control Organization (CDSCO), and the National Medical Commission (NMC), execute policies that regulate the healthcare sector.
- xxi. "Ayushman Bharat" is a government-funded health insurance scheme that aims to provide health coverage to over 100 million families in India.
- xxii. Common Services Centres – CSCs are offering government and business services in digital mode in rural areas through Village Level Entrepreneurs (VLEs). Over 400 digital services are being offered by these CSCs. So far, 5.31 Lakh CSCs are functional (including urban & rural areas) across the country, out of which, 4.20 Lakh CSCs are functional at Gram Panchayat level.
- xxiii. Unified Mobile Application for New-age Governance (UMANG) – for providing government services to citizen through mobile. More than 1,570 government services and over 22,000 bill payment services are made available at UMANG.
- xxiv. e-District Mission Mode Project (MMP): e-District project has been implemented at district and sub-district levels of all States/UTs, benefitting all citizens by delivering various e-Services such as Certificates (Birth, Caste, Death, Income and Local Resident), Pension (Old Age, Disability and Widow), Electoral, Consumer Court, Revenue Court, Land Record and services of various departments such as Commercial Tax, Agriculture, Labour, Employment Training & Skill Development etc. Presently 4,671 e-services have been launched in 709 districts across India.
- xxv. Unified Payment Interface (UPI) is the leading digital payment platform. It is integrated with 330 banks and facilitated over 586 crore monthly transactions worth over Rs 10 lakh crore has been facilitated for the month of June, 2022.
- xxvi. CO-WIN - It is an open platform for management of registration, appointment scheduling & managing vaccination certificates for Covid-19. More than 203 crore vaccination doses and 110 crore registrations have been facilitated by co-win.
- xxvii. MyGov – It is a citizen engagement platform that is developed to facilitate participatory governance. More than 2.48 crore users are actively using MyGov.
- xxviii. MeriPehchaan – National Single Sign-on platform called MeriPehchaan has been launched in July 2022 to facilitate / provide citizens ease of access to government portals.
- xxix. MyScheme – This platform has been launched in July 2022 to facilitate citizens to avail eligibility-based services.
- xxx. Direct Benefit Transfers – 315 Schemes across 53 Ministries are offering Aadhaar enabled direct benefit transfer to citizens. So far, Rs 24.3 lakh crore has been disbursed through DBT platform.
- xxxi. Diksha – Diksha is a national level educational platform that helps students and teachers to participate, contribute and leverage a common platform to achieve learning goals at scale for the country. As on 27th July 2022, 7,633 courses are available and more than 15 crore enrolments have been done.

## **ROAD AHEAD**

India is the topmost offshoring destination for IT companies across the world. Having proven its capabilities in delivering both on-shore and off-shore services to global clients, emerging technologies now offer an entire new gamut of opportunities for top IT firms in India.

The Indian IT & business services industry is expected to grow to US\$ 19.93 billion by 2025. Spending on information technology in India is expected to reach US\$ 144 billion in 2023. By 2026, widespread cloud utilisation can provide employment opportunities to 14 million people and add US\$ 380 billion to India's GDP.

As per a survey by Amazon Web Services (2021), India is expected to have nine times more digitally skilled workers by 2025.

IT spending in India is expected to increase to US\$ 110.3 billion in 2023 from an estimated US\$ 81.89 billion in 2021. In November 2021, Mr. Piyush Goyal, Minister of Commerce and Industry, Consumer Affairs, Food and Public Distribution and Textiles, lauded the Indian IT sector for excelling its competitive strength with zero government interference. He further added that service exports from India have the potential to reach US\$ 1 trillion by 2030.

*(Source: <https://www.ibef.org/industry/information-technology-india>)*

## OUR BUSINESS

*Some of the information in this section, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. Before deciding to invest in the Equity Shares, Shareholders should read this entire Draft Letter of Offer. An investment in the Equity Shares involves a high degree of risk. For a discussion of certain risks in connection with investment in the Equity Shares, investors should read “Risk Factors” on page 23, for a discussion of the risks and uncertainties related to those statements, as well as “Financial Information” and “Management’s Discussion and Analysis of Financial Condition and Results of Operations” on pages 86 and 129, respectively of this Draft Letter of Offer for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements. Unless otherwise stated, the financial information used in this section is derived from our Financial Statements and Limited Reviewed Unaudited Financial Results.*

### **OVERVIEW**

Our Company was incorporated as a private limited company under the Companies Act, 1956 as “Super Bar Tronics Private Limited” vide a Certificate of Incorporation dated September 10, 1990 bearing registration No.01-11721 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad (the “RoC”). Our Company was converted into a public limited company as “Super Bartronics Limited” with effect from July 27, 1995. The name of our Company was further changed to its present name, ‘Bartronics India Limited’ (“**Our Company**” or “**Issuer Company**”) vide a special resolution passed by the shareholders of the Company on December 26, 1995 and a fresh certificate of Incorporation consequent upon change of name was issued on January 1, 1996 from the Registrar of Companies, Andhra Pradesh. The Corporate Identification Number of Our Company is L29309TG1990PLC011721.



Pursuant to company petition filed under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Ltd and the same was admitted by the Hon'ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) (“Successful Resolution Applicant” or “SRA”) was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) (“Successful Resolution Applicant” or “SRA”).

**Presently, our company’s main objects are as follows:**

1. To manufacture, sell, deal in all types of Bar Code Equipments, Systems, Accessories, Attachment, Label Materials, Label Printers, Label Verifiers and Allied Products.
2. To enter into Technical and/or financial collaborations with foreign companies to manufacture bar Code Equipments, Systems, Accessories, Attachments, Label Materials, Label Printers, Label Verifiers and Allied Products.



3. To carry on business of other automatic identifications, equipments, systems, accessories, attachments and allied products.
4. To establish and run data processing/computer centers and to offer consultancy and data processing and other computer related services that are normally offered by data processing/computer centers to industrial, business and other type of customers and to impart training on electronic data processing and others and to provide IT enabled solutions in India and abroad to implement internet technologies with web based applications for e-commerce, e-business, e-trade, multimedia, call center services and networking worldwide.
5. To take up assignments under Financial Inclusion Projects from Banks to provide banking solutions and to act as Business Correspondents either directly or through a subsidiary to carry out the activities required under the project on behalf of the bank
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.



**Our major areas of visibility in the market:**

FINTECH	IoT/Technology	WEALTH/INSURANCE DATA ANALYTICS
<ul style="list-style-type: none"> <li>Payment processing</li> <li>Digital banking</li> <li>Investment management</li> <li>Insurance</li> <li>Other related services</li> </ul>	<ul style="list-style-type: none"> <li>Healthcare</li> <li>Manufacturing</li> <li>Logistics</li> <li>Transportation</li> <li>Other related services</li> </ul>	<ul style="list-style-type: none"> <li>Healthcare</li> <li>Insurance</li> <li>Investment management</li> <li>Other related services</li> </ul>

1. **Advanced Health Care Analytics**



In the ever-evolving landscape of healthcare, information is power. At Bartronics, we are at the forefront of revolutionizing patient care through Advanced Health Care Analytics, a dynamic solution that harnesses the potential of data to transform the global healthcare ecosystem.

➤ Global Demand and Market Size:

The demand for Advanced Health Care Analytics has seen exponential growth worldwide. With an increasing emphasis on data-driven decision-making in healthcare, the market for these innovative solutions is projected to reach unprecedented heights. As we navigate the digital era, the demand for comprehensive and predictive analytics in healthcare is more significant than ever.

➤ Data Sources:

Our approach is holistic and collaborative. We seamlessly collect patient data from diverse sources, including our state-of-the-art healthcare technology product, SurakshaQR. Partnering with hospitals, clinics, and diagnostic centres, we aggregate a comprehensive dataset that forms the foundation of our analytics capabilities.

➤ Cloud Technology Integration:

Harnessing the power of cloud technology, we ensure seamless and secure data processing. Our cloud-based infrastructure not only facilitates the storage of vast amounts of healthcare data but also enables real-time analytics, providing timely insights for informed decision-making.

➤ Analytical Tools for Proactive Treatment:

We employ cutting-edge analytical tools that explore into the intricacies of healthcare data. This empowers our healthcare professionals with critical information for predictive analysis, allowing for proactive and personalized treatment plans. The result is a paradigm shift from reactive healthcare to a proactive, preventive approach.

➤ Applications Of Advanced Health Care Analytics:

- Clinical Decision Making: Enhance decision-making processes with data-driven insights.
- Predictive Analysis: Anticipate and mitigate potential health issues before they escalate.
- Medical Research: Contribute to ground breaking medical research through comprehensive data analysis.
- Public Health Monitoring: Monitor and address public health trends for effective intervention.
- Population Health Management: Implement targeted strategies for improved population health outcomes.
- Healthcare Quality Improvement: Drive quality improvements based on actionable insights.
- Telemedicine & Remote Monitoring: Facilitate remote patient monitoring and telemedicine services.
- Personalized Medicine: Tailor treatment plans to individual patient needs for better outcomes.
- Healthcare System Efficiency: Optimize operational efficiency across the healthcare system.
- Health Policy Development: Inform evidence-based health policy decisions at local and global levels.
- Clinical Trials & Drug Development: Accelerate the pace of clinical trials and drug development through data-driven insights.
- Embark on a journey towards a future where healthcare is not only reactive but also anticipatory and personalized.

At Bartronics, we are committed to transforming the way healthcare is delivered, one data point at a time. Join us in shaping the future of healthcare with Advanced Health Care Analytics.

## 2. Banking Services

In an era defined by connectivity and progress, financial inclusion stands at the forefront of societal development. At Bartronics, we are dedicated to transforming lives through our innovative Financial Inclusion, business correspondents and business facilitation Banking Services. Our commitment goes beyond conventional banking; we believe in breaking down barriers and extending financial services to the underserved, empowering individuals and communities to reach their full economic potential.

### ➤ Key Features:

- **Universal Access:** Our banking services leverage technology for seamless accessibility, ensuring that individuals from all walks of life can easily access financial services.
- **Tailored Solutions:** We offer personalized financial solutions that cater to the unique needs of individuals and businesses, fostering an inclusive financial ecosystem.
- **Digital Convenience:** Experience banking at your fingertips with our user-friendly online and mobile platforms, combining convenience with robust security measures.
- **Financial Literacy Initiatives:** Beyond transactions, we provide comprehensive financial literacy programs to equip individuals with the knowledge needed to make informed financial decisions.
- **Microfinance Support:** For small businesses and entrepreneurs, our microfinance solutions bridge the gap, offering accessible credit and financial resources for growth.

### ➤ Advantages:

- **Customer-Centric Approach:** We prioritize understanding and addressing the unique needs of our clients, ensuring a personalized and customer-centric banking experience.
- **Innovation and Adaptability:** Stay ahead with our innovative services, adapting to the evolving financial landscape to ensure our clients benefit from the latest advancements.
- **Social Impact:** Our mission is to create positive social impact by promoting financial inclusion, contributing to resilient communities and sustainable development.

## 3. Internet Of Things (IoT)

The Internet of Things (IoT) seamlessly integrates physical devices and software for efficient communication over the internet. In web development, IoT facilitates the creation of dynamic and intelligent web applications, linking everyday objects to empower real-time data utilization, process automation, and enhanced user experiences.

IoT-integrated webpages provide unprecedented interactivity. Through sensors and actuators, these applications collect and respond to data, enabling functionalities like remote monitoring and smart automation. This convergence of web development and IoT opens new possibilities for innovative solutions in industries such as healthcare, agriculture, smart cities, and industrial automation.

Developers must prioritize security, scalability, and interoperability for robust user experiences. The on-going evolution of IoT and web development collaboration promises exciting prospects for creating intelligent, responsive, and user-centric applications, reshaping daily interactions with technology.

### **Automatic Identification and Data Capture (AIDC)**

Identification Technologies for Enhanced Premises Security Safeguarding premises is a top priority for any company. Bartronics' Access Control System seamlessly integrates robust safety features with Time and Attendance systems for added convenience. In today's corporate landscape, Access Control is crucial for a secure work environment. Bartronics meets modern security challenges with tailored solutions, offering an affordable yet highly effective system using Biometric and Smart Card Technology. Ensure peace of mind knowing your business and staff are safeguarded 24/7.

Bartronics' Access Control software serves as a powerful tool, granting complete control over both employees and the workplace. It allows you to restrict access to specific areas, monitor the real-time location of individuals, and generate customized reports on personnel location and movement for enhanced security.

➤ Key Features:

- Permits authorized access to predefined areas
- Identifies individuals or groups, grants/denies access, and records attempts
- Uses state-of-the-art hardware/software for comprehensive access monitoring
- Alert Management: Notices of breaking and entry, door open, or illegal entry attempts via audio, SMS, or email
- Sophisticated identification methods for ultimate accuracy: Fingerprint, Facial, Contactless smartcard
- User-friendly interface with fast throughput
- Standalone or network configuration
- Real-time online transaction reporting
- Generates user-defined reports with complete transaction details
- Indicates events on a graphic map of secured areas

➤ Benefits Of The Access Control System:

- Optimizing working time
- Prevention of unauthorized access
- Operational instructions for efficient event handling
- Enforcing security procedures
- Investigative tool for theft, abuse, or information theft
- Database duplication prevention
- Streamlined data collection, no double enrolling needed
- Easy control over security personnel
- Muster evacuation management
- SMS messaging
- Integrated alarm system
- Support for emergency fire reports
- Connectable to external third-party software
- Option to export transaction files
- Automatic door open/close scheduling per reader
- **Some Of Our Applications:**
- Time and Attendance system
- Access Control System
- Canteen Management System
- Contact Labour
- Visitor Management
- Asset Tracking System
- Yard Management
- Job Costing

Enhance Bartronics' Identification Technologies for a comprehensive Access Control solution that ensures the safety and security of your business premises and personnel.

#### 4. Technologies

Embark on a journey through our technology overview, where the convergence of innovation and efficiency defines a dynamic landscape. We specialize in a comprehensive spectrum of cutting-edge technologies, meticulously curated to empower businesses and individuals, fostering unparalleled success in the digital era. Explore into the pivotal aspects of our expertise as we pave the way for transformative technological advancements.

These technologies collectively contribute to creating robust, scalable, and innovative solutions across various domains, meeting the dynamic needs of the modern digital landscape.

➤ **Microsoft Technologies:**

Our .NET development services harness the power of Microsoft's versatile framework. Whether you're envisioning web applications, desktop solutions, or cross-platform mobile apps, our team utilizes .NET's flexibility and scalability to bring your ideas to life. Seamlessly integrated with Azure, our solutions ensure optimal performance and accessibility.

Key Features:

- Cross-platform development with .NET Core.
- Extensive library support for common functionalities.
- Integration with Microsoft Azure for cloud-based solutions.
- Xamarin for cross-platform mobile app development

➤ **POS - Linux Development:**

Point of Sale (POS) systems on Linux offer a secure and customizable platform for businesses in the retail and hospitality sectors. Linux provides a stable and cost-effective environment, ensuring reliable performance for POS applications. Open-source tools and libraries empower developers to tailor POS solutions to meet specific business requirements while maintaining compatibility with various hardware devices.

- Linux's security and stability for mission-critical applications.
- Open-source flexibility for customization.
- Compatibility with a wide range of POS hardware.
- Integration capabilities with databases and payment gateways.

➤ **Power BI Analytics:**

Power BI, developed by Microsoft, is a powerful business analytics tool that transforms raw data into actionable insights. It provides interactive visualizations and business intelligence capabilities with an interface that is user-friendly and accessible to both technical and non-technical users. Power BI connects to a variety of data sources, offering real-time analytics and comprehensive reporting.

- Data visualization through interactive dashboards and reports.
- Integration with various data sources, including cloud-based and on-premises databases.
- Advanced analytics features, including machine learning capabilities.
- Collaboration and sharing of insights across the organization.

➤ **App Development:**

App development encompasses the creation of software applications for various platforms, including web, mobile, and desktop. The process involves designing, coding, testing, and deploying applications to meet specific user needs. Technologies such as cross-platform frameworks, native development, and progressive web apps offer diverse options for developers to address different application requirements.

- Cross-platform development for reaching a broader audience.
- Native app development for optimal performance.
- User-centric design and intuitive interfaces.
- Agile development methodologies for rapid iteration and improvement.

## 5. E-Government

Recognizing Information Technology (IT) as a powerful tool for enhancing government operations and facilitating the dissemination of crucial information and services, Bartronics leverages its expertise to assist governmental agencies in delivering effective governance to their citizens. Our commitment to utilizing cutting-edge technologies ensures that Bartronics' e-Government solutions seamlessly integrate business, functional, and technical requirements, underpinned by a wealth of experience in the government domain.

### ➤ **Our Comprehensive Suite of E-Government Offerings Includes:**

- Health Insurance Projects
- Public Distribution System (PDS)
- Smart Card based Driving License and Vehicle Registration
- Pilgrim Management System.

### ➤ **Key Advantages:**

- **Enhanced Service Delivery:** Bartronics' solutions improve the efficiency and responsiveness of government services.
- **Citizen Empowerment:** Our solutions provide easy access to information, empowering individuals to make informed decisions and actively participate in government processes.
- **Transparency and Accountability:** Bartronics' e-Government solutions boost transparency and accountability, building trust in government operations.
- **Improved Security and Convenience:** Our solutions prioritize enhancing security measures, ensuring a secure and convenient experience for citizens and government entities.

## **Objectives and Strategies**

- Zero Distance- The New Proximity to Customers
- Key Customer Contact Relationship Management
- Technology – Strengthening Cloud and AI domains
- Focus – Employee Skill enhancement and upgradation
- Recruitment of Talent- Right Persons for Right Jobs
- New Avenues of Business on FI and AIDC divisions
- Bartronics strategically entered the healthcare space to capitalize on the enormous market potential, leveraging its expertise and customer base of Fintech to revolutionize the industry and drive innovation in Health care.

## **Marketing Strategy for Business Growth:**

### **Approach:**

#### **1. Existing Banks**

- a. Focus on Increasing the existing Business Revenues
- b. Liaising with existing Banks for getting additional Locations which contribute to revenue growth.

#### **2. New Banks and RRBs – Pitching for New Banks by showcasing Bartronics 13 years of Experience in FI.**

- a. PSU Banks
- b. RRB

**a. PSU Banks:**

Below are the list of the PSU banks and the opportunities based on the RFP tenders

S. No	Nationalized Banks In India	Empanelment
1	Indian Bank (Allahabad Bank )	RFP Tender
2	Canara Bank (Syndicate Bank)	RFP Tender
3	Indian Overseas Bank	RFP Tender
4	Bank of India	RFP Tender
5	State Bank of India	Empanelment
6	Corporation Bank ( Union Bank of India)	RFP Tender
7	IDBI Bank	RFP Tender
8	Punjab & Sind Bank	RFP Tender
9	Punjab National Bank (Oriental Bank / United Bank)	RFP Tender
10	Andhra Bank ( Union Bank of India)	RFP Tender
11	Bank of Baroda ( Vijaya Bank / Dena Bank)	RFP Tender
12	Central Bank of India	RFP Tender

**b. Regional Rural Banks Scope:**

S. No	Regions	State	Name of Regional Rural Bank	Sponsor Bank
1	I	Andhra Pradesh	Andhra Pragathi Grameena Bank	Syndicate Bank
2		Andhra Pradesh	Chaitanya Godavari Grameena Bank	Andhra Bank
3		Andhra Pradesh	Saptagiri Grameena Bank	Indian Bank
4		Telangana	Andhra Pradesh Grameena Vikas Bank	State Bank of India
5		Telangana	Telangana Grameena Bank	State Bank of India
6		Karnataka	Karnataka Gramin Bank	Canara Bank
7		Karnataka	Karnataka Vikas Grameena Bank	Syndicate Bank
8		Tamil Nadu	Tamil Nadu Grama Bank	Indian Bank
9		Kerala	Kerala Gramin Bank	Canara Bank
10		Puducherry	Puduvai Bharthiar Grama Bank	Indian Bank
11	II	Madhya Pradesh	Madhya Pradesh Gramin Bank	Bank of India
12		Madhya Pradesh	Madhyanchal Gramin Bank	State Bank of India
13		Chhattisgarh	Chhattisgarh Rajya Gramin Bank	State Bank of India
14		Jharkhand	Jharkhand Rajya Gramin Bank	State Bank of India
15		Odisha	Odisha Gramya Bank	Indian Overseas Bank
16		Odisha	Utkal Grameen Bank	State Bank of India
17		Bihar	Dakshin Bihar Gramin Bank	Punjab National Bank
18		Bihar	Uttar Bihar Gramin Bank	Central Bank of India
19	III	Maharashtra	Vidharbha Konkan Gramin Bank	Bank of India
20		Gujarat	Baroda Gujarat Gramin Bank	Bank of Baroda
21		Gujarat	Saurashtra Gramin Bank	State Bank of India
22		Rajasthan	Baroda Rajasthan Kshetriya Gramin Bank	Bank of Baroda
23		Rajasthan	Rajasthan Marudhara Gramin Bank	State Bank of India
24		Punjab	Punjab Gramin Bank	Punjab National Bank
25		Haryana	Sarva Haryana Gramin Bank	Punjab National Bank

26	IV	Himachal Pradesh	Himachal Pradesh Gramin Bank	Punjab National Bank
27		Jammu & Kashmir	Ellaquai Dehati Bank	State Bank of India
28		Jammu & Kashmir	J&K Grameen Bank	J&K Bank Ltd.
29	V	Uttar Pradesh	Aryavart Bank	Bank of India
30		Uttar Pradesh	Baroda UP Bank	Bank of Baroda
31		Uttar Pradesh	Prathama UP Gramin Bank	Punjab National Bank
32		Uttarakhand	Uttarakhand Gramin Bank	State Bank of India
33		West Bengal	Bangiya Gramin Vikash Bank	United Bank of India
34		West Bengal	Paschim Banga Gramin Bank	UCO Bank
35		West Bengal	Uttar Banga Kshetriya Gramin Bank	Central Bank of India
36	VI	Arunachal Pradesh	Arunachal Pradesh Rural Bank	State Bank of India
37		Assam	Assam Gramin Vikash Bank	United Bank of India
38		Manipur	Manipur Rural Bank	United Bank of India
39		Meghalaya	Meghalaya Rural Bank	State Bank of India
40		Mizoram	Mizoram Rural Bank	State Bank of India
41		Nagaland	Nagaland Rural Bank	State Bank of India
42		Tripura	Tripura Gramin Bank	United Bank of India

## SWOT ANALYSIS:

### Strengths

- Strong brand image in Financial Inclusion & AIDC space
- Acquired sound domain knowledge in FI & AIDC
- Proven in house Technology platform to work for multiple Clients
- Innovative products offering
- Expertise in interconnectivity protocols

### Weakness

- Just 1 Year Passed Post NCLT Clearance
- Capital Investments to take up large projects
- Inadequate in AI and Cloud Space Technology

### Opportunities

- Tremendous scope of growth in Financial Inclusion (current BIL share is 5%)
- To transform into a Payment Bank
- Domestic Remittance business in India is USD 55 Billion Potential in Micro Credit & Micro Finance
- Utility & Bill payment

### Threats

- Bigger Companies entered in to Financial Inclusion Domain
- Heavy Competition for other Companies
- Non-Banking Financial Institution(NBFC)- Offering other financial services

The financial performance of our Company for the Nine Months ended December 31, 2023 (Limited Reviewed) and for the Financial years as on March 31, 2023 and March 31, 2022 (per the Consolidated audited financial statements) is as follows:

(₹ in Lakhs)

Particulars	December 31, 2023 (Standalone)	March 31, 2023 (Consolidated)	March 31, 2022 Consolidated)
Revenue from operations	3642.60	5262.71	6556.18
EBITDA	51.72	253.80	577.08
Profit/ (loss) after tax from continuing operation	(59.44)	41240.43	(5030.12)
Profit/ (loss) after tax from discontinuing operation	-	-	-

## HUMAN RESOURCES

As on February 29, 2024 our Company has 136 employees. Detailed break-up of our employees is as follows:

Sr. No.	Description	No. of Employees
1	KMPs and Directors	3
2	Corporate support staff (Accounts, Secretarial, IT, HR and admin)	9
3	Sales & Marketing	1
4	Operations	123
	<b>Total</b>	<b>136</b>

We have experienced management whom we rely on to anticipate industry trends and capitalize on new business opportunities that may emerge. We believe that our employees are key contributors to our business success. We focus on attracting and retaining the best possible talent. Our Company looks for specific skill-sets, interests and background that would be an asset for its kind of business. Our senior management team consists of experienced individuals with diverse skills in Operations, Compliance and Finance. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of stability and growth.

We believe that our employees are the Key contributors to our business success. We focus on training and retaining the employees. We look for best possible talent with specific qualifications, interests, experience and background.

As on December 31, 2023 we have 136 employees including our key managerial persons. Our manpower is a prudent mix of the experienced and youth which gives us the dual advantage of the stability and growth. Our work processes and skilled resources together with strong management team have enabled us to successfully implement our growth plans. Also, we hire contractors and subcontractors for supply of labour if required.

## OUR MAJOR CUSTOMERS & SUPPLIERS

### Strong relationships with key customers

We have long-standing relationships with our suppliers and customers. We believe our sales strategy, which includes both direct sales to our larger customers and sales to wholesalers and retailers, who then resell our products, has enabled us to reduce our sales costs and enhance customer service. We seek to continue to enhance our relationships with our key customers by providing them with a high level of value-added customer service.

## CORPORATE SOCIAL RESPONSIBILITY

We as a responsible corporate citizen are committed to take up different developmental projects, towards improving the quality of lives of the underprivileged sections of the society and other stakeholders. We are not required to constitute a Corporate Social Responsibility Committee as our Company does not fall within purview of Section 135(1) of the Companies Act, 2013. We are also not required to formulate a policy on corporate social responsibility.



## OUR PROPERTIES

Details of our properties are as follows:-

### Properties owned/Leased by the Company



Sr. No.	Details of the Property	Landlord/Lessor	Term of Lease	Details of the Agreement, Stamp Duty, Registration	Consideration/ Lease Rental/ License Fees, Premium (in ₹)	Use
1.	The Land Bearing Survey NO 351 ( Old Survey No 121 and 211) Admeasuring Ac.1-00Gts or 4840 Sq.yds Situated at Rajbollaram village, Gram panchayat, mandal Medchal, RR district	Landlord	Not Applicable	Doct No 1086/2008  Stamp Duty 7,30,080/-	76,84,000/-	Registered office
2.	Survey No 351,(Old No 121&211) Admeasuring Ac 0-09Gts, Situated at Rajbollaram village, Gram panchayat, mandal Medchal, RR district	Landlord	Not Applicable	Doct No 11180/2007  Stamp Duty 12,595/-	1,31,500/-	Registered office
3.	Plot No 193, Block-B, Survey No 43/P,44/P,45,46, & 48 Kavuri hills , Madhapur, Hyderabad, 500081, Telangana	Lease	1 <sup>st</sup> July 2019 To 30 <sup>th</sup> Jun 2024	Doct SL No 11626 & 27	1,62,000/- Per Month Every year 5% Increase	Corporate Office
4.	Office No:411, Floor No:4, Building Name:San MahuCommercial Complex, Block Sector:Pune, Road:Bundgarden Road, Village:Ghorapadi, District:Pune, Survey Number : 156/A, C.T.S. Number : 5	Leave and License	1st Sep 2023 To 31st Aug 2025	Doc No.: 19437/2023	Rs. 48000/- per month for the first 12 months, Rs. 52800/- per month for the next 12 months.	Branch Office

## INSURANCE

Type of Policy	Insurance Provider	Policy Tenure and Expiry Date	Coverage	Sum Insured (in Lakhs)
New India Bharat Sookshma Udyam Suraksha Policy	The New India Assurance Company Limited	Tenure: 1 Year Expiry: 23.11.2024	Insurance covered for i.Furniture,Fixtures &fittings at the corporate office of the Company ii.Electronics &Electrical and Air conditioners And Related Items at the corporate office of the Company	200.00
Group Health Insurance Policy	SBI General Insurance	Tenure: 1 Year Expiry: 09.01.2025	135 Persons	122.00
Vehicle Insurance	Liberty General Insurance Limited	Tenure: 1 Year Expiry: 09.12.2024	Private Car Package Policy	1.53
Employee Compensation Insurance Policy	Future Generali India Insurance Company Limited	Tenure: 1 Year Expiry: 27.07.2024	Medical Extension to 1 Employee	0.50

## TRADEMARKS

We have the following Trademarks in the name of our Company which are registered and being used for our Business.  
Our registered trademarks: -

S.No.	Brand Name	Class	Application Type	Application No.	Mark Valid upto
1		9	Word	1448635	19.04.2026
2		42	Word	1448636	19.04.2026

## TECHNICAL COLLABORATION

As on date of this Draft Letter of Offer, we do not have any Collaboration/Tie Ups/ Joint Ventures

## OUR MANAGEMENT AND ORGANISATIONAL STRUCTURE

### **BOARD OF DIRECTORS**

As per the Articles of Association of our Company, we are required to have not less than 3 (three) Directors and not more than 12 (Twelve) Directors on its Board, subject to provisions of Section 149 of Companies Act, 2013. As on date of this Draft Letter of Offer, our Board consist of 6 (Six) Directors, out of which [1] (one) is Executive Director, [2] (Two) are Non- Executive Non- Independent Director, [3] (three) are Non-Executive Independent Directors. Nandaluru Vidhya Sagar Reddy is the Managing Director of our Company.

The following table sets forth certain details regarding the members of our Company's Board as on the date of this Draft Letter of Offer:

S. No.	Name, DIN, Date of Birth, Designation, Occupation, Address, Nationality and Term	Age	Other Directorship
1.	<p><b>Name:</b> Nandaluru Vidhya Sagar Reddy  <b>Designation:</b> Managing Director  <b>Address:</b> 22-927/B, Vijayanagar 1st Main Konagareddy Palli, Chittoor, Chittoor, Chittoor, 517001, Andhra Pradesh, India  <b>Date of Birth:</b> January 12, 1987  <b>Occupation:</b> In Employment  <b>Nationality:</b> Indian  <b>Term:</b> 3 (Three) Years till the Conclusion of August 13, 2026  <b>Date of Appointment as Executive Chairman:</b> August 14, 2023  <b>DIN:</b> 09474749</p>	37	1. Ampivo Smart Technologies Private Limited
2	<p><b>Name:</b> Krishna Kishore Madicharla  <b>Designation:</b> Independent Director  <b>Address:</b> Flat No 102, Phase - II, Lakshmi Apartment, Vinayak Nagar, Gachibowli, Madhapur, Hyderabad-500032, Telangana, India  <b>Date of Birth:</b> July 16, 1986  <b>Occupation:</b> In Employment  <b>Nationality:</b> Indian  <b>Term:</b> Three (3) Years till the Conclusion of February 27, 2026  <b>Date of Appointment as Non-executive Independent Director:</b> March 28, 2023  <b>DIN:</b> 07582428</p>	37	1. Vibhav Engineering Solutions Private Limited 2. Brand Reach private Limited 3. Kinex India Private Limited 4. Farm Village agro Inputs Private Limited 5. Digireach Media Private Limited
3.	<p><b>Name:</b> Vilasitha Dandamudi  <b>Designation:</b> Non Executive Non Independent Director  <b>Address:</b> 1-23-118, 10/, Plot No.1, Brindavan Nagar, Bhoodevi Nagar Extension, Tirumalagiri, Hyderabad-500015, Telangana, India  <b>Date of Birth:</b> June 06, 1983  <b>Occupation:</b> In Employment  <b>Nationality:</b> Indian  <b>Term:</b> One(1) year, eligible for re-appointment  <b>Date of Appointment as Non-executive Non-Independent Director:</b> March 28, 2023  <b>DIN:</b> 08272465</p>	40	1. Sew Nyukcharong Chu Power Corporation Limited 2. TT Energy private Limited 3. Sew Nafra Power Corporation Limited 4. Sew Rangmaw Power Corporation Limited 5. Sew New Melling Power Corporation Limited 6. Sew Vizag Coal Terminal Private Limited 7. Sew Transportation Networks Limited 8. Sew Rho Power Corporation Limited 9. Sew Realty Limited 10. VNS Realty Private Limited 11. Sew Green Energy Limited 12. Sew Vidarbha Infrastructure Private

			Limited
4.	<p><b>Name :</b> Sujata Borde  <b>Designation:</b> Independent Woman Director  <b>Address:</b> 9-1-41/42, Syndicate Bank Officers Colony, Hasmathpet Secunderabad, Tirumalagiri, Hyderabad-500009, Telangana, India  <b>Date of Birth:</b> April 14, 1974  <b>Occupation:</b> Business  <b>Nationality:</b> Indian  <b>Term:</b> Three (3) Years till the Conclusion of February 27, 2026  <b>Date of Appointment as Non-executive Independent Director:</b> March 28, 2023  <b>DIN:</b> 09620880</p>	49	1. Affinique Consulting Services Private Limited
5.	<p><b>Name:</b> Pamarti Rajesh  <b>Designation:</b> Independent Director  <b>Address:</b> H No 3/22 Nandivada, VTC Puttagunta , Nandivada-521106, Andhra Pradesh, India  <b>Date of Birth:</b> May 04, 1991  <b>Occupation:</b> In Employment  <b>Nationality:</b> Indian  <b>Term:</b> Three (3) Years till the Conclusion of May 14, 2026  <b>Date of Appointment as Non-executive Independent Director:</b> May 15, 2023  <b>DIN:</b> 10155271</p>	32	1. Bikewo Green Tech Limited
6.	<p><b>Name:</b> G Naveena  <b>Designation:</b> Non Executive Non Independent Director  <b>Address:</b> 1-1336, Kotapalli, Pileru, Chittoor, Andhra Pradesh, 517214  <b>Date of Birth:</b> April 07, 1985  <b>Occupation:</b> Private Employee  <b>Nationality:</b> Indian  <b>Term:</b> Liable to retire by Rotation  <b>Date of Appointment as Non-Executive Non-Independent Director:</b> 13.02.2024  <b>DIN:</b> 10119037</p>	38	<ol style="list-style-type: none"> <li>1. Sew Bellary Highways Limited</li> <li>2. Sew Krishnagar Baharampore Highways Limited</li> <li>3. Sew Green Energy Limited</li> <li>4. Sew New Melling Power Corporation Limited</li> <li>5. Sew Vizag Coal Terminal Private Limited</li> <li>6. Sew Rangmaw Power Corporation Limited</li> <li>7. Sew Vidarbha Infrastructure Private Limited</li> </ol>

#### **Brief Profile of our Directors:**

##### **1. Mr. N. Vidhya Sagar Reddy**

N Vidhya Sagar Reddy, the Managing Director and the Chairperson of our Company. He holds Diploma in Hotel management. He has worked for 5 ½ years in Freshworks Technologies Private Limited. Currently he looks after the Day to Day Business Affairs of our Company.

##### **2. Mr. Krishna Kishore Madicharla**

Krishna Kishore Madicharla is a Non-Executive Independent Director. He holds Bachelor's Degree in Commerce. He has over 15 years of experience in Facilities and Administration Works.

##### **3. Ms. Vilasita Dandamudi**

Ms. Vilasita Dandamudi is a non-executive non-independent director of our Company. She holds the Bachelors Degree

in Commerce with over 18 years of experience in Customer service and Operations. She has been with the company, Bartronics India Ltd over a year wherein she was instrumental in navigating the company through various challenging situations.

#### **4. Ms. Sujata Borde**

Ms. Sujata Borde is a non-executive independent director (Woman) of our Company. She holds Post Graduate Diploma in Personnel Management & Human Resource Development, Masters Degree in Labour laws and Labour welfare and bachelors in Social law and Diploma in Business management. She has been associated with the Company over a year. She has over 20 years of experience in end-to-end human resource operations, consulting and resource and compliance management. She has proven track record in end-to-end operations, recruitment, legal compliance/training activities for large Business units Competencies across all sectors. She started her career as practicing advocate and then spearheaded multiple corporate HR Roles. She is currently on an entrepreneurial journey

#### **5. Mr. Pamarthi Rajesh**

Mr. Pamarthi Rajesh is a non-executive independent director and has been associated with the Company from the past 6 months. He holds Bachelors' Degree in Commerce. He has a good experience in improving marketing and operational efficiencies through his earlier association.

