

June 13, 2023



To, The Secretary, Listing Department, BSE Ltd., Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001. Scrip Code: 532694	To, The Manager, Listing Department, National Stock Exchange of India Limited, Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E), Mumbai-400051. Symbol: ASMS
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Dear Sirs/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Further to the outcome of meeting of the Board of Directors of the Company dated June 09, 2023, and subsequent corrigendums shared please find enclosed copy of the postal ballot notice dated June 12, 2023 (“Postal Ballot Notice”) to seek approval of the shareholders of the Company on the special business as set out in attached Notice of postal ballot.

In compliance with the provisions of the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021, 3/2022 dated May 5, 2022 and 11/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), this Notice is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, June 09, 2023 (“Cutoff date”), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The particulars of Postal Ballot are as follows:

Benpos Date for Sending Notice & Cut-off Date	June 09, 2023
Remote e-voting start date and time	June 13, 2023 from 9:00 am
Remote e-voting end date and time	July 12, 2023 at 5:00 pm
Website of NSDL for remote e-voting	www.evoting.nsdl.com
Website for registration in Easi/Easiest Portal for Individual shareholders holding demat with CDSL for remote e-voting	www.web.cdslindia.com/myeasi/Registration/EasiRegistration
Website for registration in IDeAS Portal for Individual shareholders holding demat with NSDL for remote e-voting	www.eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

The above information will be made available on the website of the Company at www.bartronics.com

BARTRONICS INDIA LIMITED

Plot No. 193, 1st Floor, SV Chambers, Phase II, Kavuri Hills, Madhapur, Hyderabad-500 033, TS, India.
Tel : 040 49269269, Fax : 040 49269246 CIN: L29309TG1990PLC011721, Email : Info@bartronics.com www.bartronics.com

In accordance with the provisions of the MCA Circulars, the Company has arranged for the Members to register their e-mail addresses. Therefore, those Members who have not yet registered their e-mail addresses are requested to register their e-mail address by following the procedure set out in the notes to the Postal Ballot Notice.

This is for your information and records.

Thanking you,

For, Bartronics India Limited

Apeksha Naidu
Company Secretary & Compliance officer

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POSTAL BALLOT NOTICE

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

Voting Start Date & Time	Voting End Date & Time
Tuesday June 13, 2023 At 9:00 AM	Wednesday, July 12, 2023 At 5:00 PM

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

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

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

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

The Board has appointed M/s. RPR & Associates, (Membership No. FCS 5783) (CP No. 5360) Practicing Company Secretaries, as the scrutinizer ("Scrutinizer") for conducting the postal ballot through e-voting process in a fair and transparent manner. Members are requested to read the instructions in the 'Notes' of this postal ballot notice for casting their vote electronically. The Votes can be casted from June 13, 2023 at 09.00 A.M. (IST) to July 12, 2023 at 05.00 P.M. (IST). The Scrutinizer will submit his report to the Chairman of the Company or any other person duly authorized by him, after completion of the e-voting. The Scrutinizer's decision on the validity of votes cast will be final. The results shall be declared on or before Friday, July 14 2023, and communicated to the Stock Exchanges, Depositories and RTA. The results will also be displayed on the Company's website www.bartronics.com.

Special Business

To create, offer, issue and allot equity shares on Preferential Basis:

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

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) (**“the Act”**) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, amended from time to time (**“ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, amended from time to time (**“Listing Regulations”**), and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (**“MCA”**), the Securities and Exchange Board of India (**“SEBI”**), the Reserve Bank of India (**“RBI”**), Stock Exchanges where the shares of the Company are listed (**“Stock Exchanges”**) and/ or any other competent authorities (hereinafter collectively referred to as **“Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals (including regulatory approvals), consents, permissions and sanctions as may be necessary or required and such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as **“the Board”** which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the consent and approval of the members of the Company (**“Members”**) be and is hereby accorded to the Board to create, issue, offer and allot on a preferential basis, in one or more tranches, 1,95,20,158 (One Crore Ninety Five Lakhs Twenty Thousand One Hundred and Fifty Eight) equity shares of the Company having face value of Re. 1 each, at a price of Rs. 11.15 per equity share, which is not less than the floor price determined in accordance with Chapter V of the ICDR Regulations (**“Subscription Shares”**) for consideration other than cash (being swap of shares of Ampivo Smart Technologies Private Limited (ASTP)) towards payment of the total purchase consideration of Rs. 21,76,49,770 (Rupees Twenty One Crore Seventy Six Lakhs, Forty Nine Thousand and Seventy hundred Seventy only), payable by the Company to **Mr. Y Sathya Purna Chander Rao**, (**“Proposed Allottee”**), founder and majority shareholder of ASTP, for acquisition of 30,699 (Thirty Thousand Six Hundred Ninety Nine) Equity shares of face value of Rs. 10 each at a price of Rs. 7089.8 (Seven Thousand Eighty Nine and Eighty Paise only) each, representing 30% of paid-up capital of the ASTP held by Proposed Allottee (**“Purchase Shares”**), on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

