
BARTRONICS INDIA LIMITED

REGISTERED OFFICE:

Survey No. 351, Raj Bollaram Village, Medchal Mandal & District,
Telangana – 501 401.

CORPORATE OFFICE:

S V Chambers 1st Floor Plot no 193Phase II Kavuri Hills Madhapur, Jubilee Hills,
Hyderabad, Shaikpet, Telangana, India, 500033.
CIN: L29309TG1990PLC011721
Tel +91 (0)40-49269269 / E-Mail: info@bartronics.com / Website: www. bartronics.com

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)

To
The Member(s),

NOTICE is hereby given pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 (the 'Act') read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014, as amended from time to time ('Management Rules') read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 3/2022 dated May 05, 2022, Circular Nos. 10/2022 and 11/2022 each dated December 28, 2022, Circular No. 9/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ('MCA') (hereinafter collectively referred to as 'MCA Circulars') and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('SEBI Listing Regulations'), Secretarial Standards–2 on General Meetings issued by the Institute of Company Secretaries of India and other applicable provisions of the Act, rules, circulars and notifications issued thereunder (including any statutory modifications or re-enactment hereof for the time being in force and as amended from time to time), Bartronics India Limited (the "Company") is seeking the consent of its Members/Shareholders by way of Ordinary/Special Resolutions for the matters more specifically provided in the appended resolutions proposed to be passed through Postal Ballot by way of remote e-voting.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice along with explanatory statement is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA') as on the cut-off date Friday, March 29, 2024 and the communication of assent/dissent of the Members will take place through the remote e-voting system. If your email address is not registered with the Company/Depositories/RTA, please follow the process provided in the Notes to receive this Postal Ballot Notice, login ID, and password for remote e-voting.

The Board of Directors of the Company at its Meeting held on Thursday, March 21, 2024, have approved the businesses, as set out in this Notice, for approval of the Members of the Company through Postal Ballot. Accordingly, the proposed resolutions and the explanatory statement thereto are annexed herewith for your consideration, and you are requested to record your assent or dissent by means of Postal Ballot or remote e-voting facility provided by the Company.

Mr. Shaik Ibraheem, Proprietor of M/s. SI and Associates, Practicing Company Secretaries (Membership No. FCS. 7642) (CP No. 24877) has been appointed as the Scrutinizer for conducting this Postal Ballot process through remote e-voting, in a fair and transparent manner. Further, the Company has engaged National Securities Depository Limited ("NSDL") to provide a remote e-Voting facility to the Members of the Company.

The e-voting facility will be available from 9:00 a.m. (IST) on Wednesday, April 03, 2024 to 5:00 p.m. (IST) on Thursday, May 02, 2024. The e-voting module shall be disabled by NSDL for voting thereafter. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, Friday, March 29, 2024, may cast their vote electronically. Members are requested to read the instructions in the notes under the section 'General guidelines and instructions relating to e-voting' in this notice to cast their votes electronically from their respective locations.

BARTRONICS INDIA LIMITED

Upon completion of the votes cast through remote e-voting, the Scrutinizer shall submit his report to the Chairman/any other Director/Key Managerial Personnel as may be authorized by the Chairman of the Company after completion of the e-voting and scrutiny of Postal Ballot forms. The results of the Postal Ballot along with the Scrutinizer's Report will be declared on or before 5:00 p.m. on Friday, May 3, 2024. The results along with the Scrutinizer's Report shall also be intimated to BSE Limited ('BSE') and National Stock Exchange of India Limited (NSE) where the Equity Shares of the Company are listed and will be displayed on the Company's website at www.bartronics.com as well as on the website of NSDL. The last date of e-voting, i.e., May 02, 2024, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority as per provision of the Act and Rules above mentioned.

Items of business requiring approval of Members through Postal Ballot by 'remote e-voting' are given below:

Special Business

1. To sell old Factory Land and Building situated at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Telangana, India, 501401;

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013 and Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise its powers including the power conferred by this resolution), to sell / transfer / dispose off dispose of its old Factory Land admeasuring 19888.3 sq. mtrs in CTS No. 216/A of Raj Bollaram Village, Medchal Mandal & District, Telangana – 501 401 together with buildings, structures, rights and fixtures standing thereon and together with TDR/FSI benefits accruing in respect of land bearing C.T.S.Nos.216B and 216C of Village Raj Bollaram, Medchal Mandal & District, Telangana-501401 ("Undertaking") situated at Survey No. 351, Raj Bollaram Village, Medchal Mandal & District, Telangana – 501401 to the third party at such consideration and on such terms and conditions as the Board of Directors of the Company consider beneficial to the Company.

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board, be and is hereby authorised to do all things and to take all incidental and necessary steps for and on behalf of the Company and to take from time to time all decisions and steps necessary, expedient or proper, with respect to implementation of the above mentioned resolution (including finalizing, settling, executing and amending of, such documents/ writings/ deeds/papers/agreements as may be necessary or incidental thereto, including assignment/conveyance/ transfer documents, contracts, agreements and to seek their registration thereof with the concerned authorities, filing intimations with and/or obtaining approvals/consents with the concerned regulatory/statutory authorities, etc.), and also to take all other actions and decisions as it/they may, in its/their absolute discretion, deem appropriate and to deal with all questions or difficulties that may arise in the course of implementing the above resolution".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company, with authorities as required, affixing the Common Seal of the Company on agreements/ documents, arranging delivery and execution of contracts, deeds, agreements and instruments."

BARTRONICS INDIA LIMITED

2. To consider and approve the revision in the salary