#### **6. Ms. G Naveena**

Ms. G Naveena is a non-executive non independent director of the Company and hold the Advanced Diploma in Embedded System and Diploma in Electronics and Instrumentation Engineering with decent experience in Financial Inclusions Operations Support, Financial Inclusions Tech Support and Facility Management.

#### **Confirmations**

1. None of our Directors are declared as fugitive economic offenders as defined in Regulation 2(1)(p) of the SEBI ICDR Regulations and have not been declared as a 'fugitive economic offender' under Section 12 of the Fugitive Economic Offenders Act, 2018.
2. None of the Directors of our Company have held or currently hold directorship in any listed company whose shares have been or were suspended from being traded on any of the Stock Exchange in the five years preceding the date of filing of this Draft Letter of Offer, during the term of his/ her directorship in such company.
3. None of our Directors of our Company are or were associated in the capacity of a director with any listed company which has been delisted from any stock exchange(s) at any time in the past.
4. Neither our Promoter nor any of our Directors have been debarred from accessing capital markets by the Securities and Exchange Board of India. Additionally, none of our Directors are or were, associated with any other company which is debarred from accessing the capital market by the Securities and Exchange Board of India.
5. None of Promoter not any of our Directors have been identified as a wilful defaulter or fraudulent borrower, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation are pending against them.

#### **OUR KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT**

In addition to our Executive Directors, whose details have been provided under paragraph above titled 'Brief Profile of our Directors', the following persons are our Key Managerial Personnel and Senior Management. All the Key Managerial Personnel and Senior Management are permanent employees of our Company. The brief profiles of our other Key Managerial Personnel and Senior Management are as set out below as on the date of filing of this Draft Letter of Offer:

## Key Managerial Personnel And Senior Management

Name of the Key Managerial Personnel	Designation	Date of Appointment
Ashwani Singh Bisht	Company Secretary & Compliance Officer	August 01, 2023
Venu Gopal Thota	Chief Financial Officer	November 14, 2023

### 1. Mr. Venu Gopal Thota, Chief Financial Officer

Mr. Venu Gopal Thota is Chief Financial Officer (CFO) of our Company. He holds a Bachelor's Degree in Mechanical Engineering and Postgraduate Degree in Business Management, he has a three-decade career in business management across diverse global landscapes.

He has actively represented our organization and contributed to committees formed by the Indian Banks' Association (IBA) and the Finance Ministry.

### 2. Mr. Ashwani Singh Bisht, Company Secretary and Compliance Officer

Mr. Ashwani Singh Bisht is an Associate Member of the Institute of Company Secretaries of India (ICSI). He holds Master's degree in Commerce from Kumaun University, Nainital, Uttarakhand.

In addition to the compliances under the Companies Act, he has exposure in the areas of secretarial, drafting, and other regulatory compliance matters, particularly in relation to the corporate laws applicable to the capital markets. He has over 7 years of experience in the field of Teaching.

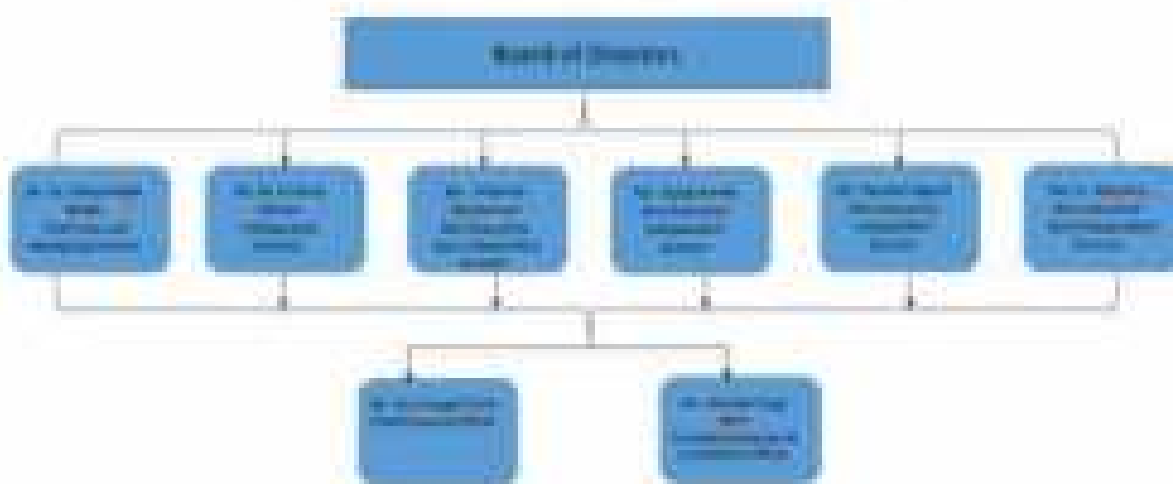
All our Key Managerial Personnel and Senior Management are permanent employees of our Company.

None of our Key Managerial Personnel and Senior Management are entitled to receive any termination or retirement benefits.

### Relationship between Key Managerial Personnel and Senior Management

There is no relationship amongst the Key Managerial Personnel and Senior Management

## ORGANISATION STRUCTURE



## CORPORATE GOVERNANCE

The provisions of the SEBI Listing Regulations and the Companies Act with respect to corporate governance are applicable to us.

We are in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, Companies Act and the SEBI ICDR Regulations, in respect of corporate governance including constitution of our Board and Committees thereof. Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law.

Our Board undertakes to take all necessary steps to continue to comply with all the requirements of the SEBI Listing Regulations and the Companies Act. Our Board functions either directly, or through various committees constituted to oversee specific operational areas.

### Committees of our Board

Our Board has constituted following committees in accordance with the requirements of the Companies Act and SEBI Listing Regulations:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders' Relationship Committee

### TERMS OF REFERENCE OF VARIOUS COMMITTEES:

#### 1. Audit Committee

Our Audit Committee was last reconstituted by our Board of Directors in their meeting held on August 14, 2023 with the following members forming a part of the said Committee:

Name	Designation
1. Mr. Krishna Kishore Madicharla	Chairperson
2. Ms. Sujata Cyril Borde	Member
3. Mr. N. Vidhya Sagar Reddy	Member

The Company Secretary & Compliance Officer acts as the secretary of the Audit Committee.

The scope, functions and the terms of reference of our Audit Committee, is in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of the SEBI Listing Regulations which are as follows:

- i) Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the Financial Statement is correct, sufficient and credible;
- ii) Recommendation for appointment, remuneration and terms of appointment of Auditors of the Company;
- iii) Approval of payment to Statutory Auditors for any other services rendered by the Statutory Auditors;
- iv) Reviewing, with the management, the annual financial statements and Auditor's Report thereon before submission to the Board for approval, with particular reference to:
  - a) Matters required to be included in the Director's Responsibility Statement; to be included in the Board's Report in terms of clause (c) of subsection (3) of Section 134 of the Companies Act, 2013; changes, if any, in accounting policies and practices and reasons for the same;
  - b) Changes, if any, in accounting policies and practices and reasons for the same;
  - c) Major accounting entries involving estimates based on the exercise of judgment by management;
  - d) Significant adjustments made in the financial statements arising out of audit findings;
  - e) Compliance with listing and other legal requirements relating to financial statements;
  - f) Disclosure of any related party transaction;
  - g) Modified opinion(s) in the draft audit report;
- v) Reviewing, with the management, the quarterly Financial Statements before submission to the Board for approval;

- vi) Reviewing with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the Report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- vii) Reviewing and monitoring the Auditor's independence & performance, and effectiveness of audit process;
- viii) Approval or any subsequent modification of transactions of the Company with related parties;
- ix) Scrutiny of inter-corporate loans and investments;
- x) Valuation of undertakings or assets of the Company, wherever it is necessary;
- xi) Evaluation of internal financial controls and risk management systems;
- xii) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiii) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xiv) Discussion with internal auditors of any significant findings and follow up there on;
- xv) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- xvi) Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- xvii) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xviii) To review the functioning of the Whistle-Blower mechanism;
- xix) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- xx) Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 Crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision;
- xxi) Carrying out any other function as may be assigned to it by the board of director from time to time.

## 2. Nomination and remuneration committee

Our Nomination and remuneration committee was last reconstituted by our Board of Directors in their meeting held on March 28, 2023 with the following members forming a part of the said Committee:

Name	Designation
1. Ms. Sujata Cyril Borde	Chairperson
2. Mr. Krishna Kishore Madicharla	Member
3. Mr. Vilasitha Dandamudi	Member

The Company Secretary & Compliance Officer acts as the secretary of the Nomination and Remuneration Committee.

The scope, functions and the terms of reference of our Nomination and Remuneration Committee, is in accordance with Section 178 of the Companies Act, 2013 and Regulation 19 of the SEBI Listing Regulations which are as follows:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel ("KMP") and other employees;  
For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:
  - a) Use the services of an external agencies, if required;
  - b) Consider candidates from a wide range of backgrounds, having due regard to diversity; and
  - c) Consider the time commitments of the candidates.



- (ii) Specification of manner and criteria for effective evaluation of performance of Board, its committees and individual directors, to be carried out either by the board or by an independent external agency and review its implementation and compliance.
- (iii) Devising a policy on diversity of board of directors;
- (iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal.
- (v) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
- (vi) Recommend to the board, all remuneration, in whatever form, payable to senior management.

### 3. Stakeholders Relationship Committee

Our Stakeholders Relationship Committee was last reconstituted by our Board of Directors in their meeting held on March 28, 2023 with the following members forming a part of the said Committee:

Name	Designation
1. Mr. Krishna Kishore Madicharla	Chairperson
2. Ms. Sujata Cyril Borde	Member
3. Mr. Vilasitha Dandamudi	Member

The Company Secretary acts as the secretary of the Stakeholders' Relationship Committee.

The scope, functions and the terms of reference of our Stakeholders' Relationship Committee, is in accordance with Section 178 of the Companies Act, 2013 and the Regulation 20 of SEBI Listing Regulations which are as follows:

- (i) To consider and resolve the grievance of all the security holders related to transfer/ transmission of shares, non-receipts of annual reports and non-receipts of declared dividends, issue of new duplicate certificates, general meetings etc.;
- (ii) To review the measures taken for effective exercise of voting rights by shareholders
- (iii) To review the adherence to service standards adopted by the company in respect of various services being rendered by the Share Transfer Agent.
- (iv) To review various measures and initiatives undertaken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company.
- (v) To review and act upon such other grievances as the Board of Directors delegate to the Committee from time to time.

## OUR PROMOTERS

Our Promoter is Kinex India Private Limited (KIPL) formerly known as (“*Antanium India Private Limited*”). As on date of this Draft Letter of Offer, the Promoter holds 27,41,19,066 Equity Shares constituting 90% of our issued, subscribed and paid-up equity share capital.

### Our Individual Promoters: NIL

**Our Corporate Promoter:** Kinex India Private Limited (KIPL) formerly known as (“*Antanium India Private Limited*”)

### KIPL

#### a. Corporate Information

KIPL was incorporated on July 23, 2013, under the Companies Act, 1956. The registered office of KIPL is located at Plot No. 87, 1st Floor, 4th Cross Street, Thirumalai Nagar, Perungudi, Chennai-600096, Tamil Nadu, India.

#### b. Main Activity

KIPL is engaged in the business of developing and providing Automatic Identification and data capture related products, solutions, and consulting services and manufacturing.

#### c. Shareholding Pattern:

The equity shareholding of KIPL is as under:

S. No	Name of shareholder	No of shares	% Holding
1	Kinex Holdings Pte Ltd	4,02,72,853	100.00
2	Natarajan Subburatnam	1	0.00
	<b>Total</b>	<b>4,02,72,854</b>	<b>100.00</b>

#### d. Board of Directors

The Directors of Kinex India Private Limited are as under:

1. Mr. Natarajan Subburathnam
2. Mr. Murali Krishna Murthy
3. Mr. Krishna Kishore Madicharla
4. Mr. Venu Gopal Thota

#### e. Brief Financial Details

Set forth below is the consolidated financial information of KIPL based on its audited financial statements for the last three fiscal years:

(₹ in lakhs, except for per share data)

Particulars	March, 2023	March, 2022	March, 2021
Issued and paid-up Equity Share Capital	4027.29	1013.17	1013.17
Reserves and Surplus (excluding revaluation reserves)	-72.28	-79.72	-84.65
Sales / Turnover/Other Income	28.74	30.55	14.77
Profit / (Loss) after Tax	7.43	4.93	2.16
Basic and Diluted EPS per share	0.02	0.05	0.02

## **Confirmations**

- 1.** Our Promoter has not been declared as willful defaulters by the RBI or any other governmental authority and there are no violations of securities laws committed by them in the past or are currently pending against them.
- 2.** Our Promoter has not been debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority. Our Promoter and members of the Promoter Group are not and have never been promoters, directors or person in control of any other company, which is debarred or prohibited from accessing or operating in capital markets under any order or direction passed by SEBI or any other regulatory or governmental authority.
- 3.** Except as disclosed in the chapter titled “Outstanding Litigation and Material Developments”, there are no litigation or legal action pending or taken by any ministry, department of the Government or statutory authority during the last 5 (five) years preceding the date of the Issue against our Promoter.

## **RELATED PARTY TRANSACTIONS**

For details of the related party transactions, during the last three Fiscals, as per the requirements under the relevant accounting standards and as reported in the Consolidated Financial Information, see section titled “Financial Information” at page 86 of this Draft Letter of Offer.

## **DIVIDEND POLICY**

Under the Companies Act, 2013, our Company can pay dividends upon a recommendation by our Board of Directors and approval by a majority of the shareholders at the General Meeting. The shareholders of our Company have the right to decrease, not to increase the amount of dividend recommended by the Board of Directors. The dividends may be paid out of profits of our Company in the year in which the dividend is declared or out of the undistributed profits or reserves of previous fiscal years or out of both. The Articles of Association of our Company also gives the discretion to our Board of Directors to declare and pay interim dividends.

The declaration and payment of dividend will be recommended by our Board of Directors and approved by the shareholders of our Company at their discretion and will depend on a number of factors, including the results of operations, earnings, capital requirements and surplus, general financial conditions, applicable Indian legal restrictions and other factors considered relevant by our Board of Directors.

There are no dividends declared by our Company in the preceding three years and the Nine months period ended December 31, 2023.

## SECTION V –FINANCIAL INFORMATION

### FINANCIAL STATEMENTS

S. No.	Details	Page Number
1.	Audited consolidated Financial Statements as at and for the year ended 2022-23.	87- 121
2.	Standalone Unaudited Limited reviewed financials for the third quarter and nine months ended December 31, 2023	122-126
3.	Accounting Ratios	127-128

Note:

- 1. The Company was under Corporate Insolvency and Resolution Process (CIRP) during the financial year 2022-23, and the Company was handed over to the new management and eventually, Kinex India Private Limited (formerly known as Antanium India Private Limited), successful Resolution Applicant, has become the promoter of the Company pursuant to the order of Hon'ble NCLT, Hyderabad bench.*
- 2. The Board of Directors, pursuant to Clause 3.6 of the resolution plan, found that the investments made by the Company, in subsidiaries (i.e. Bartronics Asia Pte. Limited and Bartronics Middle East FZE and Three step down subsidiary companies viz., Bartronics Hong Kong Ltd, Veneta Holdings Ltd and Burbank Holdings Ltd) continued in the books despite not being functionally existing and the Investments made by the Company in these subsidiaries are not realisable.*
- 3. Accordingly, the Board has decided to write off these investments in all the subsidiaries.*
- 4. Pursuant to the terms and conditions of resolution plan approved by Hon'ble NCLT, Hyderabad and as per the decision taken by the Board of Directors of the Company, we hereby confirm you that the Company has written off investments in all subsidiaries and is submitting only the Standalone Un-Audited Financial Results from the Quarter ended June 30, 2023 onwards.*

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**INDEPENDENT AUDITOR'S REPORT**

**TO THE MEMBERS OF  
 BARTERHILL INDCIA LIMITED**

**Corporate Insolvency Proceedings as per Insolvency and Bankruptcy Code, 2016**

The Company has been under the corporate insolvency resolution process under the provisions of the Insolvency and Bankruptcy Code, 2016 ("the Code"). Insolvency Company was initiated under dated December 01, 2019. The powers of the Board of Directors stand suspended as per Section 17 of the Code and such powers were exercised by the Resolution Professional appointed by the Honorable National Company Law Tribunal Hyderabad Bench) to the best interest under the provisions of the code. Thereafter, Insolvency NCI has passed an order dated March 10<sup>th</sup> 2022 appointing the Resolution Plan submitted by the Resolution applicant. Consequently, new Board of Directors have been appointed by the company on 08.03.2022

**REPORT ON THE ASPECT OF THE CONSOLIDATED FINANCIAL STATEMENTS:**

**OPINION**

We have audited the Consolidated Financial Statements of BARTERHILL INDCIA LIMITED (the trading Company) and its subsidiaries (the trading Company and its subsidiaries together referred to as "the Group") which comprise the Consolidated Balance Sheet as at March 31, 2022 and the Consolidated Profit and Loss, the consolidated Cash flow statement for the year then ended, and notes to the Consolidated financial statements, including a summary of the significant accounting policies and other explanatory information (hereafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements, and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner as required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs, financial position of the Group as at 31 March 2022, and their consolidated loss, financial performance including other comprehensive income, their consolidated changes in equity and their consolidated cash flow and for the year then ended.

**Scope for opinion**

We conducted our audit of the Consolidated Financial Statements in accordance with the Standards on Auditing (SA) specified under section 143(10) of the Act. Our responsibilities under these Standards are further described in the "Auditor's Responsibilities for the audit of the Consolidated Financial Statements" section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are related to our audit of the consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the Consolidated Financial Statements.

Office: 8-3-118/24/2, (New No. 325),  
 2nd Floor, Shree Trinity Building,  
 adjacent Lane to TTC Railway Hotel,  
 Begumpet, Hyderabad-500 016.

Tel No: 090, E.No. 16-10-02,  
 Venkateswara Building,  
 New Govt Hospital Road,  
 Simseni, Hyderabad - 500 004

Office: 8-22-57, 77,  
 Madani Towers, Jubilee  
 Hills, Jubilee Hills,  
 Hyderabad - 500 094.

Office: 1A, 12A, 13A, 14A,  
 Krishna, Lakshmi Nagar,  
 Begumpet, Hyderabad - 500 016

Email: [ng.rao@ngca.com](mailto:ng.rao@ngca.com) / [ng.rao@ngca.com](mailto:ng.rao@ngca.com)

## Key audit matters

We draw attention to the following:

- (i) Note 2.42 forming part of the Statement regarding Intellectual Property as on the year 2023 represents the net difference between value based on labelled products and write off of costs of the Company pursuant to the resolution plan approved by the Insolvency National Company Law Tribunal. Management value was stated in March 2023 pursuant to implementation of the Resolution Plan. The Company has written off/intellectual property provided for impairment of its work based on management's estimate. To the extent not recoverable reasonable and other costs demergered in addition based on management's estimate. To the extent not provided with/without/without reflected in the Statement of Profit and Loss amounting to ₹ 40,00,00,000 (₹ 400 Cr).
- (ii) Note 2.8 forming part of the Statement regarding Trade Receivables representing ₹ 8,00,00,00,000 (₹ 800 Cr) are more than three years old and in respect of which the company has not pursued any Provision. We are unable to form an opinion on the extent to which the amount may be recoverable.

## Key audit matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined these are to be key audit matters to be communicated in our report in our report for the reporting period.

## Information other than the financial statements and auditor's report thereon

The Parent's Board of Directors is responsible for the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Report on Corporate Governance and Business Responsibility Report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

## Management's Responsibility for the Financial Statements

The Parent's Board of Directors is responsible for the matters stated in section 133 of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these Consolidated financial statements that give a true and fair view of the financial





financial performance (including other comprehensive income), cash flow and changes in equity of the Company in accordance with the accounting principles generally accepted in the U.S., including the most Accounting Standards specified under Section 101 of the act, and with relevant laws issued there under. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; selection and application of accounting principles; making judgments and estimates that are reasonable and prudent and design, implementation and maintenance of adequate internal financial controls, that were operating effectively to ensure the accuracy and completeness of the accounting records relevant to the preparation and presentation of the financial statements that give in the audit for view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

These Board of Directors are also responsible for overseeing the group's financial reporting process.

#### **Auditor Responsibility for the audit of the financial statements**

Our objective is to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error. We do not issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but it is not a guarantee that an audit conducted in accordance with SAS will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAS, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

1. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design risk response (audit procedures) responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal controls.
2. Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 101(b) of the Companies Act, 2013 we are also responsible for expressing an opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls.
3. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
4. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on



the Company's ability to continue as a going concern. If we conclude that a company's financial assets are less liquid than those reported in our auditor's report to the relevant authorities in the financial statements or if such disclosures are inadequate, it might be a problem. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- a. Discuss the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that is neutral and unbiased presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during an audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them of relationships and other matters that may reasonably be thought to bear on our independence and where applicable, actions taken to address these relationships. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless the or regulatory prohibits public disclosure about the matter or, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

**Other Matters**

We do not audit the financial statements of two subsidiaries included in the consolidated financial results, whose financial statements reflect total assets of \$1,379,437, total as at March 31, 2022, total revenue of \$1,113,144, total net loss after tax of \$1,122,046 and total comprehensive income of \$1,020,146 and net cash flow of \$1,622,146 for the year ended on that date, as considered in the consolidated financial results. These subsidiaries financial statements / Consolidated financial statements and other financial information have been certified by the management and furnished to us and our opinion on the statement in order to include in the accounts and disclosures included in respect of the subsidiaries is based only on the unaudited financial statement / consolidated financial statements certified by the management.

**Report on Other Legal and Regulatory Requirements**

- (i) As required by section 143(2) of the Act, we report that based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information or subsidiaries related in the "Other Matters" paragraph, we report to the extent applicable, that
- (ii) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the above-mentioned financial statements;
- (iii) in our opinion, proper books of account as required by law relating to preparation of the financial statements have been kept by the Company in terms of applicable laws and regulations of these books;
- (iv) the Consolidated Income Statement, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in



Equity and the Consolidated Cash Flow Statement dealt with by the Board are in agreement with the current books of account maintained for the purpose of preparation of the consolidated financial statements.

(d) In our opinion, the referred Consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies Accounting Rules, 2014.

(e) on the basis of the written representations received from the directors of the Holding Company on or 11 March 2022 taken on record by the Board of Directors of the Holding Company, none of the directors of the Group companies incorporated in India discharged as on 11 March 2022 has been appointed as a director in terms of Section 161(2) of the Act.

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure A". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

(g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 177(1) of the Act as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 177 of the Act.

(h) With respect to the other matters to be included in the Independent Auditor's Report in accordance with Rule 17 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the independent Certified or Chartered Financial Statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph:

(i) The Group does not have any pending litigation which would impact its financial position.

(j) The Group does not have any long-term contracts including derivative contracts for which there were any material foreseeable losses under the applicable law or accounting standards.

(k) The following amount to be transferred to the Public Provident and Post Office Funds by the Company:

Particulars	Amount
Transferred for the year of 2021-22	₹1,488

(l) as the respective management of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries separately that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or from premium on any other shares or debt of funds) by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entities ("intermediaries"), with the understanding, whether expressed or otherwise, that the intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any financial statement for or on behalf of the



represent the Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(v) the respective management of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are monies other than receivables or in the aggregated form have been received by the company the Holding Company or any of such subsidiaries from any person) or entities including foreign entities ("Funding Parties"), with the understanding, whether received in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(vi) based on the audit procedures that have been considered reasonable and appropriate at the circumstances pertained to us and those performed by the auditors of the subsidiaries, associate and joint ventures which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the representations under sub-section (ii) and (ii) contain any misstatements;

6. Since the Company has not declared or paid any dividend during the year, the question of complying or whether dividend declared or paid is in accordance with Section 123 of the Companies Act, 2013 does not arise.
7. As provided by Rule 5(1) of the Companies (Accounts) Rules, 2014 & applicable to the Company and with effect from 01 April 2015, reporting under Rule 112g) of the Companies (Audit and Auditors) Rules, 2014 is not applicable.

For and on Behalf of Chartered Accountants

M/s. JSS&S

  
Anand K. Parth  
Member, ICAI  
From: Hyderabad  
Date: 27 April 2022



MEMBER ICAI (0000001000150)



**ANNEXURE 'A' TO THE INDEPENDENT AUDITORS' REPORT**

(Relates to a paragraph 10 under 'Basis of Other Legal and Regulatory Requirements' section of our report at para 10)

**Report on the Internal Financial Controls Over Financial Reporting under Clause (j) of Sub-section (3) of Section 143 of The Companies Act, 2013 (the Act)**

In connection with our audit of the consolidated financial statements of the Company as of and for the year ended 31 March 2023, we have studied the internal financial controls over financial reporting of Bhatnagar India Limited (the "Heading Company") and its subsidiary companies which are collectively referred to herein as of said date.

**Management's Responsibility for Internal Financial Controls**

The respective Board of Directors of the Heading Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial statements as required under the Companies Act, 2013.

**Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by ICAI and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, in the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. These Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and implemented and if such controls operated effectively in all material aspects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over

<p><b>REGISTRY OFFICE</b> 10th Floor, Citrus Sarodaya Building, Aditya and BIC Arcade Floor, Bhubaneswar, Hyderabad 500 015.</p>	<p><b>REGISTRY OFFICE</b> 16th Floor, Citrus Sarodaya Building, Aditya and BIC Arcade Floor, Bhubaneswar, Hyderabad 500 015.</p>	<p><b>REGISTRY OFFICE</b> 10th Floor, Citrus Sarodaya Building, Aditya and BIC Arcade Floor, Bhubaneswar, Hyderabad 500 015.</p>	<p><b>REGISTRY OFFICE</b> 10th Floor, Citrus Sarodaya Building, Aditya and BIC Arcade Floor, Bhubaneswar, Hyderabad 500 015.</p>
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Email: [ng.rao@ngandassociates.com](mailto:ng.rao@ngandassociates.com) / [ng.rao@ngandassociates.com](mailto:ng.rao@ngandassociates.com)

### **Scope of Internal Financial Controls Over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial control over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, on the basis of our examination and according to the representations given to us, the Company has, in all material aspects, an adequate internal financial control over financial reporting and such internal financial control over financial reporting were operating effectively as of March 31, 2023, based on the internal control over financial reporting criteria established by the Company covering the essential components of internal control stated in the Guidance Note.

### **Other Matters**

Our attached reports under section 143(b) of the Act on the adequacy and operating effectiveness of the internal financial control with reference to financial statements made as I under to 3 subsidiaries companies, which are incorporated Incorporated in India, is based on the corresponding reports of the auditors of such companies incorporated in India.

Ms. H G Rao & Associates  
Chartered Accountants  
Regd. Office:



H G Rao & Associates  
Chartered Accountants  
Regd. Office:

Place Hyderabad  
Date: 31<sup>st</sup> May 2023

UDIN: 230500012300000000000000

SARAWAK WATER SUPPLY CORPORATION			
MONTHLY FINANCIAL STATEMENT FOR THE MONTH END 31/03/2024			
Particulars	Units	Amount in Ringgit	
		For the Current Reporting Month (1-31/03/2024)	For the Previous Reporting Month (1-31/03/2023)
<b>1 Non-current assets</b>			
1.1 Property, plant and equipment	111	97,144	1,048,071
1.2 Intangible assets	112	-	1,274,404
1.3 Other non-current assets	113	16,414	21,000
<b>1.4 Total non-current assets</b>			
1.4.1 Investment	114	-	-
1.4.2 Other non-current assets	115	-	21,000
1.4.3 Total non-current assets	116	113,558	1,269,475
1.5 Current assets	117	272,222	272,222
1.5.1 Cash and cash equivalents	118	272,222	272,222
1.5.2 Other current assets	119	-	-
<b>1.6 Total current assets</b>			
1.6.1 Cash and cash equivalents	120	272,222	272,222
1.6.2 Other current assets	121	-	-
<b>1.7 Total assets</b>			
1.7.1 Total assets	122	385,780	1,541,747
<b>2 Equity and liabilities</b>			
2.1 Equity	211	385,780	385,780
2.1.1 Share capital	212	385,780	385,780
2.1.2 Other equity	213	-	-
2.2 Liabilities	214	-	-
2.2.1 Non-current liabilities	215	-	-
2.2.1.1 Provision	216	-	-
2.2.1.2 Other non-current liabilities	217	-	-
2.2.2 Current liabilities	218	-	-
2.2.2.1 Trade payables	219	-	-
2.2.2.2 Other current liabilities	220	-	-
2.2.2.3 Total current liabilities	221	-	-
2.2.3 Total liabilities	222	-	-
<b>2.3 Total equity and liabilities</b>			
2.3.1 Total equity and liabilities	223	385,780	385,780
2.3.2 Total equity and liabilities	224	385,780	385,780
<b>3 Income and accumulated reserves</b>			
3.1 Income	311	385,780	385,780
3.1.1 Retained earnings	312	385,780	385,780
3.1.2 Other reserves	313	-	-
3.2 Accumulated reserves	314	-	-
3.2.1 Retained earnings	315	-	-
3.2.2 Other reserves	316	-	-
<b>3.3 Total income and accumulated reserves</b>			
3.3.1 Total income and accumulated reserves	317	385,780	385,780
3.3.2 Total income and accumulated reserves	318	385,780	385,780

I hereby certify that the above is a true and correct copy of the financial statements for the month ended 31/03/2024.  
 Director  
 Sarawak Water Supply Corporation  
 Date: 31/03/2024

I hereby certify that the above is a true and correct copy of the financial statements for the month ended 31/03/2024.  
 Director  
 Sarawak Water Supply Corporation  
 Date: 31/03/2024

**BARRIDGE HOLA UNITS**

**ANNUAL BUDGET BASED ON THE 2015-16 PROGRAM AND BUDGET FOR FINANCIAL YEAR 2016-17**

Page No. 1/1

Particulars		2015-16 Rs.	For the Financial Year 2016-17	For the Financial Year 2016-17
<b>A</b>	<b>Revenue</b>			
	Grants-in-aid from Government of India		1,20,00,000	1,20,00,000
	Grants-in-aid from Government of Karnataka	0.00	1,20,00,000	1,20,00,000
	Other Revenue	0.00	0.00	0.00
	<b>Sub-Total</b>		<b>1,20,00,000</b>	<b>1,20,00,000</b>
<b>B</b>	<b>Expenses</b>			
	Salaries and allowances	0.00	0.00	0.00
	Grants-in-aid from Government of India			
	Grants-in-aid from Government of Karnataka	0.00	0.00	0.00
	Other Revenue	0.00	0.00	0.00
	Capital Expenditure	0.00	0.00	0.00
	Current Expenditure	0.00	0.00	0.00
	Grants-in-aid from Government of India	0.00	0.00	0.00
	Grants-in-aid from Government of Karnataka	0.00	0.00	0.00
	Other Revenue	0.00	0.00	0.00
	<b>Sub-Total</b>		<b>0.00</b>	<b>0.00</b>
<b>C</b>	<b>Capital Expenditure</b>			
	Capital Expenditure		0.00	0.00
<b>D</b>	<b>Current Expenditure</b>			
	Current Expenditure		0.00	0.00
<b>E</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>F</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>G</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>H</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>I</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>J</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>K</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>L</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>M</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>N</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>O</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>P</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>Q</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>R</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>S</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>T</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>U</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>V</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>W</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>X</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>Y</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00
<b>Z</b>	<b>Other Expenditure</b>			
	Other Expenditure		0.00	0.00









<b>STATEMENT OF FINANCIAL POSITION</b>			
<b>(Amounts in Lakhs of Indian Rupee)</b>			
Particulars	2022	For the year ended 31 March 2022	For the year ended 30 June 2021
<b>Non-current assets</b>			
Property, plant and equipment	1,000.00	1,000.00	1,000.00
<b>Intangible assets</b>			
Goodwill	100.00	100.00	100.00
Patent rights	50.00	50.00	50.00
Software	50.00	50.00	50.00
Other intangible assets	100.00	100.00	100.00
<b>Investments</b>	100.00	100.00	100.00
Equity investments	100.00	100.00	100.00
Debt investments	100.00	100.00	100.00
Other investments	100.00	100.00	100.00
<b>Financial assets</b>	100.00	100.00	100.00
Equity investments	100.00	100.00	100.00
Debt investments	100.00	100.00	100.00
Other investments	100.00	100.00	100.00
<b>Current assets</b>			
Trade receivables	100.00	100.00	100.00
Inventory	100.00	100.00	100.00
Prepaid expenses	100.00	100.00	100.00
Other current assets	100.00	100.00	100.00
<b>Current liabilities</b>	100.00	100.00	100.00
Trade payables	100.00	100.00	100.00
Other current liabilities	100.00	100.00	100.00
<b>Equity</b>			
Share capital	1,000.00	1,000.00	1,000.00
Reserves	1,000.00	1,000.00	1,000.00
<b>Total</b>	3,000.00	3,000.00	3,000.00

<p><b>Notes:</b></p> <p>1. The figures have been prepared in accordance with the Indian Accounting Standards applicable to the Company.</p> <p>2. The figures have been prepared on the basis of the information provided by the management of the Company.</p> <p>3. The figures have been prepared on the basis of the information provided by the management of the Company.</p> <p>4. The figures have been prepared on the basis of the information provided by the management of the Company.</p>	<p><b>Notes:</b></p> <p>1. The figures have been prepared in accordance with the Indian Accounting Standards applicable to the Company.</p> <p>2. The figures have been prepared on the basis of the information provided by the management of the Company.</p> <p>3. The figures have been prepared on the basis of the information provided by the management of the Company.</p> <p>4. The figures have been prepared on the basis of the information provided by the management of the Company.</p>	<p><b>Notes:</b></p> <p>1. The figures have been prepared in accordance with the Indian Accounting Standards applicable to the Company.</p> <p>2. The figures have been prepared on the basis of the information provided by the management of the Company.</p> <p>3. The figures have been prepared on the basis of the information provided by the management of the Company.</p> <p>4. The figures have been prepared on the basis of the information provided by the management of the Company.</p>
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 <p><b>Mr. A. B. C.</b> Chief Executive Officer</p>	 <p><b>Mr. D. E. F.</b> Chief Financial Officer</p>	 <p><b>Mr. G. H. I.</b> Chairman</p>
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**STATE OF TEXAS**  
**COMPTROLLER GENERAL OF PUBLIC ACCOUNTS**

Account Name: Capital under Sec. 2.12.01	All amounts in dollars
Balance forward of the prior fiscal year (including any transfers)	0.00
By 2014 Bonds (2014)	1,000,000
By 2015 Bonds (2015)	1,000,000
By 2016 Bonds (2016)	1,000,000

Account Name: Transportation Capital (2014) Sec. 2.12.01	All amounts in dollars				
Description	Current Balance	Encumbrance Available	Total Available	Encumbrances	Total
<b>As of the month-end:</b>	0.00	\$ 0.00	0.00	0.00	0.00
Balance forward				0.00	0.00
Other (including transfers) (2014)				0.00	0.00
<b>Total Encumbrances Available as of the end:</b>				0.00	0.00
<b>As of the month-end:</b>	0.00	0.00	0.00	0.00	0.00
Transfer from other account				0.00	0.00
Transfer to other account				0.00	0.00
Reversions				0.00	0.00
<b>Total Encumbrances Available as of the end:</b>				0.00	0.00
<b>As of the month-end:</b>	0.00	0.00	0.00	0.00	0.00

<p>Signature of Comptroller General          State of Texas          Comptroller General of Public Accounts          State Capitol          Austin, Texas 78701</p>  	<p style="text-align: center;">For Signature (Date Printed)</p> <p>Signature of State Auditor          State Auditor          State Capitol          Austin, Texas 78701</p>   <p>Signature of State Treasurer          State Treasurer          State Capitol          Austin, Texas 78701</p>  
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Particulars	Revised Budget	Actual Expenditure	Percentage	Subsidy %	Number of Beneficiaries	Number of Beneficiaries	Percentage	Subsidy %	Total
1. Salaries and Wages	4.25	3.8	89.41	20.00	3000	2800	93.33	20.00	3000
2. Fuel and Transport	0.15	0.15	100.00	0.00	0	0	0.00	0.00	0.15
3. Printing and Stationery	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
4. Telephone	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
5. Electricity	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
6. Repairs and Maintenance	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
7. Travelling	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
8. Contingencies	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
9. Miscellaneous	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
10. Total	5.00	4.40	88.00	20.00	3000	2800	93.33	20.00	5.00
11. Salaries and Wages	4.25	3.8	89.41	20.00	3000	2800	93.33	20.00	3000
12. Fuel and Transport	0.15	0.15	100.00	0.00	0	0	0.00	0.00	0.15
13. Printing and Stationery	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
14. Telephone	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
15. Electricity	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
16. Repairs and Maintenance	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
17. Travelling	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
18. Contingencies	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
19. Miscellaneous	0.10	0.10	100.00	0.00	0	0	0.00	0.00	0.10
20. Total	5.00	4.40	88.00	20.00	3000	2800	93.33	20.00	5.00

It is hereby certified that the above figures are correct and true to the best of my knowledge and belief.