The details of the proposed allottees and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Name and address of the proposed allottees	No. of shares to be allotted
Mr. Y Sathya Purna Chander Rao	1,95,20,158 equity shares of Re. 1 each, at a price of Rs. 11.15 (including premium of Rs. 10.15) per equity share

RESOLVED FURTHER THAT the “Relevant Date” for the purpose of determination of the floor price of the Subscription Shares to be issued and allotted as above as per ICDR Regulations and other applicable laws is **Tuesday, June 13, 2022**, being the date 30 (Thirty) days prior to the last date for Remote e-Voting for postal ballot (on which date this resolution, if approved by the requisite majority through Postal Ballot, will be deemed to be passed) i.e. Wednesday, July 12, 2023.

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Subscription Shares to Proposed Allottee under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- 1) The Subscription Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.



- 2) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- 3) The Subscription Shares shall be allotted by the Company to the Proposed Allottee in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Subscription Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to National Stock Exchange of India Limited, BSE Limited, and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- 4) The Subscription Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the ICDR Regulations and any other applicable law for the time being in force.
- 5) The Subscription Shares to be allotted to the Proposed Allottee shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.
- 6) The Subscription Shares so offered, issued and allotted to the Proposed Allottee, are being issued for consideration other than cash, towards discharge of total purchase consideration payable by the Company for acquisition of Purchase Shares held by the Proposed Allottee and will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution.
- 7) The Subscription Shares so offered, issued and allotted shall not exceed the number of equity shares as approved herein above.

RESOLVED FURTHER THAT if Proposed Allottee fails to transfer shares held by it in ASTP to the Company or is found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to Proposed Allottee.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottee in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottee through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions ("**Offer Document**") after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited, and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Subscription Shares, subject to the provisions of the Act and the ICDR Regulations, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board and the Company Secretary be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose and for the purpose of giving effect to this resolution, including without limitation (i) to vary, modify or alter any of the relevant terms and conditions, attached to the Subscription Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, (ii) making applications to the stock exchanges for obtaining in-principle approvals, (iii) listing of shares, (iv) filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, (v) filing of requisite documents with the depositories, (vi) to resolve and settle any questions and difficulties that may arise in the preferential offer, (vii) issue and allotment of the Subscription Shares, and (viii) to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by these resolutions, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities, and to



appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this regard.”

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

**Apeksha Naidu
Company Secretary**

Regd. Office:

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

Place: Hyderabad

Date: June 12, 2023



Notes:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolution and the reasons thereof is annexed hereto and forms part of this Notice.
2. The Company is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/the Company's Registrars and Transfer Agent ('RTA') as on Friday, June 09, 2023 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, June 09, 2023.
3. The Resolution passed by the members through postal ballot is deemed to have been passed as if it is passed at a General Meeting of the Members.
4. The vote in this Postal Ballot cannot be exercised through proxy.
5. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes e-voting. Alternately, Members may also send their requests to info@bartronics.com from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. Members may download the Notice from the Company's website at www.bartronics.com or from NSDL's website at www.evoting.nsdl.com . A copy of the Notice is also available on the website of BSE at www.bseindia.com and NSE at www.nseindia.com
7. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in this Notice.
8. Voting through electronic means.

Instructions for members for remote e-Voting

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and as per the requirements of the SEBI (LODR) Regulations 2015, your Company is pleased to provide members facility to exercise their right to vote by electronic means and the business may be transacted through e-Voting Services provided by M/s. National Securities Depository Limited.
- b. The remote e-voting period begins on June 13 at 09:00 A.M. and ends on July 12, 2023 at 05:00 P.M. and the remote e-voting module shall be disabled by NSDL for voting thereafter.
- c. The Instructions for remote voting are as under:

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





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

Step 1: Access to NSDL e-Voting system

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

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

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

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<ol style="list-style-type: none"> Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDEAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 1800 1020 990 and 1800 22 44 30</p>



Individual Shareholders holding securities in demat mode with CDSL

Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

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

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

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

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

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

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

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to yrvifcs@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.