Signature of the Officer-in-Charge, Department of Health and Family Welfare, District of ...

Particulars	2023-24	2024-25	2025-26
	100.00	100.00	100.00
Total	100.00	100.00	100.00



U.S. Capital Stock Accounts	Per. in Euros	
	As of 31 March 2002	As of 31 March 2003
Common stock of the corporation at the end of the year		1,000,000
Preferred stock, the cost of		
Retained earnings at the end of the year		
Working capital at the end of the year		2,000,000



(In Rupees)

U.S. Investment Grade	Corporate Debt/Securities Assigned	Residual	Foreign	Total
<b>Period ended 31st March, 2022</b>				
<b>From Carrying Amount</b>				
Carrying Balance	18,322.24	18,433.45	4,875.75	36,631.44
Marked to Market				
<b>Carrying Balance</b>	<b>18,322.24</b>	<b>18,433.45</b>	<b>4,875.75</b>	<b>36,631.44</b>
<b>Accumulated Amortization</b>				
Carrying Balance	11,089.71		932.46	12,022.17
Marked to Market				
<b>Carrying Balance</b>	<b>11,089.71</b>		<b>932.46</b>	<b>12,022.17</b>
<b>Net Carrying Amount</b>	<b>7,232.53</b>	<b>18,433.45</b>	<b>3,943.29</b>	<b>35,609.27</b>
<b>Period ended 31st March, 2021</b>				
<b>From Carrying Amount</b>				
Carrying Balance	18,322.24	18,433.45	4,875.75	36,631.44
Marked to Market				
Accumulated Amortization				
<b>Carrying Balance</b>	<b>18,322.24</b>	<b>18,433.45</b>	<b>4,875.75</b>	<b>36,631.44</b>
<b>Accumulated Amortization</b>				
Carrying Balance	11,089.71		932.46	12,022.17
Marked to Market				
Accumulated Amortization	11,089.71			11,089.71
<b>Carrying Balance</b>	<b>7,232.53</b>	<b>18,433.45</b>	<b>3,943.29</b>	<b>35,609.27</b>



**Note 1.6: Investments**

Investments in equity

As at 31 March  
2022

As at 31 March 2021

	0	0
	0	0

**Note 1.7: Loans**

Non-current

Government and government-guaranteed loans and advances

As at 31 March  
2022

As at 31 March 2021

	0	0
	0	0

**Note 1.8: Other financial assets**

Non-current

Government and government-guaranteed

(i) Cash and balances  
(ii) Deposits  
(iii) MTF credit facilities

As at 31 March  
2022

As at 31 March 2021

	0	19,521,411
	0	2,529,200
	0	1,717,000
	0	13,767,611

**Note 1.9: Inventories (At lower of cost and net realisable value)**

Raw Materials  
Finished Goods  
Goods in Progress

As at 31 March  
2022

As at 31 March 2021

	0	180,000
	14,400	17,000
	0	23,000
	14,400	207,000

**Note 1.10: Trade receivables (Gross value)**

Trade receivables outstanding for a period exceeding six months from the date they were due for payment

Considered Doubtful  
Considered Creditworthy

As at 31 March  
2022

As at 31 March 2021

	52,000,000	106,413,000
	0	1,754,000
	52,000,000	108,167,000

Less: Provision for doubtful trade receivables  
(iv)

	52,000,000	108,167,000
--	------------	-------------

Trade receivables outstanding for a period less than six months from the date they were due for payment

Considered Doubtful  
Considered Creditworthy

As at 31 March  
2022

As at 31 March 2021

	100,000	49,000
	100,000	49,000
	200,000	98,000

Less: Provision for doubtful trade receivables  
(iv)  
(4,100)

	200,000	98,000
	195,900	100,400



**Notes to consolidated financial statements for the year ended on 31 March 2021 (2020 and March 31, 2020)**

Description	31 March 2021		31 March 2020	31 March 2020	March 31, 2020	Total
	in SEK	in SEK				
<b>Consolidated Total Assets</b>						
Intangible assets	10 111	1 260	2 277	2 277	2 277	10 648
Property, plant and equipment	2 212	2 212	2 212	2 212	2 212	6 624
Financial assets	1 000	1 000	1 000	1 000	1 000	3 000
Other assets	1 000	1 000	1 000	1 000	1 000	3 000
<b>Total Assets</b>	<b>14 323</b>	<b>5 472</b>	<b>6 489</b>	<b>6 489</b>	<b>6 489</b>	<b>23 272</b>
Equity	14 323	5 472	6 489	6 489	6 489	23 272
<b>Total Equity</b>	<b>14 323</b>	<b>5 472</b>	<b>6 489</b>	<b>6 489</b>	<b>6 489</b>	<b>23 272</b>

**Notes 2 (1) Cash and cash equivalents**

Bank accounts  
Cash on hand  
Prepaid expenses

	31 March 2021	31 March 2020
	1 000	1 000
	1 100	1 100
	<u>2 100</u>	<u>2 100</u>

**Notes 2 (2) Debt securities after fair value adjustments**

Government bonds  
Corporate bonds  
Municipal bonds  
Other debt securities  
Cash on hand

	31 March 2021	31 March 2020
	1 000	1 000
	1 100	1 100
	1 200	1 200
	1 300	1 300
	<u>4 600</u>	<u>4 600</u>

**Notes 2 (3) Loans**

Government bonds  
Corporate bonds  
Municipal bonds

	31 March 2021	31 March 2020
	1 000	1 000
	1 100	1 100
	<u>2 100</u>	<u>2 100</u>

**Notes 2 (4) Other financial assets**

Government bonds  
Corporate bonds  
Municipal bonds  
Other debt securities  
Cash on hand  
Prepaid expenses  
Other assets

	31 March 2021	31 March 2020
	1 000	1 000
	1 100	1 100
	1 200	1 200
	1 300	1 300
	1 400	1 400
	1 500	1 500
	<u>7 500</u>	<u>7 500</u>



**NOTES FORMING PART OF THE BALANCE SHEET**

PARTICULARS		As at 31 March 2022	As at 31 March 2021
<b>Note 12.4 - Other equity</b>			
Reserves			
a) Reserves available for distribution (being reserves of the Company)		1,000,000	1,000,000
<b>Reserves not available for distribution</b>			
b) Share premium account (being amounts received in excess of the nominal value)		2,000,000	2,000,000
<b>Total</b>		<u>3,000,000</u>	<u>3,000,000</u>

**Note 12.5 - Share capital**  
 a) Authorisation of shares: 40,000,000 ordinary shares of 100p each

Particulars	Year ended 31 March 2022		Year ended 31 March 2021	
	As at March	Number of shares	As at March	Number of shares
Shares outstanding at the beginning of the financial year	24,750,000	24,750,000	24,750,000	24,750,000
Shares issued during the year period	-	-	-	-
Shares outstanding at the end of the year period	<u>24,750,000</u>	<u>24,750,000</u>	<u>24,750,000</u>	<u>24,750,000</u>

b) Details of shares held by each class of holder holding more than 1% shares

Name of the shareholder	Year ended 31 March 2022		Year ended 31 March 2021	
	Number of shares	%	Number of shares	%
Mr. A. B. C. (Individual)	1,000,000	4.0%	1,000,000	4.0%
Ms. D. E. F. (Individual)	2,000,000	8.1%	2,000,000	8.1%
<b>Total</b>	<u>3,000,000</u>	<u>12.1%</u>	<u>3,000,000</u>	<u>12.1%</u>

PARTICULARS		As at 31 March 2022	As at 31 March 2021
<b>Note 12.6 - Reserves and equity</b>			
Reserves			
a) Reserves available for distribution (being reserves of the Company)		1,000,000	1,000,000
b) Reserves not available for distribution			
i) Share premium account (being amounts received in excess of the nominal value)		2,000,000	2,000,000
ii) Retained earnings		1,000,000	1,000,000
iii) Other reserves		-	-
<b>Total</b>		<u>4,000,000</u>	<u>4,000,000</u>
Equity			
a) Equity attributable to equity holders of the Company			
i) Issued share capital (being the nominal value of the shares)		24,750,000	24,750,000
ii) Reserves		1,250,000	1,250,000
<b>Total</b>		<u>26,000,000</u>	<u>26,000,000</u>
b) Reserves attributable to non-controlling interests			
i) Reserves			
<b>Total</b>		<u>26,000,000</u>	<u>26,000,000</u>





**Note 2.07 Long-term liabilities**

Liabilities to Employees Ltd only

	2011
	2010
	<u>2009</u>

**Note 2.08 Short-term borrowings**

Interest-free  
 (Contractual payments from customers)

	2011
	2010
	<u>2009</u>

**Note 2.09 Trade payables**

(Trade payables, other than those of subsidiaries and associated companies)

Accrued  
 (Other than interest payable)

	2011	2010
	2009	2008
	<u>2007</u>	<u>2006</u>

**Trade Payables (group) in months for the year ended as on March 31, 2011 and March 31, 2010**

Period	over the 1 year	1-12 months	13-24 months	More than 24 months	(PA & LPA) Total
Outstanding Amount 2011					
Outstanding Amount 2010					
Other	2000			1,70,000	1,72,000
Other	20,000			20,000	40,000
<b>Total trade payables</b>	<b>22,000</b>	<b>0.00</b>	<b>0.00</b>	<b>1,90,000</b>	<b>2,12,000</b>
	<u>2011</u>	<u>2010</u>	<u>2009</u>	<u>2008</u>	<u>2007</u>

**Note 2.10 Other commitments**

Liabilities to Employees Ltd only  
 (Contractual liability for 2011)  
 Other contractual liability  
 Other liability  
 Contractual liability  
 Interest payable  
 Interest payable

	2011	2010
	2009	2008
	<u>2007</u>	<u>2006</u>

**Note 2.11 Short-term provisions**

Provision for doubtful debts  
 Provision for 2011  
 Provision for doubtful debts  
 Provision for financial liabilities of subsidiaries of 2011

	2011	2010
	2009	2008
	<u>2007</u>	<u>2006</u>



**NOTES FORMING PART OF FINANCIAL STATEMENTS**

Amount in Lakhs

Particulars	As at 31 March 2022	Year ended 31 MAR 2022
-------------	------------------------	------------------------

**Note 2.17: Revenue Recognition**

As Manufacturing	25.29	291.29
By trading	28.18	29.29
By Services	4,779.10	2,129.21
By Contract		
<b>Total</b>	<b>4,832.57</b>	<b>4,549.79</b>

Particulars of sale of products	Year ended 31.03.2022		Year ended 31.03.2021	
	Qty (Nos.)	Revenue in Lakhs	Qty (Nos.)	Revenue in Lakhs

**A. Manufacturing goods:**

Trucks & Buses	1,442.19	522.45	5,791,799	297.49
<b>Total</b>	<b>1,442.19</b>	<b>522.45</b>	<b>5,791,799</b>	<b>297.49</b>

Particulars	As at 31 March 2022	Year ended 31 MAR 2022
-------------	------------------------	------------------------

**Note 2.18: Other Income**

As interest on deposits with banks and others	68.27	72.79
As dividend income	-	9.11
As Capital Gain	-	-
As Income of the business	-	-
<b>Total</b>	<b>68.27</b>	<b>81.90</b>

Particulars	As at 31 March 2022	Year ended 31 MAR 2022
-------------	------------------------	------------------------

**Note 2.19: Cost of materials consumed**

Opening Stock	222.16	222.16
Less: Closing Stock	64.79	60.71
<b>Total</b>	<b>157.37</b>	<b>161.45</b>
Less: Depreciation in value of inventories	27.18	-
<b>Total Costing Stock</b>	<b>130.19</b>	<b>161.45</b>

Details of raw materials consumed	Year ended 31.03.2022		Year ended 31.03.2021	
	Qty (Nos.)	Revenue in Lakhs	Qty (Nos.)	Revenue in Lakhs

Consumption	1,71,600	248.29	1,20,000	248.29
<b>Total</b>	<b>1,71,600</b>	<b>248.29</b>	<b>1,20,000</b>	<b>248.29</b>



Account	2019 (Actual)	2018 (Actual)
<b>Item 100: Changes in membership of related groups, net of changes and adjustments</b>		
<b>Composition of the beginning of the year</b>		
Initial group	100,000	100,000
Net change	100,000	100,000
End of year	200,000	200,000
<b>Composition of the end of the year</b>		
Initial group	100,000	100,000
Net change	100,000	100,000
Net change in membership	100,000	100,000
End of year	200,000	200,000
<b>Item 101: Financial assets acquired</b>		
Initial group	100,000	100,000
Net change	100,000	100,000
End of year	200,000	200,000
<b>Item 102: Financial assets disposed</b>		
Initial group	100,000	100,000
Net change	100,000	100,000
End of year	200,000	200,000
<b>Item 103: Repurchases and cancellations</b>		
Initial group	100,000	100,000
Net change	100,000	100,000
End of year	200,000	200,000
<b>Item 104: Other changes</b>		
Initial group	100,000	100,000
Net change	100,000	100,000
End of year	200,000	200,000
<b>Item 105: Other changes</b>		
Initial group	100,000	100,000
Net change	100,000	100,000
End of year	200,000	200,000



## APPENDIX VIII (CONT'D)

### NOTES FORMING PART OF THE FINANCIAL STATEMENTS

#### E. CORPORATE INFORMATION

The Company was incorporated as a private United Company by the name of Super Star Travel Private Limited on September 24, 1999. Thereafter the Company changed its name from Super Star Travel Private Limited to Super Stargroup Limited and subsequently converted into a Public Limited Company w.e.f. from July 20, 2000. The name of the Company was changed to Sunmoria Ltd. Limited on January 1, 2006.

Sunmoria is currently engaged in providing solutions based on the Listing, one of the major AECF sub-sectors. Since then, in the past few decades, it has been pioneer in manufacturing some sub-sectors and services in India based on Sunmoria, NTPC, PWS, SAS, and Smart Card etc.

#### F. SIGNIFICANT ACCOUNTING POLICIES

##### (i) Principles of Consolidation

The consolidated financial statements relate to Sunmoria India Limited ("the Company") and its subsidiary companies (the "Group"). The consolidated financial statements have been prepared on the following basis:

- (a) The financial statements of the Company and its subsidiary companies have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intercompany balances and minority profits or losses on intergroup transactions as per Accounting Standard 20 - "Consolidated Financial Statements" notified by the Companies (Accounting Standards) Rules, 2006.
- (b) The financial statements of the subsidiaries used in the consolidation are drawn up to the reporting date or date of the Company on March 31, 2022.
- (c) The amount of loan to the Company, if its subsidiary is the subsidiary and the Company's share of equity is recognized in the financial statements as dividend.
- (d) Minority interest in the net assets of the consolidated subsidiaries is identified and presented as consolidated balance sheet separately from current liabilities and equity of the company.

Minority interest in the net assets of consolidated subsidiaries consists of:

- (i) The amount of equity attributable to minorities at the date on which acquisition is a subsidiary made; and
  - (ii) The minority share of resources in the equity base for that the parent subsidiary ultimately owns the company.
- (e) Minority interest in the net profits for the year of consolidated subsidiaries is identified and shown against the profit after tax of the group.



**SAATCHI&SAATCHI LIMITED**

- g) In case of foreign subsidiaries, long term/long operations, reserves have not consolidated in their entirety if exchange rate prevailing during the year. All assets and liabilities are converted at the rate prevailing at the end of the year. Foreign subsidiaries being merged, exchange gain/loss arising on consolidation is recognized in Foreign Exchange Fluctuation Gain/loss.
- h) Long-term liabilities and long-term provisions and pending dividend profits have been shown.
- i) The consolidated financial statements are prepared in the most suitable using suitable accounting policies for the transactions and other events in certain circumstances and are prepared in other suitable in the same manner as the Company's separate financial statements.

B. Consistency in application and maintenance for consolidation has been observed as per Accounting Standard 15- "Accounting for Investments" notified by Companies Accounting Standard Board, 2008.

**C. Basis of preparation of financial statements:**

g) The Consolidated Financial Statements are prepared on accrual basis using historical cost convention as accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) and accounting standards prescribed in Companies Accounting Standards Rules, 2008 notified by the Central Government of India of section 143 of the Companies Act, 2014.

**h) Use of Estimates:**

The preparation of the financial statements in accordance with Indian GAAP requires the management to make estimates and assumptions that affect the reported amount of assets and liabilities, disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of income and expenses during the reported period. Actual results could differ from these estimates. Changes in estimates are reflected in the financial statements in the period in which change are made and if material, their effects are disclosed in the financial statements.

**i) Fixed Assets**

**Tangible Assets**

**Fixed Company**

Fixed Assets are stated at cost less of depreciation and reserve for accumulated depreciation. Cost includes installation and expenditure during construction, including capital interest, freight, insurance and incidental expenses relating to acquisition. Fixed Assets costing less than Rs.1000 are fully depreciated in the year of purchase. Depreciation is calculated on reduction of impairment of an asset is made at the cost and impairment loss, if any, is recognized. Depreciation is provided on Straight Line Method as per the rates and in the manner provided in the Schedule II of the Companies Act, 2013.



## APPENDIX VIII (ARTE)

### Substances

Total gross tonnage (measured over the unencumbered time of the vessel) is follows:

Company	15 Year
Equipment and Fixtures	5 Year
Other Equipment	5 Year
Vessel	7 Year

### Intangible Assets

#### Patent Company

Intangible Assets are valued at cost less accumulated depreciation. These are depreciated on a straight line basis using the following rates such that the related assets are depreciated over the assumed useful life:

Copyrighted Program Rights	15 Years (5 Year)
Software	15 Years (5 Year)

### Substance

Goodwill or intangible is being tested for impairment annually and when the recoverable amount is less than the carrying value of the Goodwill, such reduction is recorded as an impairment loss.

## d) Shipping Costs

Shipping costs that are attributable to acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset. A qualifying asset is one that necessarily takes a substantial period of time (i.e., more than 12 months) to get ready for its intended use. All other shipping costs are recognized as expense in the Profit and Loss account.

## e) Impairment of Assets

An entity reviews their cash management between the carrying amount of its assets in business whether there is any indication that those assets were impaired. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In carrying value is less, the unrecovered losses shall be recognized from the remaining cost of asset and loss is reported and disclosed in their present value using a per ton measure rate that reflects the current market assessment of their value of money and the rate specific to the asset.

Reversal of impairment loss recognized in prior years if any is recorded when there is an indication that the impairment losses recognized for the asset no longer exist or have decreased. However, the increase in carrying amount of an asset due to reversal of an impairment loss is recognized in the current period, not beyond the carrying amount that would have been determined (net of depreciation) had no impairment loss been recognized for the asset in the prior years.



## SCHEDULE 204 (CONT'D)

### (b) Investments

Long-term investments are stated at cost less depreciation, which is either based on amortization for intangible investments. Current investments are stated at least of cost and fair value.

### (c) Accruals

Accruals are stated at least of cost and fair market value. The method of writing up or down various components of investments is below.

of: Investment	of: Investment
(1) Current (Cost and Fair Market Value)	(2) Current (Cost and Fair Market Value)

### (d) Income Taxes

#### (i) Federal Income

The current income tax charge is determined by provisions with the various tax regulations applicable to the Group. Tax expense related to income operations is determined in accordance with the tax laws applicable in countries where such operations are conducted. Deferred tax charges or credits are recognized for the future tax consequences attributable to timing differences that exist between the year(s) of (loss) without the current year and the profit or loss for financial purposes.

Deferred tax is composed of timing differences which originate during the tax liability period but reverse after the tax liability period is recognized in the year in which the timing differences originate. For the purpose of timing differences which originate from an investment in a company, the deferred tax charge or credit and the corresponding deferred tax liability or asset are recognized using the tax rates that have been enacted or substantively enacted by the balance sheet date. Deferred tax assets are recognized only to the extent there is a probable recovery for the asset tax to be realized in future periods, when there is a brought forward loss or substantial temporary credits remain. Now, deferred tax assets are recognized only if there is a formal estimate of realization of such assets. Deferred tax assets are recognized in an each balance sheet date and interest thereon is taken up to reflect the amount that is normally  $\bar{t}$  usually expected to be realized. The Company claims, on a year on year basis, the current tax credit and benefits, where it has a legally enforceable right and intends to settle such assets and liabilities on a net basis.

#### (ii) MAT credit

Minimum Alternate Tax (MAT) credit is recognized as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period in the year in which the MAT credit becomes eligible to be recognized as an asset, in accordance with the provisions contained in the Companies Act on Accounting for Credit Available under Minimum Alternate Tax, issued by the ICAI. An asset can be created in way of a credit in the Profit and Loss account and shown as "MAT Credit Available". The Company reviews the asset in each Balance Sheet date and writes down the carrying amount of MAT Credit Available to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

### (e) Foreign Entities

Foreign Companies recognize tax liabilities and assets in accordance with local laws.



**4. Employee Benefits**

**Defined contribution plan**

Contributions made to the employer provided fund and growth fund investment with the fund investment and appreciation fund, which are defined contribution schemes, are charged to the Profit and Loss account on annual basis. The Company has no further obligation for future provision fund and appreciation fund benefits after this is served employee.

**Defined benefit plan**

The Company provides its liability for future gratuity benefits based on actuarial valuation, as at the Balance Sheet date, determined every year using the Projected Unit Credit method. Actuarial gain and losses are charged to the Profit and Loss account in the period in which they arise. Obligations under the defined benefit plan is measured at the present value of the estimated future cash flow using a discount rate that is determined by reference to the prevailing market yield of the Balance Sheet date on Indian Government Bonds whose term and terms of the Indian Government Bonds are consistent with the term and estimated rates of the defined benefit obligation.

**Provisioned liability**

The Company provides for its liability towards compensated absence based on actuarial valuation done as at the Balance Sheet date by an independent actuary using the Projected Unit Credit method. The liability includes the long term obligation accrued as a Balance Sheet date for short term compensated absence accounted for as an unfunded liability.

**5. Revenue Recognition**

**A. Export Sales**

Revenue from sale of Export Software is recognized upon transmission of software to customer through electronic files, when significant risks and rewards relating to the ownership of products are transferred to the customer by Company.

**B. Manufactured Goods**

Revenue from sale of Manufactured Goods is recognized upon shipment of goods to customer, when significant risks and rewards relating to ownership of products are transferred to the customer by the Company. Goods sold on consignment of Goods only.

**C. Trading Sales**

Revenue from Trading sales are recognized upon transmission of software to customer through electronic files transfer or by subsequent receipt of software file may be, when significant risks and rewards relating to ownership of products are transferred to the customer by the company.

**D. Service Revenue**

Revenue from services revenue consists of revenue earned from services performed on a "time and material" basis. The revenue amount is recognized as and when the services are rendered and effort costs are incurred and when there is no significant uncertainty in making the cost.





**h) Foreign Currency Transactions and foreign currency translation:**

**i. Money Owned Foreign Subsidiaries:**

Money owned foreign subsidiaries not classified as foreign operations, 100 foreign currency revenues being outstanding at the period are recorded at the period exchange rate. Income and expenses are recorded at the average rate. The resulting exchange gain and loss are recognized in the profit & loss account.

**ii. Foreign Assets:**

Assets other than fixed assets and liabilities of the foreign branch are recorded into Indian Rupees at the exchange rate prevailing as at the Balance Sheet date. Fixed Assets are valued at the exchange rate prevailing on the date of acquisition. Revenue and Expenses are recorded into Indian Rupees at yearly average rate.

**iii. Other Foreign Currency transactions:**

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction. Monetary items denominated in foreign currencies at year end are recorded at the exchange rate on the date of the Balance Sheet date. Non-monetary items denominated in foreign currencies are settled at cost. Exchange differences on revenues or expenses are adjusted in the Profit and Loss account.

**9. Leases:**

The Company's significant leasing arrangements are in respect of operating leases for premises and equipment. The leasing arrangements range from 11 months to 3 years generally and are usually cancellable / renewable by mutual consent on equal terms. The payments have more payable and receivable are charged as less or recognized as income, in the Profit and Loss Account.

**10) Earnings Per Share:**

Basic earnings per equity share ("EPS") is calculated by dividing the Net Profit/ Loss after Tax for the year attributable to the equity shareholders by the weighted average number of equity shares outstanding for the year.  
 Diluted earnings per share is computed by dividing the net profit or loss after tax for the year adjusted to share adjusted for any convertible change in preference or income that would result from the conversion of the shares potential equity shares, by the weighted average number of equity shares outstanding during the year as adjusted for the effects of all dilutive potential equity shares, except where the results are anti-dilutive.

**11) Provisions and contingent Liabilities:**

A provision is recognized where an enterprise has a present obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation, in respect of which a reliable estimate can be made. Provisions are not recognized in respect of future sales and are determined based on best estimate, required to settle the obligation at the Balance Sheet date. There are no provision at each Balance Sheet date yet adjusted to reflect the



**STATEMENTS OF FINANCIAL POSITION**

current year accounts. Contingent liabilities are not provided for but disclosed in the notes to the financial statements.

**41. Redeemable Preference**

Preference payable on redemption of Foreign Currency Convertible Bonds (FCCB) is charged as Redeemable Preference Shares over the life of the Bond.

**2.25. Disclosure of Particulars regarding subsidiaries in terms of AS-11 are as follows:**

Name of the Entity	Country of Incorporation	Ownership as % either directly or through subsidiaries
Bharatgas Asia Pte Ltd	Singapore	100%
Bharatgas Middle East FZC	UAE	100%

**2.26. Contingent Liabilities****Rs. In Lakhs****A) Claims Against The Company Not Acknowledged As Debt:**

Disclosed Years	As At 31.03.2022	As At 31.03.2021
Income Tax	10046.00	11721.51
Other Tax	-	-

Provision made sufficient in respect of the above are deemed suitable only on basis of judgement / decision pending with relevant tax authorities.

**B) Letters of Credit and Guarantees issued****Rs. In Lakhs**

Particulars	As At 31.03.2022	As At 31.03.2021
Letters of Credit	-	-
Contract Guarantees Given To Banks/Trade	-	-
Bank Guarantees Issued	Rs. 111.00	Rs. 600.00
Corporate Guarantees	-	-



## BALANCE SHEET

2.20 Estimated amount of increase remaining to be allocated on capital account and not received for 2021 of advance No. 100 (31.03.2022: \$4,500.00) and No. 100 (31.03.2021: \$41,216.74) (Nil).

## 2.26. Unsecured Loans

### Foreign Currency Convertible Borrowings (FCCB)

Remco India Ltd. had issued Foreign Currency Convertible Bond (FCCB) for an aggregate sum of USD 20m in January 2019. These bonds got renewed in February 2021. However, the December 2, 2019 issue remains get admitted under Corporate Restructuring and Resolution Process (CRP) and to get the full process, Resolution Plan submitted by the Successful Resolution Applicant was approved by the Committee of Creditors and approved by the Hon'ble NCLT vide their order dated March 05, 2022. Upon successful implementation of the said Resolution Plan, the Successful Resolution Applicant got the consent from the creditors when the bond redemption took place on March 29, 2022. The Company has also received the order on successful completion of CRP from Hon'ble NCLT vide their order dated May 02, 2022. Hence, the maturity of FCCB is now addressed pursuant to successful completion of CRP.

Rs. in Lakhs

	As at 31.03.2022		As at 31.03.2021	
	FCCB (Revised) in 2022	Total	FCCB (Revised) in 2021	Total
Opening Balance	2798.00	2798.00	2603.00	2603.00
Add FCCB issued during the year	-	-	-	-
Add Foreign Exchange Loss (net)	-	-	143.00	143.00
Less Foreign Exchange Gain (net)	-	-	-	-
Less Settlement as per NCLT order	27,768.00	27,768.00	-	-
Closing Balance	-	-	2798.00	2798.00

## 2.28. Assets

### Self-Developed Software

The Development cost for self-developed software's has been charged to the profit & loss account in the earlier years.

## 2.32. Related Party Disclosures:

**1. Key Management Personnel**

Mr. Vinayak Thakur - Managing Director (is also appointed as Chairman & Managing Director of the Company w.e.f. 28th March, 2023)

Mr. Harish Kumar Bhatia - Director - CFO

Mr. Apolabha Singh - Company Secretary

**A. Related Party Transactions**

Transactions	2022-23		2021-22	
	2022-23	2021-22	2021-22	2020-21
Disclosure in value of transactions:				
MSI India Software Pvt Ltd				
Advances from MS				
Advances to				
Contribution to Key Managerial personnel:			0.07	

**1.13. Auditor's Remuneration**

Particulars	Rs. in Lakhs	
	2022-23	2021-22
Audit Fees	0.00	0.00
Approved Audit Fees	0.00	0.00
Other Services	-	-
Auditors of Subsidiaries	-	-
Audit fees	-	-
<b>Total</b>	<b>0.00</b>	<b>0.00</b>

**1.14. Segment Reporting**

The activities of the Company relate to only one business segment i.e. the business of providing Automated Identification & Data Capture (AIDC) solutions.

Information relating to Segment Reporting based on geographical location

Particulars	Rs. in Lakhs	
	2022-2023	2021-2022
<b>Segment Revenue</b>		
- India	932.71	899.04
- Overseas		13.14
<b>Total Revenue</b>	<b>932.71</b>	<b>912.18</b>
<b>Segment Assets</b>		
- India	977.77	2643.17



### BALANCE SHEET

Current Assets	88123.75	112271.12
Total Assets	14999.52	148994.52
Equity Liabilities		
Share Issued	4116.48	119412.00
Current Liabilities	17526.75	14894.52
Total Liabilities	22643.23	134027.52
Capital Expenditure		
Tangible Assets		
Share Issued	0.00	0.00
Current Liabilities		
Intangible Assets		
Share Issued		
Current Liabilities		
Total Capital Expenditure	0.00	0.00

### 2.21. Computation of Deferred Tax Asset

Particulars	Rs. in Lakhs 31-03-2021	Maximum Timing the Year	Rs. in Lakhs 31-03-2022
<b>Deferred Tax Liability</b>			
Relating to Fixed Assets	188.77	188.77	175.26
Total	(288.77)	188.77	175.26
<b>Deferred Tax Assets</b>			
Provision for Doubtful Debts / Advances / Deposits	204.78	(204.78)	-
Provision under Section 80D	0.22	0.22	-
Total	205.00	(204.56)	175.26
<b>Net Deferred Tax Asset</b>	216.23	(115.79)	175.26

### 2.22. Earnings Per Share

Particulars	2021-22	2020-21
Profit After Taxation (Rs. in Lakhs)	41,285.43	2071.52
Profit attributable to Equity shareholders (Rs. in Lakhs) (Rs. in Lakhs)	41,285.43	(2071.52)
Weighted average number of equity shares used in computing Basic Earnings Per Share	8,49,76,740	1,40,44,800
Add Effect of potential equity shares on conversion of NCD and Warrants	-	-
Weighted average number of equity shares used in computing Diluted Earnings Per Share	8,49,76,740	1,40,44,800
Earnings per share - Face Value (Rs. 0.01 each)		
Basic	48.82	14.75
Diluted	48.82	14.75

### 2.23. Disclosure as required under Accounting Standard Ind AS 27



**REVENUE AND EXPENSES**

The company's liability in respect of derivative financial instruments (forward, a short forward, option and swap) contracts for the derivatives is accounted for in accordance with the requirements of Ind AS 39. Accounting treatment shall be as follows. (Reference is made to notes to the statement of financial position)

**Table 3.1 (Contd.)**

<b>Expenses recognized in statement of profit and loss account</b>			
<b>Particulars</b>	<b>Quantity</b>	<b>Commodity Movement</b>	<b>Total</b>
Forward Interest Cost	4.44	1.41	5.85
	4.59	1.25	5.84
Interest Cost	1.43	1.28	2.71
	1.76	1.51	3.27
Interest (Income)/Costs	(11.65)	(4.75)	(16.40)
	(11.40)	(4.90)	(16.30)
<b>Total expense included in the Statement of Profit &amp; Loss</b>	<b>(4.44)</b>	<b>(4.44)</b>	<b>(8.88)</b>
	4.59	1.25	5.84
<b>Net Liability recognized in Balance Sheet</b>			
Present Value of (Interest Receipts) Obligations	11.74	11.44	23.18
	12.25	11.72	23.97
Net Value in (Net Asset)			
Net Liability recognized in Balance Sheet	11.74	11.44	23.18
	12.25	11.72	23.97
<b>Change in Derivative Assets Obligations (2007)</b>			
Present Value of (IBR) at Beginning of Period / Year	11.44	11.44	22.88
	11.74	11.72	23.46
Contractual Cash	4.44	4.44	8.88
	4.25	4.25	8.50
Interest Cost	1.43	1.28	2.71
	1.76	1.51	3.27
Interest (Income)/Costs	(11.65)	(4.75)	(16.40)
	(11.40)	(4.90)	(16.30)
Residual Asset	(4.44)	(4.44)	(8.88)
Present Value of (IBR) at the End of Period/Year	11.74	11.44	23.18
	12.25	11.72	23.97



**WARRANTS (REDACTED)**

Assumptions	
Interest / Discount Rate	7.00%
Rate of dividend or coupon	7.00%
Term to Maturity	10.00

Rate of Return on Investment (Annualized)

**(i) Discount Rate**

The discount rate is based on the prevailing market yield on Indian Government Securities as of the balance sheet date for the statement date of the obligation.

**(ii) Safety Deducible Rate**

The amounts of safety value received (accrued) value are against the liability, currency and other relevant factors.

Net Asset/(Liability) recognized in Balance Sheet					
Particulars	2022-23	2021-22	2020-21	2019-20	2018-19
	<b>Guaranty</b>				
Present value of defined benefit obligation	87.74	92.25	87.74	87.72	128.49
Fair value of plan assets	-	-	-	-	-
Net Asset / (Deficit)	87.74	92.25	87.74	87.72	128.49
	<b>Compressed Accounts</b>				
Present value of defined benefit obligation	88.49	41.22	37.05	48.26	98.44
Fair value of plan assets	-	-	-	-	-
Net Asset / (Deficit)	88.49	41.22	37.05	48.26	98.44



**ANTHONY HOLDINGS**

**1.28. - Capital Income Tax**

Fluxus has separate accounts and profiles to pay interest tax from the foreign operations in the manner in which they are provided.

1.29. The Company's significant leasing arrangements with respect to operating lease equipment (aircraft, equipment, etc). The leasing arrangements, though not non-cancelable, long term contracts, are for one year generally, and are usually terminable by mutual consent on agreed notice. The agreements have month periods, are subject to cost expense to the profit and loss account.

1.30. The Company was selected for "Audit Year" Project in 1998 by the Management Commission of Delta (MCO). The project envisaged offering various alternatives to Delta (MCO) services. The Company was required to invest and operate 1,000 seats or various functions in the city of New Delhi to facilitate the service. The Company was not eligible to display advertisements on the covered walls of the station. As at the balance sheet date 300 seats have been commenced and for the balance 1,000 seats, amount of about 100 by MCO is limited Capital Works program includes the amounts expended on such construction which aggregates to Rs. 102 (2001) Rs. 1,74,19 (2002). Further amounts aggregating to Rs. 194 (2001) Rs. 500 (2002) has been advanced for work to be carried out. However, the cost project was cancelled by the MCO and the consideration of the contract was stopped by the company. The matter has referred to Arbitration Forum but since the company has not able to pay Arbitration fee in time, the matter was not heard.

Further, on December 2, 2001 your company got selected under Corporate Restructuring and Reformation Process (CRP) and as per the bid process, Restructuring Plan submitted by the Successful Restructuring Applicant was approved by the Committee of Creditors was approved by the Hon'ble MCLR vide date order dated March 02, 2002. Your company's implementation of the said Restructuring Plan, the Successful Restructuring Applicant got the control over the company after the business took place on March 26, 2002. The Company has discontinued the order on successful completion of CRP from Hon'ble MCLR vide date order dated May 02, 2002. Subsequent to the business of the Company, the new management has written off all the amounts & advances pending in that process as the same is not likely to be received.