3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request by email to evoting@nsdl.co.in

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

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

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT 2013

Item No. 1:

In accordance with applicable provisions of the Companies Act, 2013 (“**the Act**”) read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“**ICDR Regulations**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), as amended from time to time, the approval of Members of the Company by way of **special resolution** is required to issue equity shares on a preferential basis to **Mr. Y Sathya Purna Chander Rao** for a consideration other than cash being discharged by transfer of 30% paid-up share capital of Ampivo Smart Technologies Private Limited (ASTP).

The disclosures in accordance with the Act and ICDR Regulations and the other applicable provisions of law, are as follows:

a. Particulars of the offer including date of passing of Board resolution; material terms of issue of securities

With an objective to acquire 30% ownership in ASTP, the Board of Directors of the Company at its meeting held on June 09, 2023, have approved the purchase of 30,699 Equity shares of Rs. 10 each, representing 30% paid-up capital of ASTP held by Mr. Y Sathya Purna Chander Rao (“**Purchase Shares**”) for a non-cash consideration to be discharged by issuance & allotment of equity shares of Re. 1/- each of the Company at a price of Rs. 11.15 (including premium of Rs. 10.15) per share (“**Subscription Shares**”), being a price not less than the floor price as determined in accordance with Chapter V of ICDR Regulations (“**Floor Price**”) and in terms of the agreement entered into between the Company, Mr. Y Sathya Purna Chander Rao and ASTP in relation to the same. Consequently, the Board also recommends the resolution as set out above to be passed by the Members as a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the ICDR Regulations is Rs. 8.55 per equity share.

b. Purpose or Objects of the preferential issue:

The company has entered into an agreement to acquire 30% of Ampivo Smart Technologies Private Limited. (ASTPL) Mr. Y. Sathya Purna Chander Rao is the shareholder of ASTPL who is selling his stake to Bartronics India Limited (BIL) for a consideration of Rs. 21,76,49,770 (Rupees Twenty One Crore Seventy Six Lakhs, Forty



Nine Thousand and Seventy hundred Seventy only). In lieu of this consideration BIL is issuing preference shares, as defined above, to Mr. Y. Sathya Purna Chander Rao.

c. Kinds of securities offered, Maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot 1,95,20,158 fully paid up equity shares of Re. 1/- each of the Company at a price of Rs. 11.15 (including a premium of Rs. 10.15) per share, aggregating to Rs. 21,76,49,770 (Rupees Twenty One Crore Seventy Six Lakhs, Forty Nine Thousand and Seventy hundred Seventy only) such share price being not less than the minimum price as on Relevant Date, as determined in accordance with Chapter V of ICDR Regulations ("**Floor Price**").

d. Basis or justification on which the price (including premium, if any) has been arrived at along with report of the registered valuer:

- i. The purchase price of ASTP has been determined based on consideration of valuation report dated June 06, 2023 issued by Mr. Satish Patodia, Registered valuer (Registered valuer No. IBBI/RV/16/2023/15271) having address 4th Floor 34 Block, B, Bangur Avenue, Kolkata, Bangur Avenue, , North 24 Parganas, Bangur Avenue, West , Bangur Avenue , Kolkata , West Bengal – 700055.
- ii. The price of shares of Bartronics India Limited has been determined based on:
 - a. Pricing certificate dated June 12, 2032 issued by M/s. RPR & Associates, (Membership No. FCS 5783) (CP No. 5360) Practicing Company Secretaries, Practicing Company Secretaries, certifying compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164(2) of Chapter V of ICDR Regulations and
 - b. Valuation report dated June 12, 2023 issue by Mr. A Someshwara Rao, Registered valuer (Registered (Valuer No. IBBI/RV/02/2019/11544), having address Flat no.301, Wayside residency, Tirumala hills colony, Manikonda, Hyderabad-500089. As required under Regulation 166A of Chapter V of ICDR Regulations. Since the present allotment will for more than 5% of the post issue fully diluted share capital of the Company.