1.31. The Company was selected under Corporate Restructuring and Reformation Process under the Restructuring and Reformation Code, 2002 ("the Code") by Hon'ble National Company Law Tribunal, Hyderabad ("Hon'ble NCLT") vide date order dated Hyderabad 2002 ("Admission Order"). The Company's Restructuring Plan was approved by Restructuring Professional.

With Order dated 19th March 2002 ("Approved Order"), the Hon'ble NCLT has approved the Restructuring Plan submitted by Applicant under Process Limited referred as "Restructuring Applicant/ Currenty Process of the Company", as voted by the majority of the Committee of Creditors. The Plan is binding to the Company, its creditors, guarantee, transferees, transferees, assignees, assignees and respective authorities bank as covered and new bank and other stakeholders (including the Existing Process Group) in accordance with Section 11 of the Code.





Further to accounts implementation of Resolution Plan, the Finance Director of the company got issued and the company shall be benefited from the Marketing Agent available (Business Relationship) to the company from 01/01/2019.

The financial statements have been prepared on a going concern basis. The financial statements require the adjustments contemplated in the approved resolution plan in accordance with applicable accounting standards and legal requirements. Following are the various significant adjustments contemplated in the resolution plan which have been considered in preparation of the financial statements:

1. The resolution plan envisages reorganisation of the equity held by variable Preference and reduction of share capital by reducing the face value from Rs.10/- to Rs.1/- . The necessary disclosures have been made in accordance with approved resolution plan. Further, the resolution plan envisages allotment of 27,11,95,000 equity shares of face value Rs.1/- to domestic debt holders.

2. Difference in the adjusted liability of operational and employee dues and the proposed resolution has been worked in the statement of profit and loss.

3. The adjusted liability of the financial creditors have been proposed to be settled with Rs. 2,00,00,00,000 as principal and interest of Rs. 34,95,00,000 for the defined period which was paid as full and final settlement of the adjusted claim of Rs. 1,34,95,00,000 Lakhs. The Resolution Agreement has effected settlement of payment to financial creditors in accordance with approved Resolution Plan. The payment passed through the statement of profit and loss.

Further to implementation of the Resolution Plan, the Company has action of de-recognized as provided the requirement of its assets, based on management's estimate, in the various risk scenario (operational and related back) de-recognized in addition, based on management's estimate, in the various risk scenario (operational/related) recorded in the statement of Profit and Loss amounting to Rs. 40,00,00,000 Lakhs (Refer Note No. ....)

1.45. The figures for the previous year have been audited / aggregated / un-audited, wherever relevant.

**For and on behalf of the Board**


  
**Yash Deep Singh** **Manoj Kumar**  
 Managing Director **Chairman**  
  
**R. Mahesh Kumar Reddy** **Aparajita Mishra**  
 Chief Financial Officer **Company Secretary**

Place: Hyderabad  
Date: 30/06/2019

Account No.	Account Name	2023 Year			2024 Year		
		2023 Actual	2023 Budget	2024 Actual	2024 Budget	2024 Actual	
		(\$)	(\$)	(\$)	(\$)	(\$)	
000	General Fund	1,100,000	1,100,000	1,100,000	1,100,000	1,100,000	
100	Operating	200,000	200,000	200,000	200,000	200,000	
200	Non-Operating	900,000	900,000	900,000	900,000	900,000	
300	Capital	-	-	-	-	-	
400	Reserve	-	-	-	-	-	
500	Miscellaneous	-	-	-	-	-	
600	Other	-	-	-	-	-	
700	Grants	-	-	-	-	-	
800	Revolving Funds	-	-	-	-	-	
900	Special Assessments	-	-	-	-	-	
1000	Debt	-	-	-	-	-	
1100	General Fund	-	-	-	-	-	
1200	Operating	-	-	-	-	-	
1300	Non-Operating	-	-	-	-	-	
1400	Capital	-	-	-	-	-	
1500	Reserve	-	-	-	-	-	
1600	Miscellaneous	-	-	-	-	-	
1700	Other	-	-	-	-	-	
1800	Grants	-	-	-	-	-	
1900	Revolving Funds	-	-	-	-	-	
2000	Special Assessments	-	-	-	-	-	
2100	Debt	-	-	-	-	-	
2200	Debt	-	-	-	-	-	
2300	Debt	-	-	-	-	-	
2400	Debt	-	-	-	-	-	
2500	Debt	-	-	-	-	-	
2600	Debt	-	-	-	-	-	
2700	Debt	-	-	-	-	-	
2800	Debt	-	-	-	-	-	
2900	Debt	-	-	-	-	-	
3000	Debt	-	-	-	-	-	
3100	Debt	-	-	-	-	-	
3200	Debt	-	-	-	-	-	
3300	Debt	-	-	-	-	-	
3400	Debt	-	-	-	-	-	
3500	Debt	-	-	-	-	-	
3600	Debt	-	-	-	-	-	
3700	Debt	-	-	-	-	-	
3800	Debt	-	-	-	-	-	
3900	Debt	-	-	-	-	-	
4000	Debt	-	-	-	-	-	
4100	Debt	-	-	-	-	-	
4200	Debt	-	-	-	-	-	
4300	Debt	-	-	-	-	-	
4400	Debt	-	-	-	-	-	
4500	Debt	-	-	-	-	-	
4600	Debt	-	-	-	-	-	
4700	Debt	-	-	-	-	-	
4800	Debt	-	-	-	-	-	
4900	Debt	-	-	-	-	-	
5000	Debt	-	-	-	-	-	
5100	Debt	-	-	-	-	-	
5200	Debt	-	-	-	-	-	
5300	Debt	-	-	-	-	-	
5400	Debt	-	-	-	-	-	
5500	Debt	-	-	-	-	-	
5600	Debt	-	-	-	-	-	
5700	Debt	-	-	-	-	-	
5800	Debt	-	-	-	-	-	
5900	Debt	-	-	-	-	-	
6000	Debt	-	-	-	-	-	
6100	Debt	-	-	-	-	-	
6200	Debt	-	-	-	-	-	
6300	Debt	-	-	-	-	-	
6400	Debt	-	-	-	-	-	
6500	Debt	-	-	-	-	-	
6600	Debt	-	-	-	-	-	
6700	Debt	-	-	-	-	-	
6800	Debt	-	-	-	-	-	
6900	Debt	-	-	-	-	-	
7000	Debt	-	-	-	-	-	
7100	Debt	-	-	-	-	-	
7200	Debt	-	-	-	-	-	
7300	Debt	-	-	-	-	-	
7400	Debt	-	-	-	-	-	
7500	Debt	-	-	-	-	-	
7600	Debt	-	-	-	-	-	
7700	Debt	-	-	-	-	-	
7800	Debt	-	-	-	-	-	
7900	Debt	-	-	-	-	-	
8000	Debt	-	-	-	-	-	
8100	Debt	-	-	-	-	-	
8200	Debt	-	-	-	-	-	
8300	Debt	-	-	-	-	-	
8400	Debt	-	-	-	-	-	
8500	Debt	-	-	-	-	-	
8600	Debt	-	-	-	-	-	
8700	Debt	-	-	-	-	-	
8800	Debt	-	-	-	-	-	
8900	Debt	-	-	-	-	-	
9000	Debt	-	-	-	-	-	
9100	Debt	-	-	-	-	-	
9200	Debt	-	-	-	-	-	
9300	Debt	-	-	-	-	-	
9400	Debt	-	-	-	-	-	
9500	Debt	-	-	-	-	-	
9600	Debt	-	-	-	-	-	
9700	Debt	-	-	-	-	-	
9800	Debt	-	-	-	-	-	
9900	Debt	-	-	-	-	-	





#### NOTICE IN RELATION TO THE FINANCIAL RESULTS

1. The above unaudited financial results for the quarter and nine months ended 31<sup>st</sup> December 2023 have been reviewed by the Audit Committee and thereafter approved by the Board of Directors at the Company's 14<sup>th</sup> regular meeting held on 12<sup>th</sup> February 2024. The Statutory Auditor has conducted a "limited review" of these financial results in terms of Paragraph 22 of IFRS Listing Regulations and Statutory Requirements Regulation, 2011.
2. The figures for the quarter ended 31<sup>st</sup> December 2023 and preceding quarter ended 31<sup>st</sup> December 2022 and the following figures between unaudited year-to-date figures for the nine months ended 31<sup>st</sup> December and the unaudited audited figures for the full year ended 31<sup>st</sup> September of the respective financial years. The figures for the corresponding periods have been prepared and audited, wherever necessary to make them comparable.
3. The above results have been prepared in accordance with Indian Accounting Standard on "Basic Financial Reporting" ("Ind AS 101") prescribed under Section 133 of the Companies Act read with related rules issued thereunder and other accounting principles generally accepted in India, as amended.
4. Company's business relies on the providing Automatic Identification & Data Capture (AIDC) solutions which in context of Indian Accounting Standard 108 (Ind AS 108) as notified under Section 133 of the Companies Act, 2013 is considered as the only segment.
5. The Company has received communications from SEI (United and National Debt Exchange) of India (United) related to the various ISF based non-compliance. The Company has responded to the Market Regulator that the non-board of Directors and Management has been indicated based on the approved resolution plan by Honorable National Company Law Tribunal, Hyderabad vide its order dated 14<sup>th</sup> March 2022. The new management has received consent on the Company AIF offer from 16<sup>th</sup> March 2022. The non-compliance pertains to the period prior to or during the Corporate Insolvency Resolution Period. The management has requested the waiver of the penalties.
6. Approved loss as on 31<sup>st</sup> March 2022 represents the net difference between net off of liability/ assets and net off of assets of the Company pursuant to the resolution plan approved by the Honorable National Company Law Tribunal, Hyderabad vide its order dated 14<sup>th</sup> March 2022. Pursuant to implementation of the Resolution Plan, the Company has written off/recognized or provided by requirement of its assets, based on management's estimate, to the extent not recoverable/recoverable and written back/abrogated its liabilities, based on management's estimate, to the extent not payable/being paid/amount/owed to the Issuance of Profit and Loss amounting to ₹ 22,752.20 (₹24.69 Cr).



Subsequent to the period ended 31<sup>st</sup> December 2023 represents an investment allowance of ₹ 65.00 lakh recognised under Ind AS 36, "Impairment of Assets" as a result of classification of certain components of plant and machinery and related software as Assets held for sale in accordance with Ind AS 102 "Non-current Assets Held for Sale and Discontinued Operations".

3. The current operations and management of the Company took control of the Company on 01<sup>st</sup> March 2023 upon successful implementation of the Restructuring Plan. Subsequently, it has been noted that the Foreign Subsidiaries are not being functional and current management at its best are unable to run these subsidiaries. In order to give a better view of the Company's assets, the current management had written off such investments in previous quarters. Further, the Company confirms that this has not resulted in any adverse impact on the financials as there are no operations in these Foreign Subsidiaries. The management of the Company is in the process of exploring the Companies' related to Foreign Subsidiaries and status of such subsidiaries under the applicable legal framework in respective jurisdictions.

Date: 27<sup>th</sup> January, 2024  
Place: Kolkata



The National Company Law Tribunal

Mr. Vinay Kumar Singh  
Managing Director  
CIN: U64701WB2012PLC000001

**Independent Auditor's Report on Unaudited Quarterly and Year-to-Date Financial Results of Brahmaya India Limited pursuant to Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To,  
**The Board of Directors,  
Brahmaya India Limited**

1. We have reviewed the accompanying statement of unaudited financial results of Brahmaya India Limited (the Company) for the quarter ended 31<sup>st</sup> December 2023 and for the period from 1<sup>st</sup> April 2023 to 31<sup>st</sup> December 2023 (the Statement) being submitted to the Company pursuant to the requirements of Regulation 11 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended to the extent applicable.
2. The Statement which is the responsibility of the Company's Management and approved by the Board of Directors, has been prepared in accordance with accounting and measurement principles laid down in the Indian Accounting Standard on "Interim Financial Reporting" (Ind AS 34) prescribed under Section 133 of the Companies Act, 2013 and with related rules issued thereunder and other accounting principles generally accepted in India. The responsibility is management's and ours as the Auditor based on our review.
3. The audit procedures in case of the Statement in accordance with the Standard on Review Engagements (SRE) 2010, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India ("ICAI"). The limited review, that we give, and perform the review in India includes enquiries to be made by the Auditor and the management. A review of interim financial information consists of looking over accounts, generally of previous engagements for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with standards on auditing and consequently does not enable us to draw conclusions that we would have drawn if we had performed an audit. Accordingly, we do not express an audit opinion.
4. Based on the review conducted as stated above, nothing has come to our attention that causes us to believe that the Statement prepared in accordance with the Indian Accounting Standards and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of Regulation 11 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended, including the manner in which it is to be disclosed, as far as concerns any material misstatement.

**1. Enquiry of Matters**

Attention is invited to:

- (a) Delays in filing annual returns, half-yearly returns, Agri-MSMEs with banks and others and failures to file returns with Government authorities (Central Board of Indirect Taxes and Customs, Central Board of Direct Taxes, New Electricity Board and Department of Labour) in the books of accounts. As part of the implementation of the Resolution Plan, some of these failures have been reported. However, the management of the Company is in the process of identifying and communicating with the respective government and regulatory authorities and remedial initiatives, if any.
- (b) Implementation of the Resolution Plan and consequent movement of various financial assets and liabilities. As part of the implementation of the Resolution Plan, the Management has written off and written back various foreign currency assets and liabilities in the books of accounts, which would require external approval from the Reserve Bank of India (RBI). As reported to us, the Management is in the process of making suitable representations and filings with the Regulatory Authority.
- (c) Note 1 to the Unaudited reporting position listed by BSE Limited and National Stock Exchange of India Limited, in respect of certain non-compliance issues observed pursuant to the Companies Act, 2013 and the SEBI Act, 1992, and related regulations given in or under the Companies Act, 2013 and Securities Act, 1956. The Company has received communication from BSE Limited and National Stock Exchange of India Limited in respect of such non-compliance and

**M. Brahmachari Prasad Bhatnagar, Chartered Accountant,  
Member - ICAI, India.**

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quality of T.M.M. Lubin has been reported on the Company, its dividend as the same. The Company has reported for the entire of the year.

The various conditions is not qualified in respect of these matters.

**3. Attention is drawn to the fact**

(i) The portion of consolidated financial results for the quarter ended 31<sup>st</sup> December 2022, and for the period from 1<sup>st</sup> April 2022 to 31<sup>st</sup> December 2022, were reported on by Other Chartered Accountants, who have issued consolidated report dated 14<sup>th</sup> February 2023.

(ii) The financial results for the year ended 31<sup>st</sup> March 2023, were audited by Other Chartered Accountants, who have issued an consolidated opinion & report dated 20<sup>th</sup> May 2023.

The above mentioned reports have been furnished to us by the management, which have been relied upon by us for the purpose of review of the financials. The above report is not qualified in respect of the same.

For Brahmayya & Co.,  
Chartered Accountants  
Firm Registration No. 3001110

Lokesh Venkatesh  
Partner  
Membership No. 11109  
UDIN: 2411130862742860

Date: 15<sup>th</sup> January 2024

## ACCOUNTING RATIOS

### Accounting Ratios

Unless context requires otherwise, the following tables present certain accounting and other ratios derived from the relevant Audited Financial Statements and Unaudited Financial Results, as applicable. For details see “Financial Statements” on page 86 of this Draft Letter of Offer.

*(all amounts in ₹ Lakhs, unless stated otherwise)*

S.no	Particulars	For nine months period ended December 31, 2023 (Standalone*)	For the year ended	
			March 31, 2023 (Consolidated)	March 31, 2022 (Consolidated)
A	Net Worth	2481.35	52823.06	6646.87
B	Profit attributable to the owners of the equity	(59.44)	41240.43	(5030.12)
C	Number of the shares outstanding at the end of the year	30,45,76,740	30,45,76,740	3,40,48,861
	<b>Weighted Number of the shares outstanding at the end of the year</b>			
D	- for basic earnings per share	30,45,76,740	30,45,76,740	3,40,48,861
E	- for diluted earnings per share	30,45,76,740	30,45,76,740	3,40,48,861
F	Basic earnings per share (B/D)	(0.02)	13.54	-14.77
G	Diluted earnings per share (B/E)	(0.02)	13.54	-14.77
H	Return on net worth (%) (B/A)	-2.40%	78%	-75.68%
	<b>Net Asset Value per share</b>			
I	- based on weighted average number of shares (A/D)	(0.02)	17.34	19.52
J	- assuming actual number of equity shares with fully diluted capital in prior years (A/E)	(0.02)	17.34	19.52
K	EBITDA	51.72	253.80	577.08
L	Face value	1	1	10

\* a. The Company was under Corporate Insolvency and Resolution Process (CIRP) during the financial year 2022-23, and the Company was handed over to the new management and eventually, Kinex India Private Limited (formerly known as Antanium India Private Limited), successful Resolution Applicant, has become the promoter of the Company pursuant to the order of Hon'ble NCLT, Hyderabad bench.

b. The Board of Directors, pursuant to Clause 3.6 of the resolution plan, found that the investments made by the Company, in subsidiaries (i.e. Bartronics Asia Pte. Limited and Bartronics Middle East FZE and Three step down subsidiary companies viz., Bartronics Hong Kong Ltd, Veneta Holdings Ltd and Burbank Holdings Ltd) continued in the books despite not being functionally existing and the Investments made by the Company in these subsidiaries are not realisable.

c. Accordingly, the Board has decided to write off these investments in all the subsidiaries.

d. Pursuant to the terms and conditions of resolution plan approved by Hon'ble NCLT, Hyderabad and as per the decision taken by the Board of Directors of the Company, we hereby confirm you that the Company has written off investments in all subsidiaries and is submitting only the Standalone Un-Audited Financial Results from the Quarter ended 30th June, 2023 onwards.

The formulae used in the computation of the above ratios are as follows:

<b>Basic EPS</b>	Profit and loss attributable to Equity shareholders of Company / Weighted average number of Equity shares outstanding at the end of the period.
<b>Diluted EPS</b>	Profit and loss attributable to Equity shareholders of Company / Weighted average number of Equity shares outstanding at the end of the period as adjusted for treasury shares and for the effects of all dilutive potential equity shares.
<b>Return on Net Worth</b>	Profit/(loss) after tax for the period as presented in the consolidated statement of profit and loss in the Financial Statements / Net Worth.
<b>Net Worth</b>	Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the audited balance sheet, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation.
<b>Net Asset Value per Equity Share</b>	Net Worth / Number of Equity Shares subscribed and fully paid outstanding as at the end of March 31, 2023 and for the third quarter and nine months ended December 31, 2023.
<b>EBITDA</b>	Profit/(loss) after tax for the period adjusted for income tax expense, finance costs, depreciation and amortisation expense, exceptional items, other income as presented in the Financial Statements.



## MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

*The following discussion of our financial condition and results of operations should be read in conjunction with the "Financial Information" beginning on page 86 of this Draft Letter of Offer. Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward looking statements that involve risks and uncertainties. You should also read "Risk Factors" and "Forward Looking Statements" beginning on page 23 and 18, respectively, which discuss a number of factors and contingencies that could affect our financial condition and results of operations.*

*Our actual results may differ materially from those expressed in or implied by these forward-looking statements.*

*Our Company's Financial Year commences on April 1 and ends on March 31 of the following year, so all references to a particular Financial Year or Fiscal are to the twelve months ended March 31 of that year.*

*In this section, unless the context otherwise requires, any reference to "we", "us" or "our" refers to Bartronics India Limited, our Company.*

*Unless otherwise indicated, financial information included herein are based on our Consolidated Audited Financial Statements for Fiscal 2023 and Fiscal 2022 respectively and Standalone Unaudited Financial Results for the third quarter and nine months ended December 2023.*

### BUSINESS OVERVIEW

Our Company was incorporated as a private limited company under the Companies Act, 1956 as "Super Bar Tronics Private Limited" vide a Certificate of Incorporation dated September 10, 1990 bearing registration No.01-11721 issued by the Registrar of Companies, Andhra Pradesh at Hyderabad (the "RoC"). Our Company was converted into a public limited company as "Super Bartronics Limited" with effect from July 27, 1995. The name of our Company was further changed to its present name, 'Bartronics India Limited' ("Our Company" or "Issuer Company") vide a special resolution passed by the shareholders of the Company on December 26, 1995 and a fresh certificate of Incorporation consequent upon change of name was issued on January 1, 1996 from the Registrar of Companies, Andhra Pradesh. The Corporate Identification Number of Our Company is L29309TG1990PLC011721.

Pursuant to company petition filed under Section 7 of the Insolvency and Bankruptcy Code, 2016 vide application No. CP(IB) No. 375/7/HDB/2019 against Bartronics India Ltd and the same was admitted by the Hon'ble NCLT (Hyderabad Bench), due to which our Company underwent a Corporate Insolvency Resolution Process (CIRP). As a part of the CIRP proceedings, the Resolution Plan submitted by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA") was approved by the Committee of Creditors on February 15, 2021 and subsequently vide NCLT (Hyderabad Bench) order in IA (IBC) 598/2023 in CP(IB) No. 375/7/HDB/2019 dated May 2, 2023 the said Company was acquired by Kinex India Private Limited (Formerly Known as Antanium India Private Limited) ("Successful Resolution Applicant" or "SRA").

Bartronics specializes in delivering solutions utilizing AIDC Technologies, encompassing HR and payroll management through employee data integration, track and trace solutions for enhanced operational efficiency, and corporate business correspondence services within the banking domain, focusing on financial inclusion initiatives like doorstep banking facilitated by Micro-ATM Solutions. Additionally, Bartronics offers healthcare data analytics services, including online teleconsultation, diagnostic services, QR-based emergency medical services, and advanced data analytics to optimize healthcare delivery and decision-making processes.

For details, please refer to chapter titled "Our Business" on page 63 of this Draft Letter of Offer.

### FACTORS AFFECTING OUR RESULTS OF OPERATIONS

Our financial condition and results of operations are affected by numerous factors and uncertainties, including those discussed in the section entitled 'Risk Factors' on page 23 of this Draft Letter of Offer. The following is a discussion of certain factors that have had, and we expect will continue to have, a significant effect on our financial condition and

results of operations:

- Any adverse changes in central or state government policies;
- Any adverse development that may affect our operations;
- Any qualifications or other observations made by our statutory auditors which may affect our results of operations;
- Loss of one or more of our key customers and/or suppliers;
- An increase in the productivity and overall efficiency of our competitors;
- Our ability to maintain and enhance our brand image;
- General economic and business conditions in the markets in which we operate and in the local, regional and national economies;
- Changes in technology and our ability to manage any disruption or failure of our technology systems;
- Our ability to attract and retain qualified personnel;
- Changes in political and social conditions in India or in countries that we may enter, the monetary and interest rate policies of India and other countries, inflation, deflation, unanticipated turbulence in interest rates, equity prices or other rates or prices;
- The performance of the financial markets in India and globally;
- Any adverse outcome in the legal proceedings in which we are involved;
- Occurrences of natural disasters or calamities affecting the areas in which we have operations;
- Market fluctuations and industry dynamics beyond our control;
- Our ability to compete effectively, particularly in new markets and businesses;
- Changes in foreign exchange rates or other rates or prices;
- Inability to collect our dues and receivables from, or invoice our unbilled services to, our customers, our results of operations;
- Other factors beyond our control;
- Our ability to manage risks that arise from these factors;
- Conflict of interest with our Individual Promoter, Promoter Group and other related parties;
- Changes in domestic and foreign laws, regulations and taxes and changes in competition in our industry;
- Termination of customer contracts without cause and with little or no notice or penalty; and
- Inability to obtain, maintain or renew requisite statutory and regulatory permits and approvals and other applicable regulations, may adversely affect our business, financial condition, results of operations and prospects.

#### **SIGNIFICANT ACCOUNTING POLICIES**

The accounting policies have been applied consistently to the periods presented in the Financial Statements. For details of our significant accounting policies, please refer section titled “Financial Information” on page 86.

#### **CHANGE IN ACCOUNTING POLICIES IN PREVIOUS 3 YEARS**

Except as mentioned in chapter “*Financial Information*” on page 86, there has been no change in accounting policies in last 3 years.

#### **RESERVATIONS, QUALIFICATIONS AND ADVERSE REMARKS**

The Auditor has not given any reservation, qualification and adverse remarks on the financial statements of the Company. For details, see section titled “Financial Information” on page 86 of this Draft Letter of Offer.

### ***Principal components of our statement of profit and loss account Revenue***

The following descriptions set forth information with respect to the key components of the Consolidated Financial Statements.

#### **Total Revenue**

Our total revenue is divided into revenue from operations and other income. Revenue from operations consists revenue from sale of products.

#### **Expenses**

Our expenses primarily comprise of Finance Cost, Impairment of Financial Instrument, Employee Benefits Expense, Depreciation and amortization and other expenses.

##### *Finance Cost*

Finance cost comprises of Interest and Finance Cost on Leases.

##### *Employee Benefits Expense*

Employee benefit expense consists of salaries and wages.

##### *Depreciation and amortization*

Depreciation and amortization expense comprises of depreciation/amortization on property, plant and equipment and intangible assets.

##### *Other expenses*

Other expenses include expenses on audit fees, advertisement , Annual Maintenance expenses, Business Promotion, communication, Factory/office maintenance, insurance ,Job work charges, manpower charges (factory) ,Power and fuel , printing and stationary, Rates and taxes, GST Expenses, Rent, Clearing and forwarding expenses, Server maintenance charges, Penalty, Postage and courier, Vehicle Maintenance, Repairs and Maintenance, Enrolment expenses Services expenses, Security charges, Listing fees, CIRP Expenses, Travelling and conveyance and other expenses

#### ***Tax expenses***

Tax expense comprises of current tax and deferred tax. Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with applicable tax rates and the provisions of applicable tax laws. Deferred tax liability or asset is recognized based on the difference between taxable profit and book profit due to the effect of timing differences and treatment of expenses. Our deferred tax is measured based on the applicable tax rates and tax laws that have been enacted or substantively enacted as at the relevant balance sheet date.

## RESULTS OF OPERATIONS

### COMPARISON OF FY 2023 WITH FY 2022

The following discussion on results of operations should be read in conjunction with the Audited Financial Statements of our Company for financial year ended March 31, 2023 (Consolidated) and March 31, 2022 (Consolidated)

Particulars	March 31, 2023 (Consolidated)		March 31, 2022 (Consolidated)	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
<b>Income</b>				
Revenue from operations	5262.71	98.89	6556.18	99.80
Other Income	58.87	1.11	12.85	0.20
<b>Total Income</b>	<b>5321.58</b>	<b>100.00</b>	<b>6569.03</b>	<b>100.00</b>
<b>Expenses</b>				
Cost of material consumed	248.55	4.67	363.39	5.53
Changes in Inventories in finished goods , work-in progress and stock-in-trade	24.93	0.47	4.12	0.06
Employee Benefit Expenses	602.93	11.33	624.29	9.50
Finance Cost	2619.14	49.22	5238.27	79.74
Depreciation and amortization expense	417.80	7.85	426.99	6.50
Other Expenses	4191.38	78.76	5000.15	76.12
<b>Total Expenses</b>	<b>8104.73</b>	<b>152.30</b>	<b>11657.21</b>	<b>177.46</b>
Profit / (Loss) before exceptional items and Tax	<b>(2783.14)</b>	<b>(52.30)</b>	<b>(5088.18)</b>	<b>(77.46)</b>
Exceptional Items	45970.18	863.84	-	0.00
Profit /(Loss) before tax loss	43187.04	-	<b>(5088.18)</b>	<b>(77.46)</b>
		811.55		
<b>Tax Expense</b>				
Current Tax		-		-
Deferred Tax	(1946.61)	(36.58)	58.06	0.88
Prior Period Tax Adjustments		-		-
<b>Profit / (Loss) After Tax</b>	<b>41240.43</b>	<b>774.97</b>	<b>(5030.12)</b>	<b>(76.57)</b>
<b>Other Comprehensive Income/(Loss)</b>	<b>-</b>	<b>0-</b>	<b>1181.75</b>	<b>17.99</b>
<b>Total Comprehensive Income /(Loss)for the Year</b>	<b>41240.43</b>	<b>774.97</b>	<b>(3848.37)</b>	<b>(58.58)</b>
Earnings per Share (Basic) (in ₹)	13.54		(14.77)	
Earnings per Share (Diluted) (in ₹)	13.54		(14.77)	

### COMPARISON OF HISTORICAL RESULTS OF OPERATIONS FOR

## FINANCIAL YEAR 2023 COMPARED TO FINANCIAL YEAR 2022

### Revenue from operations

Revenue from Operations decreased by 19.73% from ₹6556.18 Lakhs in FY 2021-22 to ₹5262.71 Lakhs in FY 2022-23 due to decrease in sales from **Services division**.

### Other Income

Our other income increased by 46% from ₹12.85 Lakhs in FY 2021-22 to ₹58.87 Lakhs in FY 2022-23 due to increase in income from fixed deposits.

### Expenditure

Out total expenses decreased from ₹11657.21 lakhs for the financial year ended March 31, 2022 to ₹8104.73 lakhs for the financial year ended March 31, 2023 which was an decrease of ₹3552.48 lakhs or 30.47 % This was due to an decrease in cost of material consumed, Finance cost, Employee benefit expenses ,depreciation and amortization and other expenses .

### Cost of material consumed:

Our cost of material consumed has been decreased from ₹363.39 lakhs for the financial year ended March 31, 2022 to ₹ 248.55 lakhs for the financial year ended March 31, 2023 which was an decrease of ₹114.84 lakhs or 31.60 %. This was due to an decrease in revenue from operations which has direct effect of cost on material consumed.

### Employee Benefit Expenses

Employee benefits expense for the year ended March 31 2023 was ₹602.93 lakhs compared to ₹624.29 lakhs for the year ended March 31, 2022. This was an decrease of ₹21.36 lakhs or 3.42 % over the previous year. This was due to an decrease in Employee count which leads to decrease in salaries and associated costs.

### Finance Cost

Finance Cost decreased by ₹2619.13 lakhs or 49.98% from ₹5238.27 Lakhs in financial year FY 2021-22 to ₹2619.14 Lakhs in FY 2022-23 due to repayment of borrowing and interest as per NCLT Resolution plan which leads Less interest cost.

### Depreciation

Depreciation decreased by ₹9.19 lakhs or 2.15% from ₹ 417.80 lakhs to ₹426.99 Lakhs in FY 2022-23 due to disposal of assets which are outdated.

### Other Expenses

Our other expenses has decreased by ₹808.77 Lakhs or 16.19 % from ₹ 5000.15 Lakhs in financial year 2021-22 to ₹ 4191.38 Lakhs in FY 2022-23. Other expenses decreased in comparison to previous year due to decrease in Enrolment expenses, Rates and taxes, Penalty fees.

### Profit/(Loss) before Tax

The loss for the year ended March 31, 2023 was ₹ (2783.14) lakhs as compared to ₹ (5088.18) Lakhs for the year ended March 31, 2022, an decrease of ₹ 2305.04 lakhs or 45.30 %. This was due to an decrease in total expenses and a marginal decrease in total revenues.

### Exceptional Items

Our Exceptional items income for the year ended March 31, 2023 was ₹ 45970.18 Lakhs as compared to ₹ Nil lakhs for the year ended March 31, 2022. This was due to Resolution plan approved by the NCLT and accordingly company extinguished all the liabilities and assets and accounted as exceptional income in Profit and Loss account.

### Taxation

Our deferred tax expense for the year ended March 31, 2023 was ₹(1946.61) Lakhs as compared to ₹ 58.06 lakhs for the year ended March 31, 2022.

### Profit/Loss after Tax

As a result of the aforesaid, our Company made a income of ₹41240.43 lakhs for the year ended March 31, 2023 as compared to ₹ (5030.12) lakhs for the financial year ended March 31, 2022.

### NINE MONTH ENDED DECEMBER 31, 2023 COMPARED WITH NINE MONTH ENDED DECEMBER 31, 2022

Particulars	December 31, 2023 (Standalone)		December 31, 2022 (Consolidated)	
	₹ in Lakhs	% of total income	₹ in Lakhs	% of total income
<b>Income</b>				
Revenue from operations	3642.60	95.64%	4057.30	99.73%
Other Income	42.69	4.36%	20.66	0.27%
<b>Total Income</b>	<b>3685.29</b>	<b>100%</b>	<b>4077.96</b>	<b>100%</b>
<b>Expenses</b>				
Cost of material consumed	2,815.03	31%	3135.64	34%
Changes in Inventories in finished goods , work-in progress and stock-in-trade	-2.28	30%	2.96	33%
Employee Benefit Expenses	421.73	22%	439.10	24%
Finance Cost	-	6%	2,619.14	17%
Depreciation and amortization expense	40.54	1%	317.12	1%
Other Expenses	399.09	22%	270.19	25%
<b>Total Expenses</b>	<b>3674.11</b>	<b>111%</b>	<b>6784.14</b>	<b>133%</b>
Profit / (Loss) before exceptional items and Tax	<b>11.18</b>		<b>(2706.18)</b>	
Exceptional Items	43.49		-	
Profit /(Loss) before tax loss	(32.31)		(2706.19)	
<b>Tax Expense</b>				
Current Tax				
Deferred Tax	27.13		41.51	
Prior Period Tax Adjustments	-		-	
<b>Profit / (Loss) After Tax</b>	<b>(59.44)</b>		<b>(2747.69)</b>	
<b>Other Comprehensive Income/(Loss)</b>	-		<b>3688.47</b>	
<b>Total Comprehensive Income /(Loss)for the Year</b>	<b>(59.44)</b>		<b>940.78</b>	
Earnings per Share (Basic) (in ₹)	(0.02)		(0.90)	
Earnings per Share (Diluted) (in ₹)	(0.02)		(0.90)	

## CASH FLOWS

The following table sets forth certain information relating to our cash flows:

(₹ in Lakhs)

Particulars	March 31, 2023 (Consolidated)	March 31, 2022 (Consolidated)
Net Cash Flow generated from/ (used in) Operating Activities (A)	(406.54)	398.28
Net Cash Flow (used) in Investing Activities (B)	58.65	12.18
Net Cash Flow used in Financing Activities (C)	(225.37)	0.89
<b>Net increase / (Decrease) in Cash &amp; Cash Equivalents (A+B+C)</b>	<b>(573.26)</b>	<b>411.35</b>
Cash and cash equivalents at the beginning of the year/period	1532.74	1121.38
<b>Cash and cash equivalents at year/ period end</b>	<b>959.48</b>	<b>1532.74</b>

### *Cash generated / used from Operating Activities*

Net cash used from operating activities for the year ended March 31, 2023 was ₹ (406.54) lakhs as compared to the (loss) before tax of ₹ 43187.04 Lakhs for the same period. This difference is primarily on account of Depreciation, Exceptional items, Interest debited to P&L account, finance cost, trade and other receivables, trade payables and inventories and other Liabilities.

Net cash used in operating activities for the year ended March 31, 2022 was ₹398.28 lakhs as compared to the (loss) before tax of ₹(5088.18) Lakhs for the same period. This difference is primarily on account of Depreciation, Interest debited to P&L Account, finance cost, trade and other receivables, trade payables and inventories and other Liabilities.

Net cash used in operating activities for the year ended March 31, 2021 was ₹ 210.28 lakhs as compared to the (loss) of ₹ (5048.17) lakhs for the same period. This difference is primarily on account of Depreciation, Interest debited to P&L account, finance cost, trade and other receivables, trade payables and inventories and other Liabilities.

### *Net Cash used in Investing Activities*

Net cash used in investing activities for the year ended March 31, 2023 was ₹ 58.65 lakhs. This was on account of interest income from fixed deposits.

Net cash generated in investing activities for the year ended March 31, 2022 was ₹ 12.18 lakhs. This was due to interest income from fixed deposits.

Net cash used in investing activities for the year ended March 31, 2021 was ₹ 23.77 lakhs. This was due to interest income from fixed deposits.

### *Net Cash flow generated in Financing Activities*

Net cash flows used in financing activities for the year ended March 31, 2023 was ₹ (225.37) lakhs. This was on account of proceeds received for increase in share capital and premium and repayment of borrowings and interest.

Net cash flows used in financing activities for the year ended March 31, 2022 was ₹0.89 lakhs This was on account of increase in borrowings.

Net cash flows used in financing activities for the year ended March 31, 2020 was ₹ (2.94) lakhs. This was on account of increase in interest and increase in borrowings.

## **FINANCIAL INDEBTEDNESS**

The company has NIL / do not have any Financial Indebtedness as on February 29, 2024



## SECTION VI – LEGAL AND OTHER INFORMATION

### OUTSTANDING LITIGATION AND DEFAULTS

#### Brief Background:

The Hon'ble NCLT vide order dated March 10, 2022 (“**NCLT Order**”), approved the resolution plan dated January 12, 2023 submitted by Kinex India Private Limited (formerly known as Antanium India Private Limited) (“**Resolution Plan**”) under the provisions of the Insolvency and Bankruptcy Code, 2016 in relation to Bartronics India Limited (“Company/Corporate Debtor”). Clause 3.15 of the Resolution Plan provides for treatment of ongoing and new litigation as under:

“All inquiries, investigations, notices, causes of action, suits, claims, disputes, litigation, arbitration or other judicial, regulatory or administrative proceedings against the Company initiated by any Person, in relation to any claim/debt, whether forming part of admitted claims or not, present or future, in relation to any period prior to the NCLT Order which may have an adverse impact on the Corporate Debtor including its subsidiaries / affiliates / associates shall stand extinguished and accordingly, all such proceedings, inquiries, investigations, etc. shall be disposed of and all liabilities or obligations in relation thereto, whether or not set out in the balance sheets of the Company or the profit and loss account statements of the Company, will be deemed to have been written off in full and permanently extinguished by virtue of the order of the Adjudicating Authority approving this Resolution Plan and the Resolution Applicant shall at no point of time be, directly or indirectly, held responsible or liable in relation thereto.

By virtue of the order of the Adjudicating Authority approving this Resolution Plan, new inquiries, investigations, notices, suits, claims, disputes, litigation, arbitration or other judicial, regulatory or administrative proceedings will not be initiated or admitted if these relate to any period prior to the NCLT Order or arise on account of the acquisition of control by the Resolution Applicant over the Company pursuant to this Resolution Plan, against the Company or any of its employees or directors who are appointed or who remain in employment or directorship after the acquisition of control by the Resolution Applicant over the Company or pursuant to the implementation of the Resolution Plan. It is hereby clarified that the Company or the Resolution Applicant shall at no point of time be, directly or indirectly, held responsible or liable in relation thereto.”

Section 31(1) of the Insolvency and Bankruptcy Code, 2016 provides that, “if the Adjudicating Authority is satisfied that the resolution plan as approved by the committee of creditors under sub-section (4) of section 30 meets the requirements as referred to in sub-section (2) of section 30, it shall by order approve the resolution plan which shall be binding on the corporate debtor and its employees, members, creditors, (including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force, such as authorities to whom statutory dues are owed,) guarantors and other stakeholders involved in the resolution plan.

Additionally, Clause 15(ii) of the NCLT Order provides that “*all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan*”.

However, following are the cases which are reflected as “Pending” on respective e-court portals:

Subsequent to the NCLT Order, no new litigations have been filed against the Company. All the below litigations pending are prior to the approval of the Resolution Plan vide NCLT Order.

## I. LITIGATION INVOLVING COMPANY

### i. Litigation against Company

1. *Criminal Proceedings*

1

2. *Actions taken by Statutory/Regulatory Authorities*

3

3. *Tax Proceedings*

5

4. *Other Material Civil Litigations*

7

5. *Disciplinary action against Company by SEBI or any stock exchange in the last five Financial Years*

Nil

#### DETAILS OF THE CASES FILED AGAINST COMPANY:

### 1. CRIMINAL PROCEEDINGS

**a. S.E. Investments Limited (“S.E. Investments/Complainant Company”) Vs. M/s. Bartronics India Limited (“Company/Accused No. 1”) and others (AB Satyavas Reddy, Sudhir Rao, Raghavendra Rao Yanigalla A, Sri Panchapa Kesan Rajmadam Vaithianathan, Mohammad Yesaw Maldar, Subrahmanyam Appala – Accused No. 2 to 8) (CT - 628653 of 2016)**

S.E. Investments, a company incorporated under the Companies Act, 1956, engages in various financing activities, including corporate loan, term loan, auto loan, loan against property, SME trade and micro financing.

In the complaint filed by S.E. Investments (Complainant Company) against the Accused before The Chief Metropolitan Magistrate, South-East, Saket, Delhi, a loan was extended by S.E. Investments vide a loan agreement dated November 19, 2010 of INR 8,73,36,450 to our Company and Accused No. 2 to 8, erstwhile directors of our Company. In the complaint filed by the Complainant Company, it is stated that Accused No. 2 to 8 assured the Complainant Company that they will be responsible for day to day affairs/business of the Accused No. 1 and all the accused persons are responsible for the payment if any default is made by Accused No. 1. Subsequently, a cheque dated October 16, 2012 vide cheque no. 009226 was issued by our Company for an amount of INR 8,73,36,450 towards loan repayment and was dishonoured upon presentation. S.E. Investments, on October 26, 2012, issued a notice via email stipulating a 15 day period for the accused parties to settle the dishonoured cheque. As a result of non-payment within the specified period, S.E Investments initiated legal proceedings against our Company and others (AB Satyavas Reddy, Sudhir Rao, Raghavendra Rao Yanigalla A, Sri Panchapa Kesan Rajmadam Vaithianathan, Mohammad Yesaw Maldar, Subrahmanyam Appala) under section 138 of The Negotiable Instrument Act, 1881 before The Chief Metropolitan Magistrate, South-East, Saket, Delhi.

In the order copy of The Chief Metropolitan Magistrate, South-East, Saket, Delhi dated January 31, 2024, the Insolvency Resolution Professional (“**IRP**”) of the company, confirmed that the amount approved under the Resolution Plan has been disbursed by the Resolution Applicant of our Company to S.E Investments. The authorised representative of S.E Investments requested time to verify this information. In any case, as per the provisions contained in section 31 of The Insolvency and Bankruptcy Code, 2016, once the resolution plan has been approved by the Adjudicating Authority the same shall be binding on the corporate debtor and its employees, members, creditors, [including the Central Government, any State Government or any local authority to whom a debt in respect of the payment of dues arising under any law for the time being in force, such as authorities to whom statutory dues are owed] guarantors and other stakeholders involved in the resolution plan.

Further, the Hon’ble Court ordered the issuance of non-bailable warrants against Accused No. 2 to 8 (on filing of PF within 2 weeks from date of order) through the concerned station house officer, returnable on April 10, 2024.

## **2. ACTIONS TAKEN BY STATUTORY/REGULATORY AUTHORITIES**

### **a. Adjudicating Proceedings under FEMA, 1999 in SCN No. T-4/SRO/SDE/HYZO/08/2022 dated March 15, 2022 – Fixing of personal hearing.**

The Assistant Director, Directorate of Enforcement lodged a complaint under section 16(3) of the Foreign Exchange Management Act, 1999 (“**FEMA**”) bearing No.T-3/22/HZO/2014 dated March 8, 2022, before Special Director of Enforcement Directorate, Southern Region (“**Adjudicating Authority**”) against our Company, A.B. Satyavas Reddy, Sudhir Sundar Rao, K. Udai Sagar (former directors of our Company) (“**Noticees**”) for contraventions of various provisions of FEMA,1999, regulations framed thereunder and directions issued by Reserve Bank of India. Pursuant to the complaint a show cause notice has been issued to the Noticees on March 15, 2022. The complaint alleges that our Company was involved in fraudulent trade transactions initiated by a Singapore based entity.

Following the complaint dated March 8, 2022, the Adjudicating Authority issued a show cause notice dated March 15, 2022, against the Noticees for contraventions under FEMA. It was further observed in the show cause notice that the other noticees (Sri AB Satyavas Reddy, Sri Sudhir Sundar Rao, Sri K.Udai Sagar) were the persons responsible for the conduct of business of our Company during the relevant period of alleged contraventions.

Vide letter F.No.T-4/SRO/SDE/HYZO/08/2022 dated March 14, 2024, the Adjudicating Officer fixed the date for personal hearing of the noticees on June 24,2024.

However, by virtue of the Hon’ble NCLT order dated March 10, 2022, all inquiries, investigations, notices as against our Company shall stand extinguished.

### **b. Waiver of penalty imposed with respect to Non/delay compliances with various regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The National Stock Exchange vide email dated October 17, 2023 informed our company that a fine amount of Rs. 46,06,720/- (Forty six lakh six thousand and seven hundred and twenty only) has been imposed on our company for non-compliance of various regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Company furnished a reply seeking waiver of the fine and further submitted that our company was

admitted to CIRP vide order dated December 2, 2019. Subsequently, the resolution plan submitted by Kinex India Private Limited (“**Successful Resolution Applicant**”) was approved by NCLT vide order dated March 10, 2022 (“**NCLT Approval Date**”). After completion of the implementation of all covenants of the resolution plan, our company was handed over to the Successful Resolution Applicant on March 28, 2023 (“**Handover Date**”). The Resolution plan provides that during the period from NCLT Approval Date to the Handover Date, the Resolution Professional shall be appointed and act as Monitoring Agent to run our company as a going concern, to oversee all activities of our company and to take all necessary corporate actions required to implement the plan. Non-compliances pertain to the period during which the Resolution Professional was in charge of the affairs of our company. Post Handover Date, the present management has duly complied with all the applicable regulations effective from the Handover date. These facts were represented to the respective authorities and the application for waiver of fine is under consideration.

**c. Waiver of penalty imposed with respect to Non/delay compliances with various regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

The Bombay Stock Exchange vide email dated October 12, 2023 informed our company that a fine amount of 30,21,968/- (Thirty lakh twenty one thousand and Nine hundred and Sixty Eight only) has been imposed on our company for non-compliance of various regulations under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Our Company furnished a reply seeking waiver of the fine and further submitted that our company was admitted to CIRP vide order dated December 2, 2019. Subsequently, the resolution plan submitted by Kinex India Private Limited (“**Successful Resolution Applicant**”) was approved by NCLT vide order dated March 10, 2022 (“**NCLT Approval Date**”). After completion of the implementation of all covenants of the resolution plan, our company was handed over to the Successful Resolution Applicant on March 28, 2023 (“**Handover date**”). The Resolution plan provides that during the period from NCLT Approval Date to the Handover Date, the Resolution Professional shall be appointed and act as Monitoring Agent to run our company as a going concern, to oversee all activities of our company and to take all necessary corporate actions required to implement the plan. Non-compliances pertain to the period during which the Resolution Professional was in charge of the affairs of our company. Post Handover date, the present management has duly complied with all the applicable regulations effective from the Handover Date. These facts were represented to the respective authorities and the application for waiver of fine is under consideration.

## **TAX PROCEEDINGS**

**a. The Principal Commissioner of Income Tax Vs. Bartronics India Limited (“Company”) (ITTA/517/2018)**

This Income Tax Tribunal Appeal is filed by the Principal Commissioner of Income Tax before The Hon’ble High Court of Telangana, challenging the decision dated May 4, 2018, in ITA No. 1732/Hyd/2012 passed by the Income Tax Appellate Tribunal (“**ITAT**”), Hyderabad Benches “B”, Hyderabad.

An appeal in ITA No. 1732/Hyd/2012 was filed by our Company (“**assessee**”) against the rulings of assessing officer (“**Appeal in ITA**”). Our Company had two subsidiaries located in USA as Bartronics America Inc., USA (“**BAI**”) and the other in Singapore as Bartronics Asia Pte. Ltd., Singapore (“**BAPL**”). Due to international transactions concerning these subsidiaries abroad, the matter was referred to transfer pricing officer (“**TPO**”). The issue under the transfer pricing

provisions is with reference to the advances which assessee had funded to its subsidiaries and raising FCCB Bonds. The TPO recommended to charge interest on the advances to subsidiaries, citing the issuance of FCCBs at an interest coupon rate. The assessee objected before the dispute resolution panel (“DRP”), arguing that the FCCBs were issued for the expansion of BAI and BAPL, and the interest rate imposed by TPO was higher than the market rate. For the reasons stated in the Appeal in ITA, ITAT concluded that no adjustments were necessary, thereby granting relief to the assessee.

In the Appeal in ITA, certain deductions made by the assessee in the Income Tax returns were disallowed by the assessing officer. The ITAT deemed it necessary for the assessing officer to re-evaluate the matter. Consequently, the appeal for the AY 2008-09 was considered allowed for statistical purposes, and the appeals in the remaining assessment years were granted.

Aggrieved by the order of ITAT, Principal Commissioner of Income Tax preferred an appeal before The High Court of Telangana to call for the records relating to ITA No 1732/Hyd/2012 dated May4, 2018 for the assessment year 2008-09 on the file of the ITAT Hyderabad Bench B and set aside the same to the aforesaid extent. According to the case status on the High Court portal, the case status is pending, the purpose is Adjourned, next date of hearing is not available.

Further, Clause 15(ii) of the NCLT Order provides that “*all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan*”.

**b. The Principal Commissioner of Income Tax Vs. Bartronics India Limited (“Company”) (ITTA/516/2018)**

This Income Tax Tribunal Appeal is filed by the Principal Commissioner of Income Tax before The Hon’ble High Court of Telangana challenging the decision dated May 4, 2018, in ITA No. 521/Hyd/2016 passed by the Income Tax Appellate Tribunal (“ITAT”).

An appeal in ITA No. 521/Hyd/2016 was filed by our Company (“assessee”) against the rulings of assessing officer (“Appeal in ITA”) pertaining to the AY 2011-12. Our Company had two subsidiaries located in USA as Bartronics America Inc., USA (“BAI”) and the other in Singapore as Bartronics Asia Pte. Ltd., Singapore (“BAPL”). Due to international transactions concerning these subsidiaries abroad, the matter was referred to transfer pricing officer (“TPO”). The issue under the transfer pricing provisions is with reference to the advances which assessee had funded to its subsidiaries and raising FCCB Bonds. The TPO recommended to charge interest on the advances to subsidiaries, citing the issuance of FCCBs at an interest coupon rate. The assessee objected before the dispute resolution panel (“DRP”), arguing that the FCCBs were issued for the expansion of BAI and BAPL, and the interest rate imposed by TPO was higher than the market rate.

In the common order dated May 4, 2018, pertaining to the AY 2011-12, the ITAT has held that in the three assessment years of 2009-10, 2010-11 and 2011-12, the issue is one that of interest levy on advances made to sister concern, The TPO estimated the interest at BB Bond rate whereas the DRP has directed the TPO to make adjustment at LIBOR+2% and AO has made the following additions:

AY.	AO made the adjustment of Rs.
2009-10.	36,97,81,035
2010-11	11,83,41,255
2011-12	39,08,80,670

For the reasons stated in the Appeal in ITA, ITAT concluded that no adjustments were necessary, thereby granting relief to the assessee.

Aggrieved by the order of ITAT, the Principal Commissioner of Income Tax preferred an appeal before The Hon'ble High Court of Telangana, to call for the records relating to ITA No 521/Hyd/2016 dated May 4, 2018 for the assessment year 2011-12 on the file of the ITAT Hyderabad Bench B and set aside the same to the aforesaid extent.

As per the available case status sheet on the High Court portal, the case is currently pending, with the purpose listed as "adjourned". The next date of hearing is unavailable.

Further, Clause 15(ii) of the NCLT Order provides that *"all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan"*.

**c. The Principal Commissioner of Income Tax I Vs. Bartronics India Limited ("Company") (ITTA/518/2018)**

This Income Tax Tribunal Appeal is filed by the Principal Commissioner of Income Tax before The Hon'ble High Court of Telangana challenging the decision dated May 4, 2018 in ITA No. 520/Hyd/2016 passed by the Income Tax Appellate Tribunal("ITAT").

An appeal in ITA No. 520/Hyd/2016 was filed by our Company ("assessee") against the rulings of assessing officer ("**Appeal in ITA**") pertaining to the Assessment Year 2009-10. Our Company had two subsidiaries located in USA as Bartronics America Inc., USA ("**BAI**") and the other in Singapore as Bartronics Asia Pte. Ltd., Singapore ("**BAPL**"). Due to international transactions concerning these subsidiaries abroad, the matter was referred to transfer pricing officer ("**TPO**"). The issue under the transfer pricing provisions is with reference to the advances which assessee had funded to its subsidiaries and raising FCCB Bonds. The TPO recommended to charge interest on the advances to subsidiaries, citing the issuance of FCCBs at an interest coupon rate. The assessee objected before the dispute resolution panel ("**DRP**"), arguing that the FCCBs were issued for the expansion of BAI and BAPL, and the interest rate imposed by TPO was higher than the market rate.

In the common order dated May 4, 2018, pertaining to the AY 2011-12, the ITAT has held that In the three assessment years of 2009-10, 2010-11 and 2011-12, the issue is one that of interest levy on advances made to sister concern, The TPO estimated the interest at BB Bond rate whereas the DRP has directed the TPO to make adjustment at LIBOR+2% and AO has made the following additions:

AY.	AO made the adjustment of Rs.
2009-10.	36,97,81,035
2010-11	11,83,41,255
2011-12	39,08,80,670

The Hon'ble ITA held that no adjustment is required and accordingly Assessee's grounds in these years are allowed. The Hon'ble Adjudicating Authority held that appeal of assessee (our Company) for the AY. 2008-09 is considered allowed for statistical purposes and appeals in the remaining assessment years are allowed.

Aggrieved by the order of ITAT, Principal Commissioner of Income Tax preferred an appeal before The High Court of Telangana u/s 260A of the Income Tax Act,1961. As per the available case status on the High Court portal, the case is currently pending, with the purpose listed as "adjourned". The next date of hearing is unavailable.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**d. The Principal Commissioner of Income Tax I Vs. Bartronics India Limited (“Company”) (ITTA/515/2018)**

This Income Tax Tribunal Appeal is filed by the Principal Commissioner of Income Tax before The Hon’ble High Court of Telangana challenging the decision dated May 4, 2018 in ITA No. 383/Hyd/15 passed by the Income Tax Appellate Tribunal(“ITAT”).

An appeal in ITA No. 383/Hyd/15, was filed by our Company (“assessee”) against the rulings of assessing officer (“**Appeal in ITA**”) pertaining to the Assessment Year 2010-11. Our Company had two subsidiaries located in USA as Bartronics America Inc., USA (“**BAI**”) and the other in Singapore as Bartronics Asia Pte. Ltd., Singapore (“**BAPL**”). Due to international transactions concerning these subsidiaries abroad, the matter was referred to transfer pricing officer (“**TPO**”). The issue under the transfer pricing provisions is with reference to the advances which assessee had funded to its subsidiaries and raising FCCB Bonds. The TPO recommended to charge interest on the advances to subsidiaries, citing the issuance of FCCBs at an interest coupon rate. The assessee objected before the dispute resolution panel (“**DRP**”), arguing that the FCCBs were issued for the expansion of BAI and BAPL, and the interest rate imposed by TPO was higher than the market rate. In the common order dated May 4, 2018, pertaining to the AY 2010-11, the ITAT has held that in the three assessment years of 2009-10, 2010-11 and 2011-12, the issue is one that of interest levy on advances made to sister concern, The TPO estimated the interest at BB Bond rate whereas the DRP has directed the TPO to make adjustment at LIBOR+2% and AO has made the following additions:

AY.	AO made the adjustment of Rs.
2009-10.	36,97,81,035
2010-11	11,83,41,255
2011-12	39,08,80,670

The Hon’ble ITA held that no adjustment is required and accordingly assessee’s grounds in these years are allowed. The Hon’ble Adjudicating Authority held that appeal of assessee (our company) for the AY. 2008-09 is considered allowed for statistical purposes and appeals in the remaining assessment years are allowed.

Aggrieved by the order of ITAT, Principal Commissioner of Income Tax preferred an appeal before The High Court of Telangana u/s 260A of the Income Tax Act,1961. As per the available case status sheet on the High Court portal, the case is currently pending, with the purpose listed as "adjourned". The next date of hearing is unavailable.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**e. Director of Income Tax, Hyderabad Vs. M/s. Bartronics India Limited (“Company”) Hyderabad (ITTA 117/2017)**

This Income Tax Tribunal Appeal is filed by the Director of Income Tax before The Hon’ble High Court of Telangana challenging the decision dated January 27, 2014, in ITA No. 918/Hyd/2010 dated passed by the Income Tax Appellate Tribunal (“ITAT”) Hyderabad Bench A.

A survey u/s 133A was conducted on February 11, 2009, in the business premises of our Company by the Department to verify if the TDS payments were made by our Company. It was noticed by the assessing officer (“AO”) that an amount of USD 2,00,57,969 (INR 97,41,67,421/-) and USD 19,82,454 (INR 9,67,88,361/-) had been accounted as payable/paid to Gamma Machinery and Equipments PTE Ltd., Singapore (“GAMMA”) and Intra Asia Trading Pte Ltd., Singapore (“Intra”) for the purpose of complete source code for contact/contact less smart cards operating systems for transport application, conforming to National Informatics Centre, Govt of India standards with Intellectual Property Rights along with necessary development, testing, soft and hard masking process instructions and user documentation for various companies IC Modules/Micro controller range of various EEPROM sizes. The ADIT, after ascertaining the details, finally concluded that the above amounts payable/paid by our Company is liable for TDS u/s 195 of the IT Act and accordingly worked out the liability u/s 201(1) and interest u/s 201(1A).

Aggrieved by the decision, our Company preferred an appeal before the Commissioner of Income Tax-Appeals (“CIT(A)”). The CIT(A) held that since our Company has brought a readymade off the shelf computer programme which does not grant any right to utilize the copy right of the computer programme, the payments made by our company cannot be held as ‘royalties’ coming into the ambit of article 12 of DTAA of ‘fee for technical services’ u/s 9(1)(vii) of the IT Act and accordingly no tax need to be deducted u/s 195 of the IT Act.

Aggrieved, the revenue preferred an appeal before the ITAT, Hyderabad bench A in ITA no. 918/Hyd/2010. The Hon’ble Adjudicating Authority upheld the order of CIT(A) vide order dated January 1, 2014. Aggrieved by the order of the Hon’ble ITAT, the Director of Income Tax preferred this appeal before the High Court of Telangana. According to the case status details on the High Court portal, the case status is pending, the purpose is Adjourned, next date of hearing is not available last hearing date was on July 16, 2021.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**3. OTHER MATERIAL LITIGATION**

**a. IDBI Bank Ltd. Vs. M/s Bartronics India Limited (“Company”) & 10 Ors. (DRC No. 245 of 2020 in O.A.1195 of 2013)**

IDBI has filed O.A. 1195 of 2013 against our Company and others (R. Satish Reddy, A. B. Satyavas Reddy, **Bank of Baroda, HSBC Bank, Indian Bank, Andhra Bank, Export Import Bank of India, Standard Chartered Bank, Bank of India and Axis Bank Limited**) in DRT - 1 Hyderabad. The said O.A. was subsequently allowed by the Hon’ble Tribunal for INR 52,67,63,682.84/- (Rupees Fifty Two Crores Sixty Seven Lakhs Sixty Three Thousand Six Hundred Eighty Two Only) vide order dated February 1, 2019. Pursuant to the orders passed by DRT-1, Hyderabad, a demand notice, RC/245/2020 under section 25 to 28 of the Recovery of Debts Due to Bank and Financial Institutions Act, 1993 and Rule 2 of second Schedule to The Income Tax Act, 1961 was issued to our Company, A.B. Satyavas Reddy and R.Satish Reddy notifying that an amount of Rs. 52,67,63,682.84 along with pendentlite and future interest at the rate of 12% simple interest yearly w.e.f. October 20, 2013 till



realization and costs of INR 2,42,000 (Rupees Two Lakh Forty Two Thousand Only) has become due against our Company, R.Satish Reddy and A.B. Satyavas Reddy jointly and severally.

According to the case status on the DRT portal, RC/245/2020 is pending and the next date of hearing is April 2, 2024. The purpose of the case is “Demand Notice”.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**b. Asset Reconstruction Company India Limited Vs. M/s Bartronics India Limited (“Company”) and others (O.A. 909 of 2018)**

A civil recovery case was filed by Asset Reconstruction Company India Limited against our Company and others (Sudhir Rao, AB Satyavas Reddy, R. Satish Reddy, Indian Bank, The Hong Kong & Shanghai) before the Court of Presiding Officer, Debts Recovery Tribunal, Hyderabad (DRT-2). According to daily orders dated August 2, 2023, it is noted that the counsel for our Company filed a memo enclosing order of NCLT dated May 2, 2023, indicating the successful implementation of the resolution plan and subsequent handover to the SRA.

According to the case status on the DRT portal, the next date of hearing is April 25, 2024, and the stage of the case is “Attachment of Immovable Property”.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**c. Life Insurance Corporation of India Vs. M/s. Bartronics India Limited (“Company”) & Ors. (I.A. 15/2023 in T.A.1563 of 2016 [Old No.224 of 2012])**

A civil recovery case was filed by Life Insurance Corporation (“LIC”) against our Company and others (A B S Reddy, T. Venkateshwara Rao, Sudhir Rao, R. Satish Reddy, Bank of Baroda, HSBC, Indian Bank, Andhra Bank, Bank of India, Axis Bank Ltd, Hewlett Packard Financial Services (India) Ltd, Barclays Bank PLC, IDBI Bank Ltd, Export Import Bank of India) before the Court of Presiding Officer, Debts Recovery Tribunal, Mumbai (DRT-1). According to daily order dated January 15, 2024, the matter is listed on April 24, 2024, for hearing.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**d. Andhra Bank Vs. M/s. Bartronics India Limited (“Company”) & Ors. (RC No. 338 of 2019 in O.A. 797 of 2012)**

A civil recovery case was filed by Andhra Bank against our Company and others (A.B. Satyavas Reddy, R. Satish Reddy, Bank of Baroda, IDBI Bank Limited, Barclays Bank PLC, EXIM Bank, Bank of India, Indian Bank, HSBC) (“Respondents”) which was subsequently disposed on December 15, 2018. Pursuant to the orders passed by DRT-1, Hyderabad, a demand notice RC/338/2019 under section 25 to 28 of the Recovery of Debts

Due to Bank and Financial Institutions Act, 1993 and Rule 2 of second schedule to The Income Tax Act, 1961 was issued to our Company and other Respondents notifying that **an amount of Rs. 169,48,69,844.31/- (Rupees One Sixty Nine Crores Forty Eight Lakhs Sixty Nine Thousand Eight Hundred Forty Four and Paise Thirty One only) along with pendentlite and future interest at the rate of 12% till realization has become due against the Respondents. According to the case status on the DRT portal, RC/338/2019 is pending and the purpose is ‘No security’. Next date of hearing is April 22, 2024.**

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**e. Tata Teleservices (Maharashtra) Ltd. Vs. Bartronics India Limited & Ors. (Short Cause Civil Suit No.531 of 2017)**

A civil suit has been filed by Tata Teleservices (Maharashtra) Ltd. against our Company and others (Avula Balliahgari Satyavas Reddy, Prakash Ramaiah Chintamaneni, Avutala Syamala Reddy, Udai Sagar Kanukolanu, Geetha vavelakolanu) under section 9 of the Bombay Tenancy and Agricultural Land (Vidarbha Region and Kutch Area) Act, 1948 before Additional Sessions Judge, City Civil Court, Mumbai. As per the court order dated February 13, 2024, the advocate for plaintiff submitted that the plaintiff is going to withdraw the suit and sought time for that. As per the case status, the matter is adjourned to June 10,2024 and the purpose is “For Taking Steps”.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**f. B. Ravi Kumar (“Petitioner”) Vs. The Authority appointed under section 48(3) of the Telangana State Shops and Establishment Act, 1988 & the Deputy Commissioner of Labour, Ranga Reddy District (“Respondent No. 1”) & Bartronics India Limited, represented by its managing director (“Company/Respondent No. 2”) (W.P. No. 4410 of 2020)**

In the writ petition dated February 24, 2020, filed by B. Ravi Kumar, (“**Petitioner**”) it is alleged that our Company extended an offer letter cum appointment letter dated November 26, 2010, which was duly accepted by the Petitioner. The Petitioner commenced employment on November 29, 2010, and worked until December 27, 2010. The Petitioner in the writ petition further alleges that our Company did not allowed him to continue working and forced him to resign on January 6, 2011. According to the Petitioner, our Company neither terminated his services nor paid wages, nor accepted his resignation. The Petitioner also alleged that our Company did not issue service certificate to him.

In the writ petition, the Petitioner states that he approached the Authority appointed under section 48(1) of the Telangana State Shops and Establishment Act, 1988 in S.E.No.2 of 2019, seeking reinstatement with back wages. The petition was dismissed on the grounds that employees less than 6 months of continuous service are not covered under section 48(1) of the Telangana State Shops and Establishment Act, 1988. Additionally, the Petitioner’s application was not considered due to the short duration of employment, and the considerable delay of 2993 days in filing the claim was not adequately explained. The claim for wages from December 1, 2010, to the present date was also dismissed.

Aggrieved by the Order in S.E.No. 2 of 2019, the Petitioner appealed to the Authority appointed under Section 48(3) of the Telangana State Shops and Establishment Act, 1988 in S.A.NO. 2 of 2019, which was subsequently dismissed.

The petitioner filed the present Writ Petition praying the Hon'ble High Court to issue writ, order or direction more particularly a writ in the nature of Certiorari calling for records relating to order in S.A.No. 2 of 2019 dated January 30,2019 on the file of the Appellate Authority under section 48(3) of the Telangana Shops and Establishments Act,1988 and to quash the same and pass such other order or orders as the Hon'ble Court may deem fit.

As per the case details on the High Court Portal, the matter is still pending, with the last listing date recorded on November 15, 2023. Further, an implead petition in I.A. 1/2023 is filed by the Petitioner, requesting the inclusion of the Resolution Applicant as a party respondent no.3 in the proceedings.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**g. B. Ravi Kumar (“Petitioner”) Vs. The Authority appointed under Section 53 of the Telangana State Shops and Establishment Act, 1988 & the Deputy Commissioner of Labour, Ranga Reddy District (“Respondent No. 1”) & Bartronics India Limited, represented by its managing director (“Company/Respondent No. 2”) (W.P.No. 4343 of 2020)**

In the writ petition dated February 24, 2020, filed by B. Ravi Kumar, (“ **Petitioner**”), it is alleged that our Company extended an offer letter cum appointment letter dated November 26, 2010, which was duly accepted by the Petitioner. The Petitioner commenced employment on November 29, 2010, and worked until December 27, 2010. The Petitioner in the writ petition alleges that our Company did not allow him to continue working and forced him to resign on January 6, 2011. He further alleges that our Company neither terminated his services nor paid wages, nor accepted his resignation. The Petitioner also alleged that our Company did not issue service certificate to him.

In the writ petition, the Petitioner states that he approached the Authority appointed under section 50 of the Telangana State Shops and Establishment Act, 1988 in S.E.No.03 of 2019, seeking wages from December 1, 2010 till date at present value basis, which was dismissed stating that the assumed wages on the basis of no termination letter is not maintainable. The claim for reinstatement with back wages was also dismissed.

Aggrieved by the order in S.E.No.3 of 2019, the petitioner approached the Authority appointed under section 48(3) of the T.S.Shops and Establishment Act, 1988, which was subsequently dismissed on the grounds that the learned authority will not get jurisdiction unless, the question of whether the employee performed work or not or if he was prevented from doing so, was determined. With regard to condonation of delay in filing the application before the lower authority, the Authority held that the lower authority cannot exercise functional jurisdiction in hearing application SE No.3 of 2019, the issue of deciding the delay caused in filing the application becomes irrelevant and needs no order.

Challenging the order passed by Respondent No. 1 in S.A.No.3 of 2019 dated January 30, 2019, the Petitioner filed the current writ petition dated February 24, 2020, with a prayer that the Hon'ble High Court maybe pleased to issue writ, order or direction more particularly a writ in the nature of

certiorari calling for records relating to the order in S.A.No. 1 of 2019 dated January 30, 2019 on the file of the Appellate Authority under section 53 of the Telangana State Shops and Establishment Act, 1988 and to quash the same and also requested to suspend the order in S.A. 1 of 2019, pending disposal of the above write petition and pass such other order or orders as the Hon'ble High Court may deem fit.

As per the case details on the High Court portal, the matter is still pending, with the last listing date recorded on November 15, 2023. Further, an implead petition in I.A. 1/2023 is filed by the Petitioner, requesting the inclusion of the Resolution Applicant as a party respondent no.3 in the proceedings.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

***As all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of the NCLT Order are extinguished on the approval of the Resolution Plan, there are no proceedings involving the Company which involve an amount exceeding the Materiality Threshold or are otherwise material in terms of the Related Party Transactions Policy, and other pending matters which, if they result in an adverse outcome would materially and adversely affect the operations or the financial position of the Company.***

## **II. Litigation by Company**

### **1. Criminal Proceedings**

Nil

### **2. Actions taken by Statutory/Regulatory Authorities**

Nil

### **3. Tax Proceedings**

4

### **4. Other Material Litigations**

Nil

### **5. Disciplinary action against Company by SEBI or any stock exchange in the last five Financial Years**

Nil

## **DETAILS OF THE CASES FILED BY COMPANY:**

### **3. TAX PROCEEDINGS**

#### **a. CIT(A), Hyderabad-1/10522/2018-19**

Our Company preferred an appeal before The Commissioner of Income Tax, Appeal, CIT(A), Hyderabad-11 against the order under section 143(3) r.w.s. 254 of the Income tax Act, 1961 (“**IT Act, 1961**”) passed by Circle 1(2), Hyderabad on December 31, 2018, for the Assessment Year 2012-13. On April 18, 2023, our Company was issued a notice under section 250 of the Income Tax Act, 1961 to furnish ground-wise written submission along with supporting documentary evidences to support the grounds of Appeal. In response to the notice, our Company furnished a reply dated April 24, 2023, along with the Resolution plan and the NCLT order dated March 10, 2022, approving

resolution plan (“**Approval Order**”). Our Company submitted in the reply that pursuant to the Approval order and provisions of the statute, the Order u/s 143(3) r.w.s. 254 (against which present appeal is pending) shall abate, hence, the same be deleted in total.

Further it was requested that any consequential demand arising out of the said order also be deleted totally. As per Notice under section 250 of the Income Tax Act, 1961 dated March 1, 2024, our Company is required to furnish ground-wise written submissions along with supporting documents on or before March 12, 2024. Our Company furnished its response to the said notice on March 12, 2024 enclosing copies of NCLT Approval order dated March 10, 2022 and the Resolution plan approved by the CoC.

Further, Clause 15(ii) of the NCLT Order provides that “*all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan*”.

**b. CIT(A), Hyderabad-I/10163/2017-18**

Our Company preferred an appeal against the order under section 154 of the Income tax Act, 1961 (“**IT Act, 1961**”) passed by Circle 1 (2), Hyderabad on October 30, 2017, for the Assessment Year 2014-15 before the Office of The Commissioner of Income Tax, Appeal CIT (A), Hyderabad-11. On April 17, 2023, our Company received a notice under section 250 of The IT Act, 1961 to furnish ground-wise written submissions along with supporting documentary evidences. Our Company furnished a reply dated April 24, 2023 along with the Resolution plan and the NCLT order dated March 10, 2022 approving resolution plan (“**Approval Order**”).

Our Company submitted in the reply that pursuant to the Approval order and provisions of the statute, the Order u/s 154 (against which present appeal is pending) shall abate, hence, the same be deleted in total. Further it was requested that any consequential demand arising out of the said order also be deleted totally. A Notice under section 250 of the Income Tax Act, 1961 dated March 1, 2024 was issued to our company to furnish ground-wise written submissions along with supporting documents on or before March 12, 2024. Our Company furnished its response to the said notice on March 12, 2024 submitting that in light of the provisions of statute and the various judicial decisions, the order u/s 154 (against which present appeal is pending) shall abate, hence, the same be deleted in total. It is also requested that any consequential demand arising out of the said order also be deleted totally.

Further, Clause 15(ii) of the NCLT Order provides that “*all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan*”.

**c. CIT(A), Hyderabad-I/10017/2018-19**

Our Company preferred an appeal against the order under section 271AA of the the Income tax Act, 1961 (“**IT Act, 1961**”) passed by Circle 1(2), Hyderabad on April 27, 2018 for the Assessment Year 2013-14 before The Commissioner of Income Tax, Appeal, CIT(A), Hyderabad -11. Vide notice under section 250 of the IT Act, 1961, dated April 17, 2024, our Company was required to furnish ground-wise written submission along with supporting documentary evidences. Our Company furnished a reply dated April 24, 2023 along with the Resolution plan and the NCLT order dated March 10, 2022 approving resolution plan (“**Approval Order**”).

Our Company submitted in the reply that pursuant to the Approval order and provisions of the statute, the Order u/s 271AA (against which present appeal is pending) shall abate, hence, the same be deleted in total. Further it was requested that any consequential demand arising out of the said order also be deleted totally. A Notice under section 250 of the Income Tax Act, 1961 dated March 1, 2024 was issued to our company to furnish ground-wise written submissions along with supporting documents on or before March 12, 2024. Our Company submitted response to the said notice on March 12, 2024 stating that that pursuant to the Approval order and provisions of the statute, the Order u/s 271AA (against which present appeal is pending) shall abate, hence, the same be deleted in total. Further it was requested that any consequential demand arising out of the said order also be deleted totally.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

**d. CIT(A), Hyderabad-I/10518/2018-19**

Our Company preferred an Appeal against the order under section 143(3) r.w.s. 263 of the Income tax Act, 1961 (**“IT Act, 1961”**) dated December 31, 2018 for the AY 2009-10 before The Commissioner of Income Tax, Appeal. Vide notice under section of 250 of The IT Act, 1961, dated April 18, 2023, our Company was required to furnish ground-wise written submission along with supporting documentary evidences. Our Company furnished a reply dated April 25, 2023, along with the Resolution Plan and the NCLT Order dated March 10, 2022 approving Resolution Plan (**“Approval Order”**), and stated that as per section 31 of the Insolvency and Bankruptcy Code (**“IBC”**), *after the approval of the resolution plan as a part of CIRP, all claims that come into light de facto stand extinguished*. Our Company in its reply also submitted that Para 3.3.5 of the Resolution Plan mentions that all claim, whether disputed or undisputed, final or contingent, the amount payable under section 30 (2) (b) of IBC is Nil.

Further, it is submitted that pursuant to the Approval Order and provisions of the statute, the Order u/s 143(3) r.w.s. 263 (against which present appeal is pending) shall abate, hence, the same be deleted in total. Further it was requested that any consequential demand arising out of the said order also be deleted totally. A Notice under section 250 of the Income Tax Act, 1961 dated March 1, 2024 was issued to our Company to furnish ground-wise written submissions along with supporting documents on or before March 12, 2024. Our Company furnished its response to the said notice on March 12, 2024 submitting that in light of the provisions of statute and the various judicial decisions, the order u/s 143(3) r.w.s 263 (against which present appeal is pending) shall abate, hence, the same be deleted in total. It was further requested that any consequential demand arising out of the said order also be deleted totally.

Further, Clause 15(ii) of the NCLT Order provides that *“all crystallised liabilities and unclaimed liabilities of the Corporate Debtor as on the date of this order shall stand extinguished on the approval of the Resolution Plan”*.

## **II. LITIGATION INVOLVING PROMOTERS / PROMOTER GROUP: NIL**

### **1. Cases filed against Promoters / Promoter Group**

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings*

Nil

4. *Other Material Litigations*

Nil

5. *Disciplinary action against Company by SEBI or any stock exchange in the last five Financial Years*

Nil

### **2. Cases filed by Promoters / Promoter Group**

1. *Criminal Proceedings*

Nil

2. *Other Material Litigations*

Nil

## **III. LITIGATION INVOLVING DIRECTORS (Excludes Promoter Directors)**

### **1. Cases filed against Directors**

Except for the proceedings disclosed under the head Company and who are the directors authorized on behalf of the Company, there are no cases filed against any of other Directors.

1. *Criminal Proceedings*

Nil

2. *Actions taken by Statutory/Regulatory Authorities*

Nil

3. *Tax Proceedings:*

Nil

4. *Other Material Litigations*

Nil

5. *Disciplinary action against Directors by SEBI or any stock exchange in the last five Financial Years*

Nil

## **2. Cases filed by Directors**

1. *Criminal Proceedings*  
Nil
2. *Other Material Litigations*  
Nil

## **IV. LITIGATION INVOLVING SUBSIDIARIES**

We have filed a disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and informed the BSE Limited and the National Stock Exchange of India Limited vide letter dated January 24, 2024, that the Company was under Corporate Insolvency and Resolution Process (“CIRP”) during the financial year 2022-23, and the Company was handed over to the new management, Resolution Applicant and pursuant to Clause 3.6 of the Resolution Plan, the Company has written off investments in all subsidiaries (Bartronics Asia Pte. Ltd. and Bartronics Middle East FZE Hong Kong Ltd, Veneta Holdings Ltd, and Burbank Holdings Ltd.) and the step down subsidiaries (Bartronics Hong Kong Ltd, Veneta Holdings Ltd, and Burbank Holdings Ltd.) of the Company. The same was reported in the annual report filed for the financial year 2022-23 and as foot note to the notes to account as note no 6 given under the statement of un-audited financial results for the quarter ended June 30, 2023.

### **A. Cases filed against Subsidiaries**

1. *Criminal Proceedings*  
Nil
2. *Actions taken by Statutory/Regulatory Authorities*  
Nil
3. *Tax Proceedings*  
Nil
4. *Other Material Litigations*  
Nil
5. *Disciplinary action against Subsidiaries by SEBI or any stock exchange in the last five Fiscals*  
Nil

### **B. Cases filed by Subsidiaries**

1. *Criminal Proceedings*  
Nil
2. *Tax Proceedings*  
Nil
3. *Other Material Litigations*  
Nil



## V. OUTSTANDING DUES TO SMALL-SCALE UNDERTAKINGS OR ANY OTHER CREDITORS

In terms of the Materiality Policy dated **March 28, 2023** our Company has **nil** material creditors, as on December 31, 2023.

As on February 29, 2024, the details of amounts outstanding towards small scale undertakings and other creditors are as follows:

*(₹ in lakhs)*

Type of creditors	Number of creditors As on March 31, 2023	Amount involved As on March 31, 2023	Number of creditors As on February 29,2024	Amount involved As on February 29,2024
Material creditors	-	-	-	-
Micro, Small and Medium Enterprises	-	-	5	12.45
Other creditors	10	17565.56	1	2.59
<b>Total</b>	10	17565.56	6	15.04

For further details, refer to the section titled “Financial Information” on page 86 of this Draft Letter of Offer.

## VI. DISCLOSURES PERTAINING TO WILFUL DEFAULTERS

Neither Company, nor Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. None of our Promoters or Directors have been categorised as a Fraudulent Borrower.

## **GOVERNMENT AND OTHER STATUTORY APPROVALS**

Our Company has obtained necessary consents, licenses, permissions and approvals from governmental and regulatory authorities that are material for carrying on our present business activities. Some of the approvals and licenses that our Company requires for our business operations may expire in the ordinary course of business, and our Company will apply for their renewal from time to time.

We are not required to obtain any licenses or approvals from any government or regulatory authority for the objects of this Issue. For further details, please refer to the chapter titled "Objects of the Issue" at page 47 of this Draft Letter of Offer.

## **MATERIAL DEVELOPMENTS**

To our knowledge no circumstances have arisen since the date of the latest audited balance sheet i.e., March 31, 2023, which may materially and adversely affect or are likely to affect our operations, performance, prospects or profitability, or the value of our assets or our ability to pay material liabilities.

## **OTHER REGULATORY AND STATUTORY DISCLOSURES**

### **Authority for the Issue and the resolution passed for the issue.**

The Board, pursuant to its resolution dated March 21, 2024 authorised the Issue under Section 62(1)(a) of the Companies Act, 2013.

Our Board, in its meeting held on March 21, 2024 has resolved to issue the Equity Shares on rights basis to the Eligible Equity Shareholders, at ₹ [●] per Equity Share (including a premium of ₹ [●] per Equity Share) aggregating up to ₹ 4,990.00 lakhs. The Issue Price is ₹ [●] per Equity Share and has been arrived at by our Company to the Issue prior to determination of the Record Date.

The Draft Letter of Offer was approved by the Rights Issue Committee (duly constituted by the Board in their meeting on March 21, 2024) pursuant to its resolution dated April 2, 2024 .

Our Company has received 'in-principle' approvals for listing of the Rights Equity Shares to be Allotted pursuant to Regulation 28 of SEBI Listing Regulations, vide letters dated [●] and [●] issued by BSE Limited and National Stock Exchange of India Limited respectively, for listing of the Rights Equity Shares to be Allotted pursuant to the Issue.

### **Prohibition by SEBI or other Governmental Authorities**

Our Company, our Promoters, our Directors, the members of our Promoter Group and persons in control of our Company have not been prohibited from accessing the capital market or debarred from buying or selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any jurisdiction or any authority/court as on date of this Draft Letter of Offer.

The companies with which our Promoters or our Directors are associated as promoters or directors have not been debarred from accessing the capital market by SEBI. There is no outstanding action initiated against them by SEBI in the five years preceding the date of filing of this Draft Letter of Offer.

Neither our Promoters, members of the Promoter Group nor our Directors have been declared as fugitive economic offender under Section 12 of Fugitive Economic Offenders Act, 2018 (17 of 2018).

### **Prohibition by RBI**

Neither our Company, nor our Promoters, and Directors have been categorized or identified as wilful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

### **Compliance with Companies (Significant Beneficial Ownership) Rules, 2018**

Our Company, our Promoters and the members of our Promoter Group are in compliance with the Companies (Significant Beneficial Ownership) Rules, 2018, to the extent it may be applicable to them as on date of this Draft Letter of Offer.

### **Eligibility for the Issue**

Our Company is a listed company, incorporated under Companies Act, 1956. The Equity Shares of our Company are presently listed on BSE and NSE . We are eligible to undertake the Issue in terms of Chapter III of the SEBI ICDR Regulations. Further, our Company is undertaking this Issue in compliance with Part B of Schedule VI of the SEBI ICDR Regulations.

### **Compliance with Regulations 61 and 62 of the SEBI ICDR Regulations**

Our Company is in compliance with the conditions specified in Regulations 61 and 62 of the SEBI ICDR Regulations, to the extent applicable. Further, in relation to compliance with Regulation 62(1)(a) of the SEBI ICDR Regulations, our Company undertakes to make an application to the Stock Exchanges for listing of the Rights Equity Shares to be issued pursuant to the Issue.

## **Compliance with Part B of Schedule VI of the SEBI ICDR Regulations**

Our Company is in compliance with the provisions specified in Clause (1) of Part B of Schedule VI of the SEBI ICDR Regulations as explained below:

1. Our Company has been filing periodic reports, statements and information in compliance with the SEBI Listing Regulations, as applicable for the last one year immediately preceding the date of filing of this draft Letter of Offer with the Designated Stock Exchange;
2. The reports, statements and information referred to above are available on the website of BSE and NSE.; and
3. Our Company has an investor grievance-handling mechanism which includes meeting of the Stakeholders' Relationship Committee at frequent intervals, appropriate delegation of power by our Board as regards share transfer and clearly laid down systems and procedures for timely and satisfactory redressal of investor grievances.

As our Company satisfies the conditions specified in Clause (1) of Part B of Schedule VI of SEBI ICDR Regulations, and given that the conditions specified in Clause (3) of Part B of Schedule VI of SEBI ICDR Regulations are not applicable to our Company, the disclosures in this draft Letter of Offer are in terms of Clause (4) of Part B of Schedule VI of the SEBI ICDR Regulations.

## **DISCLAIMER CLAUSE OF SEBI**

The Draft Letter of Offer will not be filed with SEBI in terms of SEBI ICDR Regulations as the size of issue is below ₹5000.00 lakhs.

## **DISCLAIMER FROM OUR COMPANY AND OUR DIRECTORS**

Our Company and our Directors accept no responsibility for statements made otherwise than in this Draft Letter of Offer or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, would be doing so at his or her own risk.

Investors who invest in the issue will be deemed to have been represented by the issuer and their respective directors, officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire equity shares of our Company, and are relying on independent advice / evaluation as to their ability and quantum of investment in this issue.

All information shall be made available by our Company to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at bidding centers or elsewhere.

Investors will be required to confirm and will be deemed to have represented to our Company, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company and their respective directors, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

No information which is extraneous to the information disclosed in this Draft Letter of Offer or otherwise shall be given by our Company or any member of the Issue management team or the syndicate to any particular section of investors or to any researchanalyst in any manner whatsoever, including at road shows, presentations, in research or sales reports or at bidding centers.

No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this Draft Letter of Offer. You must not rely on any unauthorized information or representations. This Draft Letter of Offer is an offer to sell only the Rights Equity Shares and the Rights Entitlement, but only under circumstances and in the applicable jurisdictions. Unless otherwise specified, the information contained in this Draft Letter of Offer is current only as at its date.

## **DISCLAIMER IN RESPECT OF JURISDICTION**

This Draft Letter of Offer has been prepared under the provisions of Indian law and the applicable rules and regulations thereunder. Any disputes arising out of the Issue will be subject to the jurisdiction of the appropriate court(s) in Telangana, India only.

## **DISCLAIMER CLAUSE OF BSE AND NSE**

As required, a copy of this Draft Letter of Offer has been submitted to BSE Limited and NSE (the “Stock Exchanges”). The disclaimer clause as intimated by Stock exchanges to us, post scrutiny of this Draft Letter of Offer, shall be included in the Letter of Offer prior to filing with the Stock Exchanges.

### **Designated Stock Exchange**

The Designated Stock Exchange for the purposes of the Issue is BSE Limited.

### **Selling Restrictions**

This Draft Letter of Offer is solely for the use of the person who has received it from our Company or from the Registrar. This Draft Letter of Offer is not to be reproduced or distributed to any other person.

The distribution of the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer, Application Form and the Rights Entitlement Letter and the issue of Rights Entitlements and Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. Persons into whose possession of the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter may come are required to inform themselves about and observe such restrictions. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders of our Company and will dispatch the Letter of Offer, Abridged Letter of Offer Application Form and the Rights Entitlement Letter only to Eligible Equity Shareholders who have provided an Indian address to our Company.

No action has been or will be taken to permit the Issue in any jurisdiction, or the possession, circulation, or distribution of the Draft Letter of Offer/ Letter of Offer, Abridged Letter of Offer or any other material relating to our Company, the Equity Shares or Rights Entitlement in any jurisdiction, where action would be required for that purpose, except that this Draft Letter of Offer has been filed with SEBI and the Stock Exchanges.

Accordingly, the Rights Entitlement or Equity Shares may not be offered or sold, directly or indirectly, and the Draft Letter of Offer/ Letter of Offer or any offering materials or advertisements in connection with the Issue or Rights Entitlement may not be distributed or published in any jurisdiction, except in accordance with legal requirements applicable in such jurisdiction. Receipt of the Draft Letter of Offer/ Letter of Offer will not constitute an offer in those jurisdictions in which it would be illegal to make such an offer.

This Draft Letter of Offer and its accompanying documents are being supplied to you solely for your information and may not be reproduced, redistributed or passed on, directly or indirectly, to any other person or published, in whole or in part, for any purpose. If the Letter of Offer is received by any person in any jurisdiction where to do so would or might contravene local securities laws or regulation, or by their agent or nominee, they must not seek to subscribe to the Equity Shares or the Rights Entitlement referred to in this Draft Letter of Offer. Investors are advised to consult their legal counsel prior to applying for the Rights Entitlement and Equity Shares or accepting any provisional allotment of Equity Shares, or making any offer, sale, resale, pledge or other transfer of the Equity Shares or Rights Entitlement.

Neither the delivery of this Draft Letter of Offer nor any sale hereunder, shall under any circumstances create any implication that there has been no change in our Company’s affairs from the date hereof or the date of such information or that the information contained herein is correct as of any time subsequent to this date or the date of such information. Each person who exercises Rights Entitlements and subscribes for Equity Shares, or who purchases Rights Entitlements or Equity Shares shall do so in accordance with the restrictions set out below.

## **NO OFFER IN THE UNITED STATES**

THE RIGHTS ENTITLEMENTS AND THE EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE “**SECURITIES ACT**”), OR ANY U.S. STATE SECURITIES LAWS AND MAY NOT BE OFFERED, SOLD, RESOLD OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES, EXCEPT IN A TRANSACTION EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT. THE RIGHTS ENTITLEMENTS AND EQUITY SHARES REFERRED TO IN THE DRAFT LETTER OF OFFER ARE BEING OFFERED IN INDIA, BUT NOT IN THE UNITED STATES. THE OFFERING TO WHICH THE DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY EQUITY SHARES OR RIGHTS ENTITLEMENTS FOR SALE IN THE UNITED STATES OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO THE UNITED STATES AT ANY TIME.

Neither our Company, nor any person acting on behalf of our Company, will accept a subscription or renunciation from any person, or the agent of any person, who appears to be, or who our Company, or any person acting on behalf of our Company, has reason to believe is, in the United States when the buy order is made. Envelopes containing an Application Form should not be postmarked in the United States or otherwise dispatched from the United States or any other jurisdiction where it would be illegal to make an offer under this Draft Letter of Offer. Our Company is making this Issue on a rights basis to the Eligible Equity Shareholders and the Draft Letter of Offer, Letter of Offer/ Abridged Letter of Offer, Application Form and the Rights Entitlement Letter will be dispatched to the Eligible Equity Shareholders who have provided an Indian address to our Company. Any person who acquires the Rights Entitlements and the Equity Shares will be deemed to have declared, represented, warranted and agreed, by accepting the delivery of the Letter of Offer, (i) that it is not and that, at the time of subscribing for the Equity Shares or the Rights Entitlements, it will not be, in the United States when the buy order is made; and (ii) is authorised to acquire the Rights Entitlements and the Equity Shares in compliance with all applicable laws, rules and regulations.

Our Company, in consultation with the Registrar to the Issue, reserves the right to treat as invalid any Application Form which: (i) appears to our Company or its agents to have been executed in or dispatched from the United States of America; (ii) does not include the relevant certification set out in the Application Form headed “Overseas Shareholders” to the effect that the person accepting and/or renouncing the Application Form does not have a registered address (and is not otherwise located) in the United States, and such person is complying with laws of the jurisdictions applicable to such person in connection with the Issue, among others; (iii) where our Company believes acceptance of such Application Form may infringe applicable legal or regulatory requirements; or (iv) where a registered Indian address is not provided, and our Company shall not be bound to allot or issue any Equity Shares or Rights Entitlement in respect of any such Application Form.

None of the Rights Entitlements or the Equity Shares have been, or will be, registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), or any state securities laws in the United States. Accordingly, the Rights Entitlements and Equity Shares are being offered and sold only outside the United States in compliance with Regulation S under the Securities Act and the applicable laws of the jurisdictions where those offers and sales are made.

## **NO OFFER IN ANY JURISDICTION OUTSIDE INDIA**

NO OFFER OR INVITATION TO PURCHASE RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IS BEING MADE IN ANY JURISDICTION OUTSIDE OF INDIA, INCLUDING, BUT NOT LIMITED TO AUSTRALIA, BAHRAIN, CANADA, THE EUROPEAN ECONOMIC AREA, GHANA, HONG KONG, INDONESIA, JAPAN, KENYA, KUWAIT, MALAYSIA, NEW ZEALAND, SULTANATE OF OMAN, PEOPLE'S REPUBLIC OF CHINA, QATAR, SINGAPORE, SOUTH AFRICA, SWITZERLAND, THAILAND, THE UNITED ARAB EMIRATES, THE UNITED KINGDOM AND THE UNITED STATES. THE OFFERING TO WHICH THIS DRAFT LETTER OF OFFER RELATES IS NOT, AND UNDER NO CIRCUMSTANCES IS TO BE CONSTRUED AS, AN OFFERING OF ANY RIGHTS EQUITY SHARES OR RIGHTS ENTITLEMENT FOR SALE IN ANY JURISDICTION OUTSIDE INDIA OR AS A SOLICITATION THEREIN OF AN OFFER TO BUY ANY OF THE SAID SECURITIES. ACCORDINGLY, THIS DRAFT LETTER OF OFFER SHOULD NOT BE FORWARDED TO OR TRANSMITTED IN OR INTO ANY OTHER JURISDICTION AT ANY TIME.

## **Filing**

In terms of the SEBI ICDR Regulations, the minimum threshold limit of Rights Issue for filing the Letter of Offer with SEBI as specified in SEBI ICDR Regulations has been increased from ₹ 10 Crores to ₹ 50 Crores. In light of the above, the Company may open the Rights Issue if the size is less than ₹ 50 Crores subject to the following conditions:

1. The issuer shall prepare the final letter of offer in accordance with requirements as specified in SEBI ICDR Regulations, 2018 and file the same with the Stock Exchange and SEBI
2. The eligibility and general conditions as specified in Regulation 61 & 62 SEBI ICDR Regulations, 2018 respectively shall be complied with.
3. All other provisions in SEBI LODR Regulations, 2015 and SEBI Circulars shall continue to apply.
4. Abridged letter of offer and the common application form shall be sent to all the shareholders on record date as specified in SEBI ICDR Regulations, 2018 and Circulars issued there under.

Further, this draft Letter of Offer is being filed with the BSE and NSE .

## **Mechanism for Redressal of Investor Grievances**

Our Company has adequate arrangements for redressal of investor grievances in compliance with the SEBI Listing Regulations. We have been registered with the SEBI Complaints Redress System (SCORES) as required by the SEBI Circular No. CIR/ OIAE/ 2/ 2011 dated June 3, 2011. Consequently, investor grievances are tracked online by our Company.

Our Company has a Stakeholders Relationship Committee which meets at least once a year and as and when required. Its terms of reference include considering and resolving grievances of Shareholders in relation to transfer of shares and effective exercise of voting rights. All investor grievances received by us have been handled by the Registrar and Share Transfer Agent in consultation with the Company Secretary and Compliance Officer. Investor complaints received by our Company are typically disposed of within 15 days from the receipt of the complaint.

## **Investor Grievances arising out of this Issue**

Investors may contact the Registrar to the Issue or our Company Secretary for any pre-Issue or post-Issue related matters. All grievances relating to the ASBA process may be addressed to the Registrar, with a copy to the SCSBs (in case of ASBA process), giving full details such as name, address of the Applicant, contact number(s), e mail address of the sole/ first holder, folio number or demat account number, number of Rights Equity Shares applied for, amount blocked (in case of ASBA process) , ASBA Account number and the Designated Branch of the SCSBs where the Application Form or the plain paper application, as the case may be, was submitted by the Investors along with a photocopy of the acknowledgement slip (in case of ASBA process). For details on the ASBA process, see “Terms of the Issue” beginning at page no. 162 of this Draft Letter of Offer. The contact details of our Registrar to the Issue and our Company Secretary are as follows:

### **Registrar to the Issue**

#### **Bigshare Services Private Limited**

Office No S6-2, 6th Floor,

Pinnacle Business Park,

Next to Ahura Centre,

Mahakali Caves Road,

Andheri (East) Mumbai 400 093

**CIN:** U99999MH1994PTC076534

**Telephone:** 022 6263 8200

**Email:** rightsissue@bigshareonline.com

**Investor grievance e-mail:** investor@bigshareonline.com

**Contact Person:** Suraj Gupta



Investors may contact the Company Secretary and Compliance Officer at the below mentioned address for any pre-Issue/ post-Issue related matters such as non-receipt of Letters of Allotment / share certificates/ demat credit/Refund Orders etc.

**Ashwani Singh Bisht**

**Address:** S.V. Chambers 1st Floor Plot No.193 Phase II Kavuri Hills, Madhapur, Jubilee Hills, Hyderabad, Shaikpet, Telangana, India, 500033

**Telephone:** +91 40-49269269

**Email:** ashwani.singh@bartronics.com

**Consents and Expert Opinion**

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received a written consent from our Statutory Auditors, M/s. Brahmayya & Co., Chartered Accountants, to include their name in this Draft Letter of Offer and as an “expert”, as defined under Section 2(38) of the Companies Act 2013, to the extent and in their capacity as statutory auditors of our Company and in respect of the inclusion of (i) Limited Review Report for the 3rd Quarter and Nine months ended on 31st December 2023 (ii) The Statement of Special Tax Benefits (the “**Statement of Tax Benefits**”) dated March 26, 2024 (iii) The Statement of Financial Indebtedness issued by us and included in this Draft Letter of Offer and such consent has not been withdrawn as on the date of this Draft Letter of Offer. However, the term “Expert” shall not be construed to mean an “Expert” as defined under the Securities Act, 1933.

Except for the reports in the section titled ‘Financial Information’ and ‘Statement of Tax Benefits’ beginning on page 86 and 51 respectively from our Statutory Auditor, our Company has not obtained any expert opinions; and to include their name in this Draft Letter of Offer/ letter of Offer and other issue materials as an “expert”, as defined under Section 2(38) of the Companies Act 2013, in relation to the Statement of Tax Benefits dated [●] in the form and context in which it appears in this Draft Letter of Offer/Letter of Offer. Such consent has not been withdrawn up to the date of this draft Letter of Offer to the extent and in their capacity as statutory auditors of our Company and included in the Draft Letter of Offer/Letter of Offer. However, the term “expert” shall not be construed to mean an “expert” as defined under the Securities Act.

Consents in writing of our Directors, Company Secretary and Compliance Officer, Chief Financial Officer, legal advisor to the Issue and the Registrar to the Issue to act in their respective capacities, have been obtained and such consents have not been withdrawn up to the date of this Draft Letter of Offer.

## SECTION VII- ISSUE INFORMATION

### TERMS OF THE ISSUE

*This section is for the information of the Investors proposing to apply in the Issue. Investors should carefully read the provisions contained in this Draft Letter of Offer, Letter of Offer the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form, before submitting the Application Form. Our Company is not liable for any amendments or modifications or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigation and ensure that the Application Form is accurately filled up in accordance with instructions provided therein and this Draft Letter of Offer. Unless otherwise permitted under the SEBI ICDR Regulations read with the SEBI Master Circular, Investors proposing to apply in the Issue can apply only through ASBA or by mechanism as disclosed in this Draft Letter of Offer.*

*Investors are requested to note that application in the Issue can only be made through ASBA or any other mode which may be notified by SEBI.*

*The Rights Entitlement on the Equity Shares, the ownership of which is currently under dispute and including any court proceedings or are currently under transmission or are held in a demat suspense account and for which our Company has withheld the dividend, shall be held in abeyance and the Application Form along with the Rights Entitlement Letter in relation to these Rights Entitlements shall not be dispatched pending resolution of the dispute or court proceedings or completion of the transmission or pending their release from the demat suspense account. On submission of such documents /records confirming the legal and beneficial ownership of the Securities with regard to these cases on or prior to the Issue Closing Date, to the satisfaction of our Company, our Company shall make available the Rights Entitlement on such Equity Shares to the identified Eligible Equity Shareholder. The identified Eligible Equity Shareholder shall be entitled to subscribe to the Rights Equity Shares pursuant to the Issue during the Issue Period with respect to these Rights Entitlement and subject to the same terms and conditions as the Eligible Equity Shareholder.*

*The Issue is proposed to be undertaken on a rights basis and is subject to the terms and conditions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association of our Company, the provisions of the Companies Act, 2013, the FEMA, the FEMA Rules, the SEBI ICDR Regulations, the SEBI LODR Regulations and the guidelines, notifications, circulars and regulations issued by SEBI, the RBI, the Government of India and other statutory and regulatory authorities from time to time, approvals, if any, from RBI or other regulatory authorities, the terms of the Listing Agreements entered into by our Company with Stock Exchanges and the terms and conditions as stipulated in the Allotment Advice.*

#### **I. DISPATCH AND AVAILABILITY OF ISSUE MATERIALS**

In accordance with the SEBI ICDR Regulations and SEBI Master Circular, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided their Indian address to our Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them. Further, this Draft Letter of Offer and the Letter of Offer will be sent/ dispatched to the Eligible Equity Shareholders who have provided Indian address and who have made a request in this regard.

Investors can access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable laws) on the websites of:

1. Our Company's website at [www.bartronics.com](http://www.bartronics.com);
2. Registrar to the Issue's website at [www.bigshareonline.com](http://www.bigshareonline.com);
3. NSE's website at [www.nseindia.com](http://www.nseindia.com);
4. BSE's website at [www.bseindia.com](http://www.bseindia.com);

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.bigshareonline.com](http://www.bigshareonline.com)) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.bartronics.com](http://www.bartronics.com)).

Further, our Company will undertake all adequate steps to reach out the Eligible Equity Shareholders who have provided their Indian address through other means, as may be feasible. Please note that neither our Company nor the Registrar shall be responsible for not sending the physical copies of Issue materials, including this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form or delay in the receipt of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form attributable to non-availability of the email addresses of Eligible Equity Shareholders or electronic transmission delays or failures, or if the Application Forms or the Rights Entitlement Letters are delayed or misplaced in the transit.

The distribution of this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Rights Entitlement Letter and the issue of Rights Equity Shares on a rights basis to persons in certain jurisdictions outside India is restricted by legal requirements prevailing in those jurisdictions. No action has been, or will be, taken to permit the Issue in any jurisdiction where action would be required for that purpose, except that this Draft Letter of Offer is being filed with the Stock Exchanges. Accordingly, the Rights Entitlements and Rights Equity Shares may not be offered or sold, directly or indirectly, and this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form or any Issue related materials or advertisements in connection with the Issue may not be distributed, in any jurisdiction, except in accordance with and as permitted under the legal requirements applicable in such jurisdiction. Receipt of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form (including by way of electronic means) will not constitute an offer, invitation to or solicitation by anyone in any jurisdiction or in any circumstances in which such an offer, invitation or solicitation is unlawful or not authorised or to any person to whom it is unlawful to make such an offer, invitation or solicitation. In those circumstances, this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form must be treated as sent for information only and should not be acted upon for making an Application and should not be copied or re-distributed. Accordingly, persons receiving a copy of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form should not, in connection with the issue of the Rights Equity Shares or the Rights Entitlements, distribute or send this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form in or into any jurisdiction where to do so, would, or might, contravene local securities laws or regulations or would subject our Company or its affiliates to any filing or registration requirement (other than in India). If this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form is received by any person in any such jurisdiction, or by their agent or nominee, they must not seek to make an Application or acquire the Rights Entitlements referred to in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter or the Application Form.

Any person who makes an application to acquire Rights Entitlements and the Rights Equity Shares offered in the Issue will be deemed to have declared, represented and warranted that such person is authorized to acquire the Rights Entitlements and the Rights Equity Shares in compliance with all applicable laws and regulations prevailing in such person's jurisdiction and India, without requirement for our Company or our affiliates to make any filing or registration (other than in India).

Our Company is undertaking the Issue on a rights basis to the Eligible Equity Shareholders and will send this Draft Letter of Offer, the Letter of Offer, Abridged Letter of Offer, the Application Form and other applicable Issue materials primarily to email addresses of Eligible Equity Shareholders who have provided a valid email addresses and an Indian address to our Company.

This Draft Letter of Offer is being provided, primarily through e-mail, by the Registrar on behalf of our Company to the Eligible Equity Shareholders who have provided their Indian addresses to our Company and who make a request in this regard.

## II. PROCESS OF MAKING AN APPLICATION IN THE ISSUE

- a) In accordance with Regulation 76 of the SEBI ICDR Regulations, the SEBI Master Circular and the ASBA Circulars, all Investors desiring to make an Application in the Issue are mandatorily required to use the ASBA process. Investors should carefully read the provisions applicable to such Applications before making their Application through ASBA.

The Application Form can be used by the Eligible Equity Shareholders as well as the Renounees, to make Applications in the Issue basis the Rights Entitlement credited in their respective demat accounts or demat suspense escrow account, as applicable. For further details on the Rights Entitlements and demat suspense escrow account, see “- *Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders*” on page 174 of this Draft Letter of Offer.

Please note that one single Application Form shall be used by Investors to make Applications for all Rights Entitlements available in a particular demat account or entire respective portion of the Rights Entitlements in the demat suspense escrow account in case of resident Eligible Equity Shareholders holding shares in physical form as on Record Date and applying in the Issue, as applicable. In case of Investors who have provided details of demat account in accordance with the SEBI ICDR Regulations, such Investors will have to apply for the Rights Equity Shares from the same demat account in which they are holding the Rights Entitlements and in case of multiple demat accounts, the Investors are required to submit a separate Application Form for each demat account.

Investors may apply for the Rights Equity Shares by submitting the Application Form to the Designated Branch of the SCSB or online/electronic Application through the website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors are also advised to ensure that the Application Form is correctly filled up stating therein the ASBA Account in which an amount equivalent to the amount payable on Application as stated in the Application Form will be blocked by the SCSB.

Applicants should note that they should very carefully fill-in their depository account details and PAN in the Application Form or while submitting application through online/electronic Application through the website of the SCSBs (if made available by such SCSB). Please note that incorrect depository account details or PAN or Application Forms without depository account details shall be treated as incomplete and shall be rejected. For details, see “- *Grounds for Technical Rejection*” on page 170 of this Draft Letter of Offer.

Our Company, the Registrar and the SCSBs shall not be liable for any incomplete or incorrect demat details provided by the Applicants.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. For details, see “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 166 of this Draft Letter of Offer.

b) Options available to the Eligible Equity Shareholders

The Rights Entitlement Letter will clearly indicate the number of Rights Equity Shares that the Eligible Equity Shareholder is entitled to. Details of each of the Eligible Equity Shareholders' Rights Entitlement will be sent to the Eligible Equity shareholder separately along with the Application Form and would also be available on the website of the Registrar to the Issue at [www.bigshareonline.com](http://www.bigshareonline.com) and link of the same would also be available on the website of our Company at [www.bartronics.in](http://www.bartronics.in). Respective Eligible Equity Shareholder can check their entitlement by keying their requisite details therein.

If the Eligible Equity Shareholder applies in the Issue, then such Eligible Equity Shareholder can:

1. apply for its Rights Equity Shares to the full extent of its Rights Entitlements; or
2. apply for its Rights Equity Shares to the extent of part of its Rights Entitlements (without renouncing the other part); or
3. apply for Rights Equity Shares to the extent of part of its Rights Entitlements and renounce the other part of its Rights Entitlements; or
4. apply for its Rights Equity Shares to the full extent of its Rights Entitlements and apply for Additional Rights Equity Shares; or
5. renounce its Rights Entitlements in full.

c) Making of an Application through the ASBA process

An Investor, wishing to participate in the Issue through the ASBA facility, is required to have an ASBA enabled bank account with SCSBs, prior to making the Application. Investors desiring to make an Application in the Issue through ASBA process, may submit the Application Form in physical mode to the Designated Branches of the SCSB or online/ electronic Application through the website of the SCSBs (if made available by such SCSB) for authorizing such SCSB to block Application Money payable on the Application in their respective ASBA Accounts.

Investors should ensure that they have correctly submitted the Application Form and have provided an authorisation to the SCSB, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Application Money mentioned in the Application Form, as the case may be, at the time of submission of the Application.

For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process, please refer to [www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34](http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34). Please note that subject to SCSBs complying with the requirements of the SEBI circular bearing reference number CIR/CFD/DIL/13/2012 dated September 25, 2012, within the periods stipulated therein, Applications may be submitted at the Designated Branches of the SCSBs. Further, in terms of the SEBI circular bearing reference number CIR/CFD/DIL/1/2013 dated January 2, 2013, it is clarified that for making Applications by SCSBs on their own account using ASBA facility, each such SCSB should have a separate account in its own name with any other SEBI registered SCSB(s). Such account shall be used solely for the purpose of making an Application in the Issue and clear demarcated funds should be available in such account for such an Application.

Our Company, our directors, employees, affiliates, associates and their respective directors and officers and the Registrar shall not take any responsibility for acts, mistakes, errors, omissions and commissions etc., in relation to Applications accepted by SCSBs, Applications uploaded by SCSBs, Applications accepted but not uploaded by SCSBs or Applications accepted and uploaded without blocking funds in the ASBA Accounts.

Investors applying through the ASBA facility should carefully read the provisions applicable to such Applications before making their Application through the ASBA process.

**Do's:**

- i. Ensure that the necessary details are filled in the Application Form including the details of the ASBA Account.
- ii. Ensure that the details about your Depository Participant, PAN and beneficiary account are correct and the beneficiary account is activated as the Rights Equity Shares will be Allotted in the dematerialized form only.
- iii. Ensure that the Applications are submitted with the Designated Branch of the SCSBs and details of the correct bank account have been provided in the Application.