The equity shares of the Company are listed on BSE Limited ("**BSE**"), National Stock Exchange of India Limited ("**NSE**") (together referred to as the "**Stock Exchanges**"). The equity shares are frequently traded on NSE & BSE in terms of the ICDR Regulations. The shares of the company were not listed for 90 trading days before the relevant date as per the ICDR Regulation. BSE, being the stock exchange with higher trading volumes during trading days preceding the Relevant Date, has been considered for determining the floor price in accordance with the ICDR Regulations 164(2).

In terms of Regulation 164(2) of the ICDR Regulations, the Floor Price as per the pricing certificate given by M/s RPR and Associates is as follows:

- Volume weighted average price of the equity shares of the Company quoted on BSE, during the 82 trading days preceding the Relevant Date, i.e. Rs.7.84 per equity share or
- Volume weighted average price of the equity shares of the Company quoted on BSE, during the 10 trading days preceding the Relevant Date i.e. Rs. 8.60 per equity share.
- In terms of the Regulation 166A ICDR regulations (i.e the valuation report of the registered valuer) floor price of the price per share of Bartronics India Limited is Rs.11.15 per share.
- The pricing of the Subscription Shares to be allotted on preferential basis is Rs. 11.15 per share which is more than the Floor Price determined as per the regulation 164(2) of SEBI ICDR Regulations manner set out above.



e. Relevant date with reference to which the price has been arrived at:

In terms of the provisions of Chapter V of the ICDR Regulations, Relevant Date for determining the floor price for the preferential issue is June 13, 2023, being the date 30 days prior to the date of passing of resolution through Postal Ballot.

f. Amount which the Company intends to raise by way of such securities/ size of the issue:

Not applicable. The issue of Subscription Shares is for non-cash consideration.

g. Principal terms of assets charged as securities: Not applicable.

h. Class or classes of persons to whom the allotment is proposed to be made and current and post allotment status:

The preferential issue, if approved, is proposed to be made to Mr. Y Sathya Purna Chander Rao who is promoter and founder of ASTP. Mr. Y Sathya Purna Chander Rao is neither a promoter nor a related party of the Company, as per the Act, Listing Regulations and the ICDR Regulations and such status remain same post preferential allotment of Subscription Shares.

i. Intention of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Subscription Shares proposed to be issued under the preferential issue.

j. Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: Nil

k. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer and name and address of valuer who performed valuation:

The Company intends to invest in ASTP by acquiring 30% shares of ASTP. Pursuant to the agreement executed between the Company Mr. Y Sathya Purna Chander Rao and ASTP, the Company proposes to discharge the purchase consideration payable to Mr. Y Sathya Purna Chander Rao for acquisition of 30% of the paid-up Equity share capital of ASTP, by issue of Subscription Shares of the Company in accordance with applicable laws. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by an independent valuer where securities are issued on a preferential basis for consideration other than cash.

The value of the Purchase Shares and price of the Subscription Shares has been determined taking into account Valuation Report dated June 06, 2023 issued by Mr. Satish Patodia, Independent Registered Valuer (IBBI Registered Valuer Number No. IBBI/RV/16/2023/15271), having address 4th Floor 34 Block, B, Bangur Avenue, Kolkata, Bangur Avenue, , North 24 Parganas, Bangur Avenue, West , Bangur Avenue , Kolkata , West Bengal – 700055.

L. Timeframe/ proposed time schedule, within which the preferential issue/allotment shall be completed:

As required under the ICDR Regulations, the Subscription Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Subscription Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

The Subscription Shares to be allotted shall require to be listed on Stock Exchanges, which require in-principle approval of Stock Exchanges, where shares are listed. The allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges, whichever is later.

M. Name of the proposed allottees and identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees:

The preferential issue, if approved, is proposed to be made to Mr. Y Sathya Purna Chander Rao.

Based on the confirmation received from Mr. Y Sathya Purna Chander Rao he himself is the beneficial owner of shares held by him.