- iv. Ensure that there are sufficient funds (equal to {number of Rights Equity Shares (including Additional Rights Equity Shares) applied for} X {Application Money of Rights Equity Shares}) available in ASBA Account mentioned in the Application Form before submitting the Application to the respective Designated Branch of the SCSB.
- v. Ensure that you have authorised the SCSB for blocking funds equivalent to the total amount payable on application mentioned in the Application Form, in the ASBA Account, of which details are provided in the Application Form and have signed the same.
- vi. Ensure that you have a bank account with SCSBs providing ASBA facility in your location and the Application is made through that SCSB providing ASBA facility in such location.
- vii. Ensure that you receive an acknowledgement from the Designated Branch of the SCSB for your submission of the Application Form in physical form or plain paper Application.
- viii. Ensure that the name(s) given in the Application Form is exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case the Application Form is submitted in joint names, ensure that the beneficiary account is also held in same joint names and such names are in the same sequence in which they appear in the Application Form and the Rights Entitlement Letter.
- ix. Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 read with press release dated June 25, 2021 and September 17, 2021.

**Don'ts:**

- i. Do not apply if you are not eligible to participate in the Issue under the securities laws applicable to your jurisdiction.
  - ii. Do not submit the Application Form after you have submitted a plain paper Application to a Designated Branch of the SCSB or vice versa.
  - iii. Do not send your physical Application to the Registrar, the Banker to the Issue, a branch of the SCSB which is not a Designated Branch of the SCSB or our Company; instead submit the same to a Designated Branch of the SCSB only.
  - iv. Do not instruct the SCSBs to unblock the funds blocked under the ASBA process upon making the Application.
  - v. Do not submit Application Form using third party ASBA account.
  - vi. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
  - vii. Do not submit multiple Applications.
- d) Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process

An Eligible Equity Shareholder in India who is eligible to apply under the ASBA process may make an Application to subscribe to the Issue on plain paper in case of non-receipt of Application Form as detailed above and only such plain paper applications which provide all the details required in terms of Regulation 78 of SEBI ICDR Regulations shall be accepted by SCSBs. In such cases of non-receipt of the Application Form through physical delivery (where applicable) and the Eligible Equity Shareholder not being in a position to obtain it from any other source may make an Application to subscribe to the Issue on plain paper with the same details as per the Application Form that is available on the website of the Registrar, the Stock Exchanges.

An Eligible Equity Shareholder shall submit the plain paper Application to the Designated Branch of the SCSB for authorising such SCSB to block Application Money in the said bank account maintained with the same SCSB. Applications on plain paper will not be accepted from any Eligible Equity Shareholder who has not provided an Indian address.

Please note that the Eligible Equity Shareholders who are making the Application on plain paper shall not be

entitled to renounce their Rights Entitlements and should not utilize the Application Form for any purpose including renunciation even if it is received subsequently. The Application on plain paper, duly signed by the Eligible Equity Shareholder including joint holders, in the same order and as per specimen recorded with his/her bank, must reach the office of the Designated Branch of the SCSB before the Issue Closing Date and should contain the following particulars:

Name of our Company, being Bartronics India Limited;

- i. Name and address of the Eligible Equity Shareholder including joint holders (in the same order and as per specimen recorded with our Company or the Depository);
- ii. Folio number (in case of Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP and Client ID;
- iii. Except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts, PAN of the Eligible Equity Shareholder and for each Eligible Equity Shareholder in case of joint names, irrespective of the total value of the Equity Shares applied for pursuant to the Issue;
- iv. Number of Equity Shares held as on Record Date;
- v. Allotment option – only dematerialised form;
- vi. Number of Rights Equity Shares entitled to;
- vii. Number of Rights Equity Shares applied for within the Rights Entitlements;
- viii. Number of Additional Rights Equity Shares applied for, if any (applicable only if entire Rights Entitlements have been applied for);
- ix. Total number of Rights Equity Shares applied for;
- x. Total amount paid at the rate of ₹[ ] per Rights Equity Share;
- xi. Details of the ASBA Account such as the SCSB account number, name, address and branch of the relevant SCSB;
- xii. In case of non-resident Eligible Equity Shareholders making an application with an Indian address, details of the NRE / FCNR/ NRO account such as the account number, name, address and branch of the SCSB with which the account is maintained;
- xiii. Authorisation to the Designated Branch of the SCSB to block an amount equivalent to the Application Money in the ASBA Account;
- xiv. Signature of the Eligible Equity Shareholder (in case of joint holders, to appear in the same sequence and order as they appear in the records of the SCSB); and
- xv. All such Eligible Equity Shareholders shall be deemed to have made the representations, warranties and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 188, of this Draft Letter of Offer and shall include the following:

*“I/ We hereby make representations, warranties and agreements set forth in “Restrictions on Foreign Ownership of Indian Securities” on page 188 of the Draft Letter of Offer.*

*I/ We acknowledge that the Company, its affiliates and others will rely upon the truth and accuracy of the representations, warranties and agreements set forth therein.”*

In cases where Multiple Application Forms are submitted for Applications pertaining to Rights Entitlements credited to the same demat account or in demat suspense escrow account, as applicable, including cases where an Investor submits Application Forms along with a plain paper Application, such Applications shall be liable to be rejected.

Investors are requested to strictly adhere to these instructions. Failure to do so could result in an Application being rejected, with our Company and the Registrar not having any liability to the Investor. The plain paper Application format will be available on the website of the Registrar at [www.bigshareonline.com](http://www.bigshareonline.com)

Our Company and the Registrar shall not be responsible if the Applications are not uploaded by the SCSB or funds are not blocked in the Investors’ ASBA Accounts on or before the Issue Closing Date.

e) Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Rights Equity Shares in the Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two clear Working Days prior to the Issue Closing Date, to enable

the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Prior to the Issue Opening Date, the Rights Entitlements of those Eligible Equity Shareholders, among others, who hold Equity Shares in physical form, and whose demat account details are not available with our Company or the Registrar, shall be credited in a demat suspense escrow account opened by our Company.

Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date and who have opened their demat accounts after the Record Date, shall adhere to following procedure for participating in the Issue:

- i. The Eligible Equity Shareholders shall send a letter to the Registrar containing the name(s), address, e-mail address, contact details and the details of their demat account along with copy of self-attested PAN and self-attested client master sheet of their demat account either by e-mail, post, speed post, courier, or hand delivery so as to reach to the Registrar not later than two clear Working Days prior to the Issue Closing Date;
- ii. The Registrar shall, after verifying the details of such demat account, transfer the Rights Entitlements of such Eligible Equity Shareholders to their demat accounts at least one day before the Issue Closing Date;
- iii. The remaining procedure for Application shall be same as set out in “- *Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 166 of this Draft Letter of Offer.

In accordance with the SEBI Master Circular, Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date will not be allowed to renounce their Rights Entitlements in the Issue. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for Additional Rights Equity Shares while submitting the Application through ASBA process.

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

f) Application for Additional Rights Equity Shares

Investors are eligible to apply for Additional Rights Equity Shares over and above their Rights Entitlements, provided that they are eligible to apply for Equity Shares under applicable law and they have applied for all the Rights Equity Shares forming part of their Rights Entitlements without renouncing them in whole or in part. Where the number of Additional Rights Equity Shares applied for exceeds the number available for Allotment, the Allotment would be made as per the Basis of Allotment finalised in consultation with the Designated Stock Exchange. Applications for Additional Rights Equity Shares shall be considered, and Allotment shall be made in accordance with the SEBI ICDR Regulations and in the manner as set out in “-*Basis of Allotment*” on page 182.

Eligible Equity Shareholders who renounce their Rights Entitlements cannot apply for Additional Rights Equity Shares. Non-resident Renounees who are not Eligible Equity Shareholders cannot apply for Additional Rights Equity Shares.

Additional general instructions for Investors in relation to making of an Application

- i. Please read this Draft Letter of Offer carefully to understand the Application process and applicable settlement process.
- ii. Please read the instructions on the Application Form sent to you. Application should be complete in all respects. The Application Form found incomplete with regard to any of the particulars required to be given therein, and/or which are not completed in conformity with the terms of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter and the Application Form are liable to be rejected. The Application Form must be filled in English.
- iii. In case of non-receipt of Application Form, Application can be made on plain paper mentioning all necessary details as mentioned under “*Making of an Application by Eligible Equity Shareholders on Plain Paper under ASBA process*” on page 166.
- iv. Applications should be submitted to the Designated Branch of the SCSB or made online/electronic through the



website of the SCSBs (if made available by such SCSB) for authorising such SCSB to block Application Money payable on the Application in their respective ASBA Accounts. Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE.

- v. Applications should not be submitted to the Banker to the Issue, our Company or the Registrar.
  - vi. All Applicants, and in the case of Application in joint names, each of the joint Applicants, should mention their PAN allotted under the Income-tax Act, irrespective of the amount of the Application. Except for Applications on behalf of the Central or the State Government, the residents of Sikkim and the officials appointed by the courts, Applications without PAN will be considered incomplete and are liable to be rejected. With effect from August 16, 2010, the demat accounts for Investors for which PAN details have not been verified shall be “suspended for credit” and no Allotment and credit of Rights Equity Shares pursuant to the Issue shall be made into the accounts of such Investors.
  - vii. Ensure that the demographic details such as address, PAN, DP ID, Client ID, folio number, bank account details and occupation (“**Demographic Details**”) are updated, true and correct, in all respects. Investors applying under the Issue should note that on the basis of name of the Investors, DP ID and Client ID provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Therefore, Investors applying under the Issue should carefully fill in their Depository Account details in the Application. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. The Allotment Advice and the intimation on unblocking of ASBA Account or refund (if any) would be mailed to the address of the Investor as per the Indian address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not Allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) DP ID, and (c) Client ID, then such Application Forms are liable to be rejected.
  - viii. By signing the Application Forms, Investors would be deemed to have authorised the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
  - ix. For physical Applications through ASBA at Designated Branches of SCSB, signatures should be either in English or Hindi or in any other language specified in the Eighth Schedule to the Constitution of India. Signatures other than in any such language or thumb impression must be attested by a Notary Public or a Special Executive Magistrate under his/her official seal. The Investors must sign the Application as per the specimen signature recorded with the SCSB.
  - x. Investor will be solely responsible for any error or inaccurate detail provided in the Application. Our Company, SCSBs or the Registrar will not be liable for any such rejections.
  - xi. In case of joint Applicants, reference, if any, will be made in the first Applicant’s name and all communication will be addressed to the first Applicant.
  - xii. All communication in connection with Application for the Rights Equity Shares, including any change in contact details of the Eligible Equity Shareholders should be addressed to the Registrar prior to the date of Allotment in the Issue quoting the name of the first/sole Applicant, folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date)/DP ID and Client ID and Application Form number, as applicable. In case of any change in contact details of the Eligible Equity Shareholders, the Eligible Equity Shareholders should also send the intimation for such change to the respective depository participant, or to our Company or the Registrar in case of Eligible Equity Shareholders holding Equity Shares in physical form.
  - xiii. Investors are required to ensure that the number of Rights Equity Shares applied for by them do not exceed the prescribed limits under the applicable law.
  - xiv. Avoid applying on the Issue Closing Date due to risk of delay/ restrictions in making any physical Application.
  - xv. An Applicant being an OCB is required not to be under the adverse notice of RBI and in order to apply for the Issue as an incorporated non-resident must do so in accordance with the FDI Policy and FEMA Rules.
  - xvi. Ensure that your PAN is linked with Aadhaar and you are in compliance with CBDT notification dated Feb 13, 2020 and press release dated June 25, 2021 and September 17, 2021.
- g) Grounds for Technical Rejection

Applications made in the Issue are liable to be rejected on the following grounds:

- i. DP ID, folio number and Client ID mentioned in Application does not match with the DP ID, folio number and Client ID records available with the Registrar.
- ii. Details of PAN mentioned in the Application does not match with the PAN records available with the Registrar.
- iii. Sending an Application to our Company, Registrar, Banker to the Issue, to a branch of a SCSB which is not a Designated Branch of the SCSB.
- iv. Insufficient funds are available in the ASBA Account with the SCSB for blocking the Application Money.
- v. Funds in the ASBA Account whose details are mentioned in the Application Form having been frozen pursuant to regulatory orders.
- vi. Account holder not signing the Application or declaration mentioned therein.
- vii. Submission of more than one Application Form for Rights Entitlements available in a particular demat account.
- viii. Multiple Application Forms, including cases where an Investor submits Application Forms along with a plain paper Application.
- ix. Submitting the GIR number instead of the PAN (except for Applications on behalf of the Central or State Government, the residents of Sikkim and the officials appointed by the courts).
- x. Applications by persons not competent to contract under the Indian Contract Act, 1872, except Applications by minors having valid demat accounts as per the Demographic Details provided by the Depositories.
- xi. Applications by SCSB on own account, other than through an ASBA Account in its own name with any other SCSB.
- xii. Application Forms which are not submitted by the Investors within the time periods prescribed in the Application Form and this Draft Letter of Offer.
- xiii. Physical Application Forms not duly signed by the sole or joint Investors, as applicable.
- xiv. Application Forms accompanied by stock invest, outstation cheques, post-dated cheques, money order, postal order or outstation demand drafts.
- xv. If an Investor is (a) debarred by SEBI; or (b) if SEBI has revoked the order or has provided any interim relief then failure to attach a copy of such SEBI order allowing the Investor to subscribe to their Rights Entitlements.
- xvi. Applications which: (i) appears to our Company or its agents to have been executed in, electronically transmitted from or dispatched from the United States (other than from persons in the United States who are U.S. QIBs and “qualified purchasers” (as defined under the U.S. Investment Company Act of 1940, as amended and referred to in this Draft Letter of Offer as “QPs”) or other jurisdictions where the offer and sale of the Equity Shares is not permitted under laws of such jurisdictions; (ii) does not include the relevant certifications set out in the Application Form, including to the effect that the person submitting and/or renouncing the Application Form is (a) both a U.S. QIB and a QP, if in the United States or a U.S. Person or outside the United States and is a non-U.S. Person, and in each case such person is eligible to subscribe for the Equity Shares under applicable securities laws and is complying with laws of jurisdictions applicable to such person in connection with this Issue; and our Company shall not be bound to issue or allot any Equity Shares in respect of any such Application Form.
- xvii. Applications which have evidence of being executed or made in contravention of applicable securities laws.
- xviii. Application from Investors that are residing in U.S. address as per the depository records (other than from persons in the United States who are U.S. QIBs and QPs).
- xix. Applicants not having the requisite approvals to make application in the Issue.
- xx. Investors applying under this Issue should note that on the basis of name of the Investors, Depository Participant’s name and identification number and beneficiary account number provided by them in the Application Form or the plain paper Applications, as the case may be, the Registrar will obtain Demographic Details from the Depository. Hence, Investors applying under this Issue should carefully fill in their Depository Account details in the Application.
- xxi. These Demographic Details would be used for all correspondence with such Investors including mailing of the letters intimating unblocking of bank account of the respective Investor and/or refund. The Demographic Details given by the Investors in the Application Form would not be used for any other purposes by the Registrar. Hence, Investors are advised to update their Demographic Details as provided to their Depository Participants. By signing the Application Forms, the Investors would be deemed to have authorized the Depositories to provide, upon request, to the Registrar, the required Demographic Details as available on its records.
- xxii. The Allotment advice and the email intimating unblocking of ASBA Account or refund (if any) would be emailed to the address of the Investor as per the email address provided to our Company or the Registrar or Demographic Details received from the Depositories. The Registrar will give instructions to the SCSBs for unblocking funds in the ASBA Account to the extent Rights Equity Shares are not allotted to such Investor. Please note that any such delay shall be at the sole risk of the Investors and none of our Company, the SCSBs or

the Registrar shall be liable to compensate the Investor for any losses caused due to any such delay or be liable to pay any interest for such delay.

- xxiii. In case no corresponding record is available with the Depositories that match three parameters, (a) names of the Investors (including the order of names of joint holders), (b) the DP ID, and (c) the beneficiary account number, then such Application Forms are liable to be rejected.

**Depository account and bank details for Investors holding Equity Shares in demat accounts and applying in this Issue.**

**IT IS MANDATORY FOR ALL THE INVESTORS APPLYING UNDER THIS ISSUE TO APPLY THROUGH THE ASBA PROCESS, TO RECEIVE THEIR RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY THE INVESTOR AS ON THE RECORD DATE. ALL INVESTORS APPLYING UNDER THIS ISSUE SHOULD MENTION THEIR DEPOSITORY PARTICIPANT'S NAME, DP ID AND BENEFICIARY ACCOUNT NUMBER/ FOLIO NUMBER IN THE COMMON APPLICATION FORM. INVESTORS MUST ENSURE THAT THE NAME GIVEN IN THE COMMON APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THE DEPOSITORY ACCOUNT IS HELD. IN CASE THE COMMON APPLICATION 137 FORM IS SUBMITTED IN JOINT NAMES, IT SHOULD BE ENSURED THAT THE DEPOSITORY ACCOUNT IS ALSO HELD IN THE SAME JOINT NAMES AND ARE IN THE SAME SEQUENCE IN WHICH THEY APPEAR IN THE COMMON APPLICATION FORM OR PLAIN PAPER APPLICATIONS, AS THE CASE MAY BE.**

h) Multiple Applications

In case where multiple Applications are made using same demat account in respect of the same Rights Entitlement, such Applications shall be liable to be rejected. A separate Application can be made in respect of Rights Entitlements in each demat account of the Investors and such Applications shall not be treated as multiple applications. Similarly, a separate Application can be made against Equity Shares held in dematerialized form and Equity Shares held in physical form, and such Applications shall not be treated as multiple applications. Further, additional applications in relation to additional Rights Equity Shares with/without using additional Rights Entitlements will not be treated as multiple application. A separate Application can be made in respect of each scheme of a mutual fund registered with SEBI and such Applications shall not be treated as multiple applications. For details, see “- Procedure for Applications by Mutual Funds” on page 173.

In cases where Multiple Application Forms are submitted, including cases where (a) an Investor submits Application Forms along with a plain paper Application or (b) multiple plain paper Applications (c) or multiple applications through ASBA, such Applications shall be treated as multiple applications and are liable to be rejected, other than multiple applications submitted by our Promoter to meet the minimum subscription requirements applicable to the Issue as described in “General Information – Minimum Subscription” on page 43.

i) Procedure for Applications by certain categories of Investors

**Procedure for Applications by FPIs**

In terms of the SEBI FPI Regulations, the issue of Equity Shares to a single FPI or an investor group (which means the multiple entities having common ownership, directly or indirectly, of more than 50% or common control) must be below 10% of our post- Issue Equity Share capital. Further, in terms of FEMA Rules, the total holding by each FPI shall be below 10% of the total paid-up equity share capital of a company on a fully-diluted basis and the total holdings of all FPIs put together shall not exceed 24% of the paid-up equity share capital of a company on a fully diluted basis.

Further, pursuant to the FEMA Rules the investments made by a SEBI registered FPI in a listed Indian company will be reclassified as FDI if the total shareholding of such FPI increases to more than 10% of the total paid-up equity share capital on a fully diluted basis or 10% or more of the paid up value of each series of debentures or preference shares or warrants.

FPIs are permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time. FPIs who wish to participate in the Issue are advised to use the Application Form for non-residents. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event

(i) such offshore derivative instruments are issued only to persons registered as Category I FPI under the SEBI FPI Regulations; (ii) such offshore derivative instruments are issued only to persons who are eligible for registration as Category I FPIs (where an entity has an investment manager who is from the Financial Action Task Force member country, the investment manager shall not be required to be registered as a Category I FPI); (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) compliance with other conditions as may be prescribed by SEBI.

An FPI issuing offshore derivative instruments is also required to ensure that any transfer of offshore derivative instruments issued by or on its behalf, is carried out subject to inter alia the following conditions: (a) such offshore derivative instruments are transferred only to persons in accordance with the SEBI FPI Regulations; and (b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

### **Procedure for Applications by AIFs, FVCIs, VCFs and FDI route**

The SEBI VCF Regulations and the SEBI FVCI Regulations prescribe, among other things, the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, among other things, the investment restrictions on AIFs.

As per the SEBI VCF Regulations and SEBI FVCI Regulations, VCFs and FVCIs are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by VCFs or FVCIs will not be accepted in the Issue. Further, venture capital funds registered as Category I AIFs, as defined in the SEBI AIF Regulations, are not permitted to invest in listed companies pursuant to rights issues. Accordingly, applications by venture capital funds registered as category I AIFs, as defined in the SEBI AIF Regulations, will not be accepted in the Issue. Other categories of AIFs are permitted to apply in the Issue subject to compliance with the SEBI AIF Regulations. Such AIFs having bank accounts with SCSBs that are providing ASBA in cities / centres where such AIFs are located are mandatorily required to make use of the ASBA facility. Otherwise, applications of such AIFs are liable for rejection.

### **Procedure for Applications by NRIs**

Investments by NRIs are governed by the FEMA Rules. Applications will not be accepted from NRIs that are ineligible to participate in the Issue under applicable securities laws. As per the FEMA Rules, an NRI or Overseas Citizen of India ("OCI") may purchase or sell capital instruments of a listed Indian company on repatriation basis, on a recognised stock exchange in India, subject to the conditions, inter alia, that the total holding by any individual NRI or OCI will not exceed 5% of the total paid-up equity capital on a fully diluted basis or should not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together will not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrants. The aggregate ceiling of 10% may be raised to 24%, if a special resolution to that effect is passed by the general body of the Indian company.

Further, in accordance with press note 3 of 2020, the FDI Policy has been amended to state that all investments by entities incorporated in a country which shares land border with India or where beneficial owner of an investment into India is situated in or is a citizen of any such country ("**Restricted Investors**"), will require prior approval of the Government of India. It is not clear from the press note whether or not an issue of the Rights Equity Shares to Restricted Investors will also require prior approval of the Government of India and each Investor should seek independent legal advice about its ability to participate in the Issue. In the event such prior approval has been obtained, the Investor shall intimate our Company and the Registrar about such approval within the Issue Period.

## **Procedure for Applications by Mutual Funds**

Applications made by asset management companies or custodians of Mutual Funds should clearly and specifically state names of the concerned schemes for which such Applications are made.

In case of a Mutual Fund, a separate Application can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Applications in respect of more than one scheme of the Mutual Fund will not be treated as multiple Applications provided that the Applications clearly indicate the scheme concerned for which the Application has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

## **Procedure for applications by Systemically Important NBFCs**

In case of application made by Systemically Important NBFCs registered with the RBI, (i) the certificate of registration issued by the RBI under Section 45 –IA of the RBI Act, 1934 and (ii) networth certificate from its statutory auditors or any independent chartered accountant based on the last audited financial statements is required to be attached to the application.

### **j) Last date for Application**

The last date for submission of the duly filled in the Application Form or a plain paper Application is [●], [●], i.e., Issue Closing Date. Our Board or any committee thereof may extend the said date for such period as it may determine from time to time, subject to the Issue Period not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).

If the Application Form is not submitted with an SCSB, uploaded with the Stock Exchanges and the Application Money is not blocked with the SCSB, on or before the Issue Closing Date or such date as may be extended by our Board or any committee thereof, the invitation to offer contained in this Draft Letter of Offer shall be deemed to have been declined and our Board or any committee thereof shall be at liberty to dispose of the Equity Shares hereby offered, as set out in “- Basis of Allotment” on page 182.

Please note that on the Issue Closing Date, Applications through ASBA process will be uploaded until 5.00 p.m. (Indian Standard Time) or such extended time as permitted by BSE and NSE. Please ensure that the Application Form and necessary details are filled in. In place of Application number, Investors can mention the reference number of the e-mail received from Registrar informing about their Rights Entitlement or last eight digits of the demat account. Alternatively, SCSBs may mention their internal reference number in place of application number.

### **k) Withdrawal of Application**

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

### **l) Disposal of Application and Application Money**

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of four days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

m) Withdrawal of Application

An Investor who has applied in the Issue may withdraw their Application at any time during Issue Period by approaching the SCSB where application is submitted. However, no Investor, applying through ASBA facility, may withdraw their Application post 5.00 p.m. (Indian Standard Time) on the Issue Closing Date.

n) Disposal of Application and Application Money

No acknowledgment will be issued for the Application Money received by our Company. However, the Designated Branches of the SCSBs receiving the Application Form will acknowledge its receipt by stamping and returning the acknowledgment slip at the bottom of each Application Form.

Our Board reserves its full, unqualified and absolute right to accept or reject any Application, in whole or in part, and in either case without assigning any reason thereto. In case an Application is rejected in full, the whole of the Application Money will be unblocked in the respective ASBA Accounts. Wherever an Application is rejected in part, the balance of Application Money, if any, after adjusting any money due on Rights Equity Shares Allotted, will be refunded / unblocked in the respective bank accounts from which Application Money was received / ASBA Accounts of the Investor within a period of four days from the Issue Closing Date. In case of failure to do so, our Company shall pay interest at such rate and within such time as specified under applicable law.

For further instructions, please read the Application Form carefully.

### III. CREDIT OF RIGHTS ENTITLEMENTS IN DEMAT ACCOUNTS OF ELIGIBLE EQUITY SHAREHOLDERS

- Rights Entitlements

As your name appears as a beneficial owner in respect of the issued and paid-up Equity Shares held in dematerialised form or appears in the register of members of our Company as an Eligible Equity Shareholder in respect of our Equity Shares held in physical form, as on the Record Date, you may be entitled to subscribe to the number of Rights Equity Shares as set out in the Rights Entitlement Letter.

Eligible Equity Shareholders can also obtain the details of their respective Rights Entitlements from the website of the Registrar (i.e., [www.bigshareonline.com](http://www.bigshareonline.com)) by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of our Company (i.e., [www.bartronics.com](http://www.bartronics.com)).

In this regard, our Company has made necessary arrangements with NSDL and CDSL for crediting of the Rights Entitlements to the demat accounts of the Eligible Equity Shareholders in a dematerialized form. A separate ISIN for the Rights Entitlements has also been generated which is [●]. The said ISIN shall remain frozen (for debit) until the Issue Opening Date. The said ISIN shall be suspended for transfer by the Depositories post the Issue Closing Date.

Additionally, our Company will submit the details of the total Rights Entitlements credited to the demat accounts of the Eligible Equity Shareholders and the demat suspense escrow account to the Stock Exchanges after completing the corporate action. The details of the Rights Entitlements with respect to each Eligible Equity Shareholders can be accessed by such respective Eligible Equity Shareholders on the website of the Registrar after keying in their respective details along with other security control measures implemented thereat.

**Rights Entitlements shall be credited to the respective demat accounts of Eligible Equity Shareholders before the Issue Opening Date only in dematerialised form. Further, if no Application is made by the Eligible Equity Shareholders of Rights Entitlements on or before Issue Closing Date, such Rights Entitlements shall lapse and shall be extinguished after the Issue Closing Date. No Rights Equity Shares for such lapsed Rights Entitlements will be credited, even if such Rights Entitlements were purchased from market and purchaser will lose the premium paid to acquire the Rights Entitlements. Persons who are credited the Rights Entitlements are required to make an Application to apply for Rights Equity Shares offered under Issue for subscribing to the Rights Equity Shares offered under Issue.**

If Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, have not provided the details of their demat accounts to our Company or to the Registrar, they are required to provide their demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date. Such Eligible Equity Shareholders holding shares in physical form can update the details of their respective demat accounts on the website of the Registrar (i.e. www.bigshareonline.com). Such Eligible Equity Shareholders can make an Application only after the Rights Entitlements is credited to their respective demat accounts.

**In accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Rights Equity Shares shall be made in dematerialized form only.**

Prior to the Issue Opening Date, our Company shall credit the Rights Entitlements to (i) the demat accounts of the Eligible Equity Shareholders holding the Equity Shares in dematerialised form; and (ii) a demat suspense escrow account (namely, “Bartronics India Limited – Rights issue Suspense Escrow Demat Account”) opened by our Company, for the Eligible Equity Shareholders which would comprise Rights Entitlements relating to (a) Equity Shares held in the account of the IEPF authority; or (b) the demat accounts of the Eligible Equity Shareholder which are frozen or the Equity Shares which are lying in the unclaimed suspense account (including those pursuant to Regulation 39 of the SEBI LODR Regulations) or details of which are unavailable with our Company or with the Registrar on the Record Date; or (c) Equity Shares held by Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date where details of demat accounts are not provided by Eligible Equity Shareholders to our Company or Registrar; or (d) credit of the Rights Entitlements returned/reversed/failed; or (e) the ownership of the Equity Shares currently under dispute, including any court proceedings, if any; or (f) non-institutional equity shareholders in the United States.

Eligible Equity Shareholders are requested to provide relevant details (such as copies of self-attested PAN and client master sheet of demat account etc., details/ records confirming the legal and beneficial ownership of their respective Equity Shares) to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., by [•], [•] to enable the credit of their Rights Entitlements by way of transfer from the demat suspense escrow account to their demat account at least one day before the Issue Closing Date, to enable such Eligible Equity Shareholders to make an application in the Issue, and this communication shall serve as an intimation to such Eligible Equity Shareholders in this regard.

Such Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to our Company or the Registrar is active to facilitate the aforementioned transfer.

#### **IV. RENUNCIATION AND TRADING OF RIGHTS ENTITLEMENT**

- Renounees

All rights and obligations of the Eligible Equity Shareholders in relation to Applications and refunds pertaining to the Issue shall apply to the Renounee(s) as well.

- Renunciation of Rights Entitlements

The Issue includes a right exercisable by Eligible Equity Shareholders to renounce the Rights Entitlements credited to their respective demat account either in full or in part.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and vice versa shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

The renunciation of Rights Entitlements credited in your demat account can be made either by sale of such Rights Entitlements, using the secondary market platform of the Stock Exchanges or through an off market transfer.

- Procedure for Renunciation of Rights Entitlements

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts, either in full or in part (a) by using the secondary market platform of the Stock Exchanges (the “**On Market Renunciation**”); or (b) through an off market transfer (the “**Off Market Renunciation**”), during the Renunciation Period. The Investors should have the demat Rights Entitlements credited / lying in his/her own demat account prior to the renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism.

In accordance with the SEBI Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs not later than two working days prior to Issue Closing Date, such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

Investors may be subject to adverse foreign, state or local tax or legal consequences as a result of trading in the Rights Entitlements. Investors who intend to trade in the Rights Entitlements should consult their tax advisor or stock-broker regarding any cost, applicable taxes, charges and expenses (including brokerage) that may be levied for trading in Rights Entitlements.

Please note that the Rights Entitlements which are neither renounced nor subscribed by the Investors on or before the Issue Closing Date shall lapse and shall be extinguished after the Issue Closing Date.

- Payment Schedule of Rights Equity Shares

₹[•] per Rights Equity Share (including premium of ₹[•] per Rights Equity Share) shall be payable on Application.

Our Company accepts no responsibility to bear or pay any cost, applicable taxes, charges and expenses (including brokerage), and such costs will be incurred solely by the Investors.

**a. On Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by trading/selling them on the secondary market platform of the Stock Exchanges through a registered stock-broker in the same manner as the existing Equity Shares of our Company. In this regard, in terms of provisions of the SEBI ICDR Regulations and the SEBI Master Circular, the Rights Entitlements credited to the respective demat accounts of the Eligible Equity Shareholders shall be admitted for trading on the the Stock Exchanges under ISIN: [•] subject to requisite approvals. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. No assurance can be given regarding the active or sustained On Market Renunciation or the price at which the Rights Entitlements will trade. The details for trading in Rights Entitlements will be as specified by the Stock Exchanges from time to time.

The Rights Entitlements are tradable in dematerialized form only. The market lot for trading of Rights Entitlements is 1 (one) Rights Entitlements.

The On Market Renunciation shall take place only during the Renunciation Period for On Market Renunciation, i.e., from [•], [•] to [•], [•] (both days inclusive). The Investors holding the Rights Entitlements who desire to sell their Rights Entitlements will have to do so through their registered stock-brokers by quoting the ISIN: [•] and indicating the details of the Rights Entitlements they intend to trade. The Investors can place order for sale of Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The On Market Renunciation shall take place electronically on secondary market platform of the Stock Exchanges under automatic order matching mechanism and on T+1 rolling settlement basis’, where ‘T’ refers to the date of trading. The transactions will be settled on trade-for-trade basis. Upon execution of the order, the stock-broker will issue a contract note in accordance with the requirements of the Stock Exchanges and the SEBI.



## **b. Off Market Renunciation**

The Eligible Equity Shareholders may renounce the Rights Entitlements, credited to their respective demat accounts by way of an off market transfer through a depository participant. The Rights Entitlements can be transferred in dematerialised form only. Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renounees on or prior to the Issue Closing Date to enable Renounees to subscribe to the Rights Equity Shares in the Issue.

The Investors holding the Rights Entitlements who desire to transfer their Rights Entitlements will have to do so through their depository participant by issuing a delivery instruction slip quoting the ISIN: [●], the details of the buyer and the details of the Rights Entitlements they intend to transfer. The buyer of the Rights Entitlements (unless already having given a standing receipt instruction) has to issue a receipt instruction slip to their depository participant. The Investors can transfer Rights Entitlements only to the extent of Rights Entitlements available in their demat account.

The instructions for transfer of Rights Entitlements can be issued during the working hours of the depository participants.

The detailed rules for transfer of Rights Entitlements through off market transfer shall be as specified by the NSDL and CDSL from time to time.

The renunciation from non-resident Eligible Equity Shareholder(s) to resident Indian(s) and *vice versa* shall be subject to provisions of FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time. However, the facility of renunciation shall not be available to or operate in favour of an Eligible Equity Shareholders being an erstwhile OCB unless the same is in compliance with the FEMA Rules and other circular, directions, or guidelines issued by RBI or the Ministry of Finance from time to time.

## **V. MODE OF PAYMENT**

All payments against the Application Forms shall be made only through ASBA facility. The Registrar will not accept any payments against the Application Forms, if such payments are not made through ASBA facility.

The Investor agrees to block the entire amount payable on Application with the submission of the Application Form, by authorizing the SCSB to block an amount, equivalent to the amount payable on Application, in the Investor's ASBA Account. The SCSB may reject the application at the time of acceptance of Application Form if the ASBA Account, details of which have been provided by the Investor in the Application Form does not have sufficient funds equivalent to the amount payable on Application mentioned in the Application Form. Subsequent to the acceptance of the Application by the SCSB, our Company would have a right to reject the Application on technical grounds as set forth in this Draft Letter of Offer.

After verifying that sufficient funds are available in the ASBA Account details of which are provided in the Application Form, the SCSB shall block an amount equivalent to the Application Money mentioned in the Application Form until the Transfer Date. On the Transfer Date, upon receipt of intimation from the Registrar, of the receipt of minimum subscription and pursuant to the finalization of the Basis of Allotment as approved by the Designated Stock Exchange, the SCSBs shall transfer such amount as per the Registrar's instruction from the ASBA Account into the Allotment Account(s) which shall be a separate bank account maintained by our Company in accordance with subsection (3) of Section 40 of the Companies Act, 2013. The balance amount remaining after the finalisation of the Basis of Allotment on the Transfer Date shall be unblocked by the SCSB on the basis of the instructions issued in this regard by the Registrar to the respective SCSB.

In terms of RBI Circular DBOD No. FSC BC 42/24.47.00/2003- 04 dated November 5, 2003, the stock invest scheme has been withdrawn. Hence, payment through stock invest would not be accepted in the Issue.

### *Mode of payment for Resident Investors*

All payments on the Application Forms shall be made only through ASBA facility. Applicants are requested to strictly adhere to these instructions.

### *Mode of payment for Non-Resident Investors*

As regards the Application by non-resident Investors, payment must be made only through ASBA facility and using permissible accounts in accordance with FEMA, FEMA Rules and requirements prescribed by RBI and subject to the following:

- i. In case where repatriation benefit is available, interest, dividend, sales proceeds derived from the investment in Rights Equity Shares can be remitted outside India, subject to tax, as applicable according to the Income tax Act. However, please note that conditions applicable at the time of original investment in our Company by the Eligible Equity Shareholder including repatriation shall not change and remain the same for subscription in the Issue or subscription pursuant to renunciation in the Issue.
- ii. Subject to the above, in case Rights Equity Shares are Allotted on a non-repatriation basis, the dividend and sale proceeds of the Rights Equity Shares cannot be remitted outside India.
- iii. In case of an Application Form received from non-residents, Allotment, refunds and other distribution, if any, will be made in accordance with the guidelines and rules prescribed by RBI as applicable at the time of making such Allotment, remittance and subject to necessary approvals.
- iv. Application Forms received from non-residents/ NRIs, or persons of Indian origin residing abroad for Allotment of Rights Equity Shares shall, amongst other things, be subject to conditions, as may be imposed from time to time by RBI under FEMA, in respect of matters including Refund of Application Money and Allotment.
- v. In the case of NRIs who remit their Application Money from funds held in FCNR/NRE Accounts, refunds and other disbursements, if any shall be credited to such account.
- vi. Non-resident Renouncees who are not Eligible Equity Shareholders must submit regulatory approval for applying for Additional Rights Equity Shares.

## **VI. BASIS FOR THE ISSUE AND TERMS OF THE ISSUE**

The Rights Equity Shares are being offered for subscription to the Eligible Equity Shareholders whose names appear as beneficial owners as per the list to be furnished by the Depositories in respect of our Equity Shares held in dematerialised form and on the register of members of our Company in respect of our Equity Shares held in physical form at the close of business hours on the Record Date.

For principal terms of Issue such as face value, Issue Price, Rights Entitlement ratio, see “*The Issue*” beginning on page 37.

- *Fractional Entitlements*

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of [●] Rights Equity Shares for every [●] Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than [●] Rights Equity Shares or not in the multiple of [●], the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored, will be given preferential consideration for the allotment of one additional Equity Share each if they apply for additional Equity Shares over and above their rights entitlement, if any.

For example, if an Eligible Equity Shareholder holds [●] Equity Shares, such Equity Shareholder will be entitled to [●] Equity Share and will also be given a preferential consideration for the Allotment of one Additional Rights Equity Share if such Eligible Equity Shareholder has applied for Additional Rights Equity Shares, over and above his/her Rights Entitlements, subject to availability of Rights Equity Shares in the Issue post allocation towards Rights Entitlements applied for.

Further, the Eligible Equity Shareholders holding less than [●] Equity Shares shall have ‘zero’ entitlement in the Issue. Such Eligible Equity Shareholders are entitled to apply for additional Equity Shares and will be given preference in the allotment of one additional Equity Share if, such Eligible Equity Shareholders apply for the additional Equity Shares. However, they cannot renounce the same in favour of third parties and the application forms shall be non-negotiable.

- Ranking

The Rights Equity Shares to be issued and Allotted pursuant to the Issue shall be subject to the provisions of this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, and the Memorandum of Association and the Articles of Association, the provisions of the Companies Act, 2013, FEMA, the SEBI ICDR Regulations, the SEBI LODR Regulations, and the guidelines, notifications and regulations issued by SEBI, the Government of India and other statutory and regulatory authorities from time to time, the terms of the Listing Agreements entered into by our Company with the Stock Exchanges and the terms and conditions as stipulated in the Allotment advice. The Rights Equity Shares to be issued and Allotted under the Issue shall rank *pari passu* with the existing Equity Shares, in all respects including dividends.

- Listing and trading of the Rights Equity Shares to be issued pursuant to the Issue

Subject to receipt of the listing and trading approvals, the Rights Equity Shares proposed to be issued on a rights basis shall be listed and admitted for trading on BSE and NSE. Unless otherwise permitted by the SEBI ICDR Regulations, the Rights Equity Shares Allotted pursuant to the Issue will be listed as soon as practicable and all steps for completion of necessary formalities for listing and commencement of trading in the Rights Equity Shares will be taken within such period prescribed under the SEBI ICDR Regulations. Our Company has received in-principle approval from the BSE and NSE through its letters bearing reference number [●] dated [●] and [●] dated [●], respectively. Our Company will apply to the Stock Exchanges for final approval for the listing and trading of the Rights Equity Shares subsequent to its Allotment.

No assurance can be given regarding the active or sustained trading in the Rights Equity Shares or the price at which the Rights Equity Shares offered under the Issue will trade after the listing thereof. The existing Equity Shares are listed and traded on BSE (Scrip Code: 532694) and NSE (Symbol: ASMS) under the ISIN: INE855F01042. The Rights Equity Shares shall be credited to a temporary ISIN which will be frozen until the receipt of the final listing/ trading approvals from the Stock Exchanges.

Upon receipt of such listing and trading approvals, the Rights Equity Shares shall be debited from such temporary ISIN and credited to the new ISIN for the Rights Equity Shares and thereafter be available for trading and the temporary ISIN shall be permanently deactivated in the depository system of CDSL and NSDL.

The listing and trading of the Rights Equity Shares issued pursuant to the Issue shall be based on the current regulatory framework then applicable. Accordingly, any change in the regulatory regime would affect the listing and trading schedule.

In case our Company fails to obtain listing or trading permission from BSE and NSE, our Company shall refund through verifiable means/unblock the respective ASBA Accounts, the entire monies received/blocked within four days of receipt of intimation from BSE and NSE, rejecting the application for listing of the Rights Equity Shares, and if any such money is not refunded/ unblocked within four days after our Company becomes liable to repay it, our Company and every director of our Company who is an officer-in-default shall, on and from the expiry of the fourth day, be jointly and severally liable to repay that money with interest at rates prescribed under applicable law.

- Subscription to the Issue by our Promoter and members of the Promoter Group

For details of the intent and extent of subscription by our Promoter, see “*Capital Structure – Intention and extent of participation by our Promoter and Promoter Group in the Issue*” on page 44. As of date of this Draft Letter of Offer, None of our Promoters or the members of our Promoter Group are interested in subscription to the issue.

## VII. GENERAL TERMS OF THE ISSUE

- Market Lot

The Equity Shares of our Company shall be tradable only in dematerialized form. The market lot for Equity Shares in dematerialised mode is one Equity Share.

- Joint Holders

Where two or more persons are registered as the holders of any Equity Shares, they shall be deemed to hold the same as the joint holders with the benefit of survivorship subject to the provisions contained in our Articles of Association. In case of Equity Shares held by joint holders, the Application submitted in physical mode to the

Designated Branch of the SCSBs would be required to be signed by all the joint holders (in the same order as appearing in the records of the Depository) to be considered as valid for allotment of Equity Shares offered in the Issue.

- Nomination

Nomination facility is available in respect of the Equity Shares in accordance with the provisions of the Section 72 of the Companies Act, 2013 read with Rule 19 of the Companies (Share Capital and Debenture) Rules, 2014. Since the Allotment is in dematerialised form, there is no need to make a separate nomination for the Equity Shares to be Allotted in the Issue. Nominations registered with the respective DPs of the Investors would prevail. Any Investor holding Equity Shares in dematerialised form and desirous of changing the existing nomination is requested to inform its Depository Participant.

- Arrangements for Disposal of Odd Lots

The Equity Shares shall be traded in dematerialised form only and, therefore, the marketable lot shall be one Equity Share and hence, no arrangements for disposal of odd lots are required.

- Restrictions on transfer and transmission of shares and on their consolidation/splitting

There are no restrictions on transfer and transmission and on their consolidation/splitting of shares issued pursuant to this Issue. However, the Investors should note that pursuant to provisions of the SEBI LODR Regulations, with effect from April 1, 2019, except in case of transmission or transposition of securities, the request for transfer of securities shall not be effected unless the securities are held in the dematerialized form with a depository.

- Notices

In accordance with the SEBI ICDR Regulations and the SEBI Master Circular, and MCA General Circular No. 21/2020 dated May 11, 2020, our Company will send through email and speed post, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent/ dispatched only to the Eligible Equity Shareholders who have provided Indian address. In case such Eligible Equity Shareholders have provided their valid e-mail address, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be sent only to their valid e-mail address and in case such Eligible Equity Shareholders have not provided their e-mail address, then, the Abridged Letter of Offer, the Application Form, the Rights Entitlement Letter and other Issue material will be physically dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

All notices to the Eligible Equity Shareholders required to be given by our Company shall be published in one English language national daily newspaper with wide circulation, one Hindi language national daily newspaper with wide circulation and one regional Telugu daily newspaper with wide circulation (Hyderabad being the regional language in the place where our Registered and Corporate Office is located).

This Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form shall also be submitted with the the Stock Exchanges for making the same available on their websites.

- Offer to Non-Resident Eligible Equity Shareholders/Investors

As per Rule 7 of the FEMA Rules, RBI has given general permission to a person resident outside India and having investment in an Indian company to make investment in rights equity shares issued by such company subject to certain conditions. Further, as per the Master Direction on Foreign Investment in India dated January 4, 2018 issued by RBI, non-residents may, amongst other things, subject to the conditions set out therein (i) subscribe for additional shares over and above their rights entitlements; (ii) renounce the shares offered to them either in full or part thereof in favour of a person named by them; or (iii) apply for the shares renounced in their favour. Applications received from NRIs and non-residents for allotment of Rights Equity Shares shall be, amongst other things, subject to the conditions imposed from time to time by RBI under FEMA in the matter of Application, refund of Application Money, Allotment of Rights Equity Shares and issue of Rights Entitlement Letters/ letters of Allotment/Allotment advice.

If a non-resident or NRI Investor has specific approval from RBI or any other governmental authority, in connection with his shareholding in our Company, such person should enclose a copy of such approval with the Application details and send it to the Registrar at [rightsissue@bigshareonline.com](mailto:rightsissue@bigshareonline.com). It will be the sole responsibility of the investors to ensure that the necessary approval from the RBI or the governmental authority is valid in order to make any investment in the Issue and our Company will not be responsible for any such allotments made by relying on such approvals.

The Abridged Letter of Offer, the Rights Entitlement Letter and Application Form shall be sent only to the Indian addresses of the non-resident Eligible Equity Shareholders on a reasonable efforts basis, who have provided an Indian address to our Company and located in jurisdictions where the offer and sale of the Rights Equity Shares may be permitted under laws of such jurisdictions. Eligible Equity Shareholders can access this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer and the Application Form (provided that the Eligible Equity Shareholder is eligible to subscribe for the Rights Equity Shares under applicable securities laws) from the websites of the Registrar, our Company and the Stock Exchanges.

Further, Application Forms will be made available at Registered and Corporate Office of our Company for the non-resident Indian Applicants. Our Board may at its absolute discretion, agree to such terms and conditions as may be stipulated by RBI while approving the Allotment. The Rights Equity Shares purchased by non-residents shall be subject to the same conditions including restrictions in regard to the repatriation as are applicable to the original Equity Shares against which Rights Equity Shares are issued on rights basis. In case of change of status of holders, i.e., from resident to non-resident, a new demat account must be opened.

Any Application from a demat account which does not reflect the accurate status of the Applicant is liable to be rejected at the sole discretion of our Company.

### **ALLOTMENT OF THE RIGHTS EQUITY SHARES IN DEMATERIALIZED FORM**

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR IN THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO THE SAME DEPOSITORY ACCOUNT IN WHICH OUR EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE. FOR DETAILS, SEE “- ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS” ON PAGE 182.**

## **VIII. ISSUE SCHEDULE**

<b>Issue Opening Date</b>	[•]
<b>Last date for receiving requests for Application Form and Rights Entitlement Letter#</b>	[•]
<b>Issue Closing Date</b>	[•]
<b>Finalising the basis of allotment with the Designated Stock Exchange</b>	[•]
<b>Date of Allotment (on or about)</b>	[•]
<b>Initiation of refunds</b>	[•]
<b>Date of credit (on or about)</b>	[•]
<b>Date of listing (on or about)</b>	[•]

*\*Our Board may, however, decide to extend the Issue Period as it may determine from time to time but not exceeding 30 days from the Issue Opening Date (inclusive of the Issue Opening Date).*

*\*\*Investors are advised to ensure that the Application Forms are submitted on or before the Issue Closing Date. Our Company and/or the Registrar to the Issue will not be liable for any loss on account of non-submission of Application Forms or on before the Issue Closing Date.*

*#Eligible Equity Shareholders are requested to ensure that renunciation through off-market transfer is completed in such a manner that the Rights Entitlements are credited to the demat account of the Renouncee(s) on or prior to the Issue Closing Date.*

Please note that if Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date, havenot provided the details of their demat accounts to our Company or to the Registrar, they are required to providetheir demat account details to our Company or the Registrar not later than two clear Working Days prior to the Issue Closing Date, i.e., [•], [•] to enable the credit of the Rights Entitlements by way of transfer from the demat suspense escrow account to their respective demat accounts, at least one day before the Issue Closing Date, i.e., [•], [•].

## **IX. BASIS OF ALLOTMENT**

Subject to the provisions contained in this Draft Letter of Offer, the Letter of Offer, the Abridged Letter of Offer, the Rights Entitlement Letter, the Application Form, the Articles of Association and the approval of the Designated Stock Exchange, our Board will proceed to Allot the Rights Equity Shares in the following order of priority:

- a. Full Allotment to those Eligible Equity Shareholders who have applied for their Rights Entitlements of Rights Equity Shares either in full or in part and also to the Renouncee(s) who has or have applied for Rights Equity Shares renounced in their favour, in full or in part, as adjusted for fraction entitlement.
- b. Eligible Equity Shareholders whose fractional entitlements are being ignored and Eligible Equity Shareholders with zero entitlement, would be given preference in allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares. Allotment under this head shall be considered if there are any unsubscribed Rights Equity Shares after allotment under (a) above. If number of Rights Equity Shares required for Allotment under this head are more than the number of Rights Equity Shares available after Allotment under (a) above, the Allotment would be made on a fair and equitable basis in consultation with the Designated Stock Exchange and will not be a preferential allotment.
- c. Allotment to the Eligible Equity Shareholders who having applied for all the Rights Equity Shares offered to them as part of the Issue, have also applied for Additional Rights Equity Shares. The Allotment of such Additional Rights Equity Shares will be made as far as possible on an equitable basis having due regard to the number of Equity Shares held by them on the Record Date, provided there are any unsubscribed Rights Equity Shares after making full Allotment in (a) and (b) above. The Allotment of such Rights Equity Shares will be at the sole discretion of our Board in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- d. Allotment to Renouncees who having applied for all the Rights Equity Shares renounced in their favour, have applied for Additional Rights Equity Shares provided there is surplus available after making full Allotment under (a), (b) and (c) above. The Allotment of such Rights Equity Shares will be made on a proportionate basis in consultation with the Designated Stock Exchange, as a part of the Issue and will not be a preferential allotment.
- e. Allotment to any other person, subject to applicable laws, that our Board may deem fit, provided there is surplus available after making Allotment under (a), (b), (c) and (d) above, and the decision of our Board in this regard shall be final and binding.

After taking into account Allotment to be made under (a) to (d) above, if there is any unsubscribed portion, the same shall be deemed to be 'unsubscribed'.

Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall send to the Controlling Branches, a list of the Investors who have been allocated Rights Equity Shares in the Issue, along with:

- a. The amount to be transferred from the ASBA Account to the separate bank account opened by our Company for the Issue, for each successful Application;
- b. The date by which the funds referred to above, shall be transferred to the aforesaid bank account; and
- c. The details of rejected ASBA applications, if any, to enable the SCSBs to unblock the respective ASBA Accounts.

Further, the list of Applicants eligible for refund with corresponding amount will also be shared with Banker to the Issue to refund such Applicants.

## **X. ALLOTMENT ADVICE OR REFUND/ UNBLOCKING OF ASBA ACCOUNTS**

Our Company will send/ dispatch Allotment advice, refund intimations, if applicable or demat credit of securities and/or letters of regret, only to the Eligible Equity Shareholders who have provided Indian address; along with crediting the Allotted Rights Equity Shares to the respective beneficiary accounts (only in dematerialised mode) or in a demat suspense account (in respect of Eligible Equity Shareholders holding Equity Shares in physical form on the Allotment Date) or issue instructions for unblocking the funds in the respective ASBA Accounts, if any, within a period of 15 days

from the Issue Closing Date. In case of failure to do so, our Company and our Directors who are “officers in default” shall pay interest at such rate as specified under applicable law from the expiry of such 15 days’ period.

The Rights Entitlements will be credited in the dematerialized form using electronic credit under the depository system and the Allotment advice shall be sent, through a mail, to the Indian mail address provided to our Company or at the address recorded with the Depository.

In the case of non-resident Investors who remit their Application Money from funds held in the NRE or the FCNR Accounts, unblocking refunds and/or payment of interest or dividend and other disbursements, if any, shall be credited to such accounts.

Where an Applicant has applied for Additional Rights Equity Shares in the Issue and is Allotted a lesser number of Rights Equity Shares than applied for, the excess Application Money paid/blocked shall be refunded/unblocked. The unblocking of ASBA funds / refund of monies shall be completed within such period as prescribed under the SEBI ICDR Regulations. In the event that there is a delay in making refunds beyond such period as prescribed under applicable law, our Company shall pay the requisite interest at such rate as prescribed under applicable law.

## **XI. PAYMENT OF REFUND**

- Mode of making refunds

The payment of refund, if any, including in the event of oversubscription or failure to list or otherwise would be done through any of the following modes:

- c. Unblocking amounts blocked using ASBA facility.
  - d. NACH – National Automated Clearing House is a consolidated system of electronic clearing service. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by RBI, where such facility has been made available. This would be subject to availability of complete bank account details including a Magnetic Ink Character Recognition (“MICR”) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
  - e. National Electronic Fund Transfer (“NEFT”) – Payment of refund shall be undertaken through NEFT wherever the Investors’ bank has been assigned the Indian Financial System Code (“IFSC Code”), which can be linked to a MICR, allotted to that particular bank branch. IFSC Code will be obtained from the website of RBI as on a date immediately prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Investors have registered their nine digit MICR number and their bank account number with the Registrar to our Company or with the Depository Participant while opening and operating the demat account, the same will be duly mapped with the IFSC Code of that particular bank branch and the payment of refund will be made to the Investors through this method.
  - f. Direct Credit – Investors having bank accounts with the Banker to the Issue shall be eligible to receive refunds through direct credit. Charges, if any, levied by the relevant bank(s) for the same would be borne by our Company.
  - g. RTGS – If the refund amount exceeds ₹2,00,000, the Investors have the option to receive refund through RTGS. Such eligible Investors who indicate their preference to receive refund through RTGS are required to provide the IFSC Code in the Application Form. In the event the same is not provided, refund shall be made through NACH or any other eligible mode. Charges, if any, levied by the Refund Bank for the same would be borne by our Company. Charges, if any, levied by the Investor’s bank receiving the credit would be borne by the Investor.
  - h. For all other Investors, the refund orders will be dispatched through speed post or registered post subject to applicable laws. Such refunds will be made by cheques, pay orders or demand drafts drawn in favour of the sole/first Investor and payable at par.
  - i. Credit of refunds to Investors in any other electronic manner, permissible by SEBI from time to time.
- Refund payment to non-residents

The Application Money will be unblocked in the ASBA Account of the non-resident Applicants, details of which were provided in the Application Form.

## XII. ALLOTMENT ADVICE OR DEMAT CREDIT OF SECURITIES

The demat credit of securities to the respective beneficiary accounts will be credited within 15 days from the Issue Closing Date or such other timeline in accordance with applicable laws.

- Receipt of the Rights Equity Shares in Dematerialized Form

**PLEASE NOTE THAT THE RIGHTS EQUITY SHARES APPLIED FOR UNDER THE ISSUE CAN BE ALLOTTED ONLY IN DEMATERIALIZED FORM AND TO (A) THE SAME DEPOSITORY ACCOUNT/ CORRESPONDING PAN IN WHICH THE EQUITY SHARES ARE HELD BY SUCH INVESTOR ON THE RECORD DATE, OR (B) THE DEPOSITORY ACCOUNT, DETAILS OF WHICH HAVE BEEN PROVIDED TO OUR COMPANY OR THE REGISTRAR AT LEAST TWO CLEAR WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE BY THE ELIGIBLE EQUITY SHAREHOLDER HOLDING EQUITY SHARES IN PHYSICAL FORM AS ON THE RECORD DATE, OR (C) DEMAT SUSPENSE ACCOUNT PENDING RECEIPT OF DEMAT ACCOUNT DETAILS FOR RESIDENT ELIGIBLE EQUITY SHAREHOLDERS HOLDING EQUITY SHARES FORM/ WHERE THE CREDIT OF THE RIGHTS ENTITLEMENTS RETURNED/REVERSED/FAILED.**

Investors shall be Allotted the Rights Equity Shares in dematerialized (electronic) form. Our Company has signed two agreements with the respective Depositories and the Registrar to the Issue, which enables the Investors to hold and trade in the securities issued by our Company in a dematerialized form, instead of holding the Equity Shares in the form of physical certificates: tripartite agreements amongst our Company, NSDL and CDSL, and the Registrar to the Issue, each dated October 12, 2007.

**INVESTORS MAY PLEASE NOTE THAT THE RIGHTS EQUITY SHARES CAN BE TRADED ON THE STOCK EXCHANGES ONLY IN DEMATERIALIZED FORM.**

The procedure for availing the facility for Allotment of Rights Equity Shares in the Issue in the dematerialised form is as under:

1. Open a beneficiary account with any depository participant (care should be taken that the beneficiary account should carry the name of the holder in the same manner as is registered in the records of our Company. In the case of joint holding, the beneficiary account should be opened carrying the names of the holders in the same order as registered in the records of our Company). In case of Investors having various folios in our Company with different joint holders, the Investors will have to open separate accounts for such holdings. Those Investors who have already opened such beneficiary account(s) need not adhere to this step.
2. It should be ensured that the depository account is in the name(s) of the Investors and the names are in the same order as in the records of our Company or the Depositories.
3. The responsibility for correctness of information filled in the Application Form vis-a-vis such information with the Investor's depository participant, would rest with the Investor. Investors should ensure that the names of the Investors and the order in which they appear in Application Form should be the same as registered with the Investor's depository participant.
4. If incomplete or incorrect beneficiary account details are given in the Application Form, the Investor will not get any Rights Equity Shares and the Application Form will be rejected.
5. The Rights Equity Shares will be allotted to Applicants only in dematerialized form and would be directly credited to the beneficiary account as given in the Application Form after verification or demat suspense account (pending receipt of demat account details for resident Eligible Equity Shareholders holding Equity Shares in physical form/ with Investor Education and Protection Fund (IEPF) authority/ in suspense, etc.). Allotment advice, refund order (if any) would be sent through physical dispatch, by the Registrar but the Applicant's depository participant will provide to him the confirmation of the credit of such Rights Equity Shares to the Applicant's depository account.
6. Non-transferable Allotment advice/ refund intimation will be directly sent to the Investors by the Registrar, through physical dispatch.
7. Renounees will also have to provide the necessary details about their beneficiary account for Allotment of Rights Equity Shares in the Issue. In case these details are incomplete or incorrect, the Application is liable to be rejected.
8. Dividend or other benefits with respect to the Equity Shares held in dematerialized form would be paid to those Equity Shareholders whose names appear in the list of beneficial owners given by the Depository Participant to our Company as on the date of the book closure.



9. Resident Eligible Equity Shareholders, who hold Equity Shares in physical form and who have not furnished the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, shall not be able to apply in this Issue

### **Impersonation**

As a matter of abundant caution, attention of the Investors is specifically drawn to the provisions of Section 38 of the Companies Act, 2013 which is reproduced below:

*Any person who:*

- (i) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or*
- (ii) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or*
- (iii) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,*

*shall be liable for action under Section 447.”*

The liability prescribed under Section 447 of the Companies Act, 2013 for fraud involving an amount of at least ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to ten years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount. Where such fraud (i) involves an amount which is less than ₹ 10 lacs or 1% of the turnover of the Company, whichever is lower, and (ii) does not involve public interest, then such fraud is punishable with imprisonment for a term extending up to five years or fine of an amount extending up to ₹ 50 lacs or with both.

### **Utilization of Issue Proceeds**

Our Board of Directors declares that:

- (a) All monies received out of the Issue shall be transferred to a separate bank account;
- (b) Details of all monies utilized out of the Issue shall be disclosed, and shall continue to be disclosed until the time any part of the Issue Proceeds remains unutilized, under an appropriate separate head in the balance sheet of our Company indicating the purpose for which such monies have been utilized;
- (c) Details of all unutilized monies out of the Issue, if any, shall be disclosed under an appropriate separate head in the balance sheet of our Company indicating the form in which such unutilized monies have been invested; and
- (d) Our Company may utilize the funds collected in the Issue only after final listing and trading approvals for the Rights Equity Shares Allotted in the Issue is received.

### **Undertakings by our Company**

Our Company undertakes the following:

- (a) The complaints received in respect of the Issue shall be attended to by our Company expeditiously and satisfactorily.
- (b) All steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges where the Rights Equity Shares are to be listed will be taken within the time prescribed by the SEBI.
- (c) The funds required for making refunds to unsuccessful Applicants as per the mode(s) disclosed shall be made available to the Registrar by our Company.
- (d) Where refunds are made through electronic transfer of funds, a suitable communication shall be sent to the Investor within 15 days of the Issue Closing Date, giving details of the banks where refunds shall be credited along with amount and expected date of electronic credit of refund.
- (e) Other than any Equity Shares that may be issued pursuant to exercise options under the ESOP 2016 and ESOP

2018, no further issue of securities affecting our Company's Equity Share capital shall be made until the Rights Equity Shares are listed or until the Application Money is refunded on account of non-listing, under subscription etc.

- (f) In case of unblocking of the application amount for unsuccessful Applicants or part of the application amount in case of proportionate Allotment, a suitable communication shall be sent to the Applicants.
- (g) Adequate arrangements shall be made to collect all ASBA Applications and to consider them similar to non-ASBA Applications while finalizing the Basis of Allotment.
- (h) At any given time, there shall be only one denomination for the Rights Equity Shares of our Company.
- (i) Our Company shall comply with all disclosure and accounting norms specified by the SEBI from time to time.
- (j) Our Company accepts full responsibility for the accuracy of information given in this Draft Letter of Offer and confirms that to the best of its knowledge and belief, there are no other facts the omission of which makes any statement made in this Draft Letter of Offer misleading and further confirms that it has made all reasonable enquiries to ascertain such facts.

### **Minimum Subscription**

The objects of the Issue involve financing other than financing of capital expenditure for a project and Our Promoter Kinex India Private Limited (Formerly Known as Antanium India Private Limited) by its letter dated March 30, 2024, has confirmed its intention not to subscribe to the Rights Issue.

Accordingly, in terms of the SEBI ICDR Regulations, the requirement of minimum subscription in the Issue shall be applicable. Pursuant to regulation 86(2) of the SEBI ICDR Regulations in case of non-receipt of minimum subscription, all application monies received shall be refunded to the applicants forthwith, but not later than four days from the closure of the Rights Issue.

### **Filing**

SEBI *vide* the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) (Fourth Amendment) Regulations, 2020 has amended Regulation 3(b) of the SEBI ICDR Regulations as per which the threshold of filing of Draft Letter of Offer with SEBI for Rights Issues has been increased. The threshold of the rights issue size under Regulation 3 (b) of the SEBI ICDR Regulations has been increased from Rupees ten crores to Rupees fifty crores. Since the size of this Issue falls below this threshold, this Draft Letter of Offer has been filed with BSE Limited and National Stock Exchange of India Limited and not with SEBI. However, the Letter of Offer will be submitted with SEBI for information and dissemination purposes and shall be filed with the Stock Exchanges.

### **Withdrawal of the Issue**

Subject to provisions of the SEBI ICDR Regulations, the Companies Act and other applicable laws, our Company reserves the right not to proceed with the Issue at any time before the Issue Opening Date without assigning any reason thereof.

If our Company withdraws the Issue any time after the Issue Opening Date, a public notice within two (2) Working Days of the Issue Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue shall be issued by our Company. The notice of withdrawal will be issued in the same newspapers where the pre-Issue advertisement has appeared and the Stock Exchanges will also be informed promptly.

The Registrar to the Issue, will instruct the SCSBs to unblock the ASBA Accounts within one (1) working Day from the day of receipt of such instruction. Our Company shall also inform the same to the Stock Exchanges.

If our Company withdraws the Issue at any stage including after the Issue Closing Date and subsequently decides to proceed with an Issue of the Equity Shares, our Company will file a fresh offer document with the Stock Exchanges where the Equity Shares may be proposed to be listed.

## **Important**

Please read this Draft Letter of Offer carefully before taking any action. The instructions contained in the Application Form, Abridged Letter of Offer and the Rights Entitlement Letter are an integral part of the conditions of the Draft Letter of Offer and must be carefully followed; otherwise the Application is liable to be rejected. It is to be specifically noted that this Issue of Rights Equity Shares is subject to the risk factors mentioned in “*Risk Factors*” on page 23.

All enquiries in connection with this Draft Letter of Offer or Application Form and the Rights Entitlement Letter must be addressed (quoting the Registered Folio Number or the DP and Client ID number, the Application Form number and the name of the first Eligible Equity Shareholder as mentioned on the Application Form and super scribed “*Bartronics India Limited– Rights Issue*” on the envelope to the Registrar at the following address:

### **Bigshare Services Private Limited**

Office No S6-2, 6th Floor,

Pinnacle Business Park,

Next to Ahura Centre,

Mahakali Caves Road,

Andheri (East) Mumbai 400 093

**CIN:** U99999MH1994PTC076534

**Telephone:** +91 22 6263 8200/22

**Email:** rightsissue@bigshareonline.com

**Investor grievance e-mail:** investor@bigshareonline.com

**Contact Person:** Suraj Gupta

**Website:** www.bigshareonline.com

The Issue will remain open for a minimum period of 7 (seven) days. However, our Board will have the right to extend the Issue Period as it may determine from time to time but not exceeding 30 (thirty) days from the Issue Opening Date (inclusive of the Issue Closing Date).

The Investors can visit following links for the below-mentioned purposes:

- (a) Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: [www.bigshareonline.com](http://www.bigshareonline.com)
- (b) Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: [www.bigshareonline.com](http://www.bigshareonline.com) and
- (c) Submission of self-attested PAN, client master sheet and demat account details by non- resident Eligible Equity Shareholders: [www.bigshareonline.com](http://www.bigshareonline.com).

## RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991, of the Government of India and FEMA. While the Industrial Policy, 1991, of the Government of India, prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Under the Industrial Policy, 1991, unless specifically restricted, foreign investment is freely permitted in all sectors of the Indian economy up to any extent and without any prior approvals, but the foreign investor is required to follow certain prescribed procedures for making such investment. Accordingly, the process for foreign direct investment (“**FDI**”) and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India (formerly known as the Department of Industrial Policy and Promotion) (“**DPIIT**”), Ministry of Finance, Department of Economic Affairs, FIPB section, through a memorandum dated June 5, 2017, has notified the specific ministries handling relevant sectors.

The Government has, from time to time, made policy pronouncements on FDI through press notes and press releases. The DPIIT issued the Consolidated FDI Policy Circular of 2017 (“**FDI Circular 2017**”), which, with effect from August 28, 2017, consolidated and superseded all previous press notes, press releases and clarifications on FDI issued by the DPIIT that were in force and effect as on August 28, 2017. The Government proposes to update the consolidated circular on FDI policy once every year and therefore, FDI Circular 2017 will be valid until the DPIIT issues an updated circular.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases which are notified by RBI as amendments to FEMA. In case of any conflict between FEMA and such policy pronouncements, FEMA prevails. The Consolidated FDI Policy, issued by the DIPP, consolidates the policy framework in place as on August 27, 2017, and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on August 27, 2017. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore the Consolidated FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company falls under the automatic route as provided in the FDI Policy and FEMA and transfer does not attract the provisions of the SEBI Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI Policy; and (iii) the pricing is in accordance with the guidelines prescribed by SEBI and RBI.

As per the existing policy of the Government of India, erstwhile OCBs cannot participate in this Issue.

*The above information is given for the benefit of the Applicants / Investors. Our Company is not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Letter of Offer. Investors are advised to make their independent investigations and ensure that the number of Equity Shares applied for do not exceed the applicable limits under laws or regulations.*

## **SECTION VIII- STATUTORY AND OTHER INFORMATION**

Please note that the Rights Equity Shares applied for under this Issue shall be allotted only in dematerialized form and to (a) the same depository account/ corresponding pan in which the Equity Shares are held by such Investor as on the Record Date, or (b) the depository account, details of which have been provided to our Company or the Registrar at least two working days prior to the Issue Closing Date by the Eligible Equity Shareholder holding Equity Shares in physical form as on the Record Date.

## **MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION**

The contracts referred to in para (A) below (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material have been entered into by our Company.

The contracts together with the documents referred to in para (B) below may be inspected at the Corporate Office of our Company between 11.00 a.m. to 2.00 p.m. on any Working Day from the date of the Draft Letter of Offer until the closure of the subscription list.

### **1. MATERIAL CONTRACTS FOR THE ISSUE**

- Registrar Agreement dated [•] entered into amongst our Company and the Registrar to the Issue.
- Escrow Agreement dated [•] amongst our Company, the Registrar to the Issue and the Banker to the Issue.

### **2. MATERIAL DOCUMENTS**

- Certified copies of the updated Memorandum of Association and Articles of Association of our Company as amended from time to time.
- Annual Reports of the Company for the past Five years.
- Certificate of incorporation dated September 10, 1990, fresh certificate of incorporation dated July 27, 1995 consequent to change in name of the Company becoming a public limited company.
- Prospectus dated December 05, 2005 filed with SEBI, Stock Exchange, RoC and other regulatory authorities during the initial public offering of our Company.
- Copy of Resolution Plan dated January 12, 2021 and copy of approval by the Hon'ble NCLT on March 10, 2022
- Resolution of the Board of Directors at its meeting held on March 21, 2024 in relation to the Issue authorization.
- Resolution of the Board/Rights Issue Committee of the Board of Directors dated April 2, 2024 approving and adopting this Draft Letter of Offer.
- Resolution of the Board/Rights Issue Committee dated [•] approving and adopting the Letter of Offer.
- Resolution of our Board/Rights Issue Committee dated [•], finalizing the terms of the Issue including Issue Price, Record Date and the Rights Entitlement Ratio.
- Consents of our Promoter, Directors, Company Secretary and Compliance Officer, Chief Financial Officer, Statutory Auditor, Peer Review Auditor, Banker to the Issue, Legal Advisor, the Registrar to the Issue for inclusion of their names in the Draft Letter of Offer or Letter of Offer.
- Annual Report of the Company for the financial year i.e., 2021-2022 and 2022-23.
- The limited reviewed report dated January 13, 2024 on the unaudited Standalone financial results for the Nine months period ended December 31, 2023.
- Statement of Special Tax Benefits dated March 26, 2024 available to our Company and its shareholders under the applicable laws in India issued by our Statutory Auditor.
- Tripartite Agreement dated December 06, 2005 between our Company, NSDL and the Registrar to the Issue.
- Tripartite Agreement dated February 06, 2024 between our Company, CSDL and the Registrar to the Issue.
- In principle listing approval dated [•] and [•] issued by BSE and NSE, respectively.

Any of the contracts or documents mentioned in this Draft Letter of Offer may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without reference to the, shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

## DECLARATION

We hereby declare that all relevant provisions of the Companies Act 2013 and the rules, regulations and guidelines issued by the Government of India, or the rules, regulations or guidelines issued by the SEBI, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Letter of Offer is contrary to the provisions of the Companies Act 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contract (Regulation) Rules, 1957 and the Securities and Exchange Board of India Act, 1992, each as amended, or the rules, regulations or guidelines issued thereunder, as the case may be. We further certify that all the statements and disclosures made in this Draft Letter of Offer are true and correct.

### SIGNED BY THE DIRECTORS OF OUR COMPANY

Sd/-

\_\_\_\_\_  
**Nandaluru Vidhya Sagar Reddy**  
(Chairman and Managing Director)  
DIN: 09474749

Sd/-

\_\_\_\_\_  
**Krishna Kishore Madicharla**  
(Independent Director)  
DIN: 07582428

Sd/-

\_\_\_\_\_  
**Vilasitha Dandamudi**  
(Non-Executive Director)  
DIN: 08272465

Sd/-

\_\_\_\_\_  
**Sujata Cyril Borde**  
(Independent Director)  
DIN: 09620880

Sd/

\_\_\_\_\_  
**Pamarti Rajesh**  
(Independent Director)  
DIN: 10155271

Sd/

\_\_\_\_\_  
**G. Naveena**  
(Non-Executive Director)  
DIN: 10119037

### SIGNED BY THE CFO and COMPANY SECRETARY OF OUR COMPANY:

Sd/-

\_\_\_\_\_  
**Venu Gopal Thota**  
(Chief Financial Officer)

Sd/-

\_\_\_\_\_  
**Ashwani Singh Bisht**  
(Company Secretary and Compliance Officer)  
Membership No : A72076

Date: April 02, 2024  
Place: Hyderabad