N. Percentage of post preferential offer capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer:

Details of shareholding of Mr. Y Sathya Purna Chander Rao in the Company, prior to and after the proposed preferential issue, are as under:

Pre-Preferential Issue		Post-Allotment of Subscription Shares pursuant to the Preferential Issue	
No. of equity shares held	Percentage	No. of equity shares to be held	Percentage
494	0	1,95,20,652	6.02

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

O. Lock-in Period:

The Subscription Shares to be issue shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

P. Undertakings:

As the equity shares of the Company have not been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Subscription Shares shall be applicable. Further, as the Company has also taken the valuation of shares of Company pursuant to Regulation 166A of the ICDR Regulations. The higher of the two (164(2) or 166A) shall prevail after the re-computation of the price as per regulation 164(3). If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Subscription Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

q) Other disclosures:

- The Company is eligible to make the preferential issue under Chapter V of the ICDR Regulations.
- None of the Company, its Directors or Promoter have been declared as willful defaulter as defined under the ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the ICDR Regulations.
- Save and except the preferential issue as proposed in the resolution as set in the accompanying Notice, the Company has not made any other issue or allotment of securities on preferential basis during the financial year 2023-2024 (Except for allotment pursuant to NCLT order to the successful resolution applicant).
- Proposed allottee holds 494 shares prior to the date of Notice of this Postal Ballot, hence these shares will be lock-in as per the applicable provision of SEBI ICDR, Regulations.

Shareholding pattern of the Company before and after the Preferential Issue:

Please refer Annexure - A to this Notice for details.

Certificate of a practicing company secretary

The certificate from M/s RPR & Associates, Practicing Company Secretaries, certifying that the proposed preferential issue is being made in accordance with the requirements contained in the ICDR Regulations shall be made available for inspection by the Members during the voting period and is also hosted on website of the Company which can be accessed at the [link](#):

In accordance with the provisions of Sections 23, 42 and 62 of the Act, read with applicable rules thereto and relevant provisions of the ICDR Regulations, approval of the Members for issue and allotment of the said Subscription Shares to Mr. Y Sathya Purna Chander Rao is being sought by way of a Special Resolution as set out in the said item of the Notice.



Valuation certificate of registered valuer as per Regulation 166A

Valuation report dated June 12, 2023 issue by Mr. A Someshwara Rao, Registered valuer (Registered (Valuer No. IBBI/RV/02/2019/11544) can be accessed [here](#).

Issue of the Subscription Shares pursuant to the preferential issue would be within the authorised share capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

Voting pattern of independent directors committee as required under Regulation 166A of SEBI ICDR is as follows:

A committee comprising of 3 independent director reviewed the issue of preference share to Mr. Y Sathya Purna Chander Rao as swap of shares of ASTP. Following is the pattern of voting for issue of preference shares.

No. of Directors in committee	Vote in Favor	Voted against
3	3	0

None of the Directors, Key Managerial Personnel (KMP) or their respective relatives are, in any way, concerned or interested, financially or otherwise, except as members in general, in the said resolution.

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

**Apeksha Naidu
Company Secretary**

Regd. Office:

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

**Place: Hyderabad
Date: June 12, 2023**

Annexure -A

Shareholding pattern of the Company before and after the Preferential Issue:

Sr. No.	Category	Pre-issue (as on June 09, 2023)		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promoters and promoters group	0	0	0	0
1	Indian	0	0	0	0
	Individual				
	Bodies corporate	274119066	90	274119066	84.58
2	Foreign promoters	0	0	0	0
	sub-total (A)	304576740	90		84.58
B	Non-promoters' holding	0	0	0	0
1	Institutional investors	0	0	0	0
	Mutual Funds/UTI	0	0	0	0
	Alternate Investment Funds	0	0	0	0
	Foreign Portfolio Investors (FPI)	650	0	650	0
	Financial Institutions/ Banks (incl Foreign Banks)	665500	0.22	665500	0.20
	Insurance Companies	0	0	0	0
2	Non-institution	0	0	0	0
	NBFCs registered with RBI	0	0	0	0
	Bodies Corporate (including Clearing members & LLP)	815700	0.27		0.25
	Directors and relatives	0	0	0	0
	Indian public (Individual & HUF)	27783980	9.12	47304138	14.60
	Government	0	0	0	0
	Others:	0	0	0	0
	NRI's	1154966	0.38	1154966	0.36
	IEPF	0			
	Trusts	700	0	700	0
	Foreign Companies	0			
	Foreign Nationals, FPI (Individuals) and Overseas body corporates	36178	0.01	36178	0.01
	Sub-total (B)	30457674	10	49977832	15.42
	GRAND TOTAL (A) + (B)	304576740	100	324096898	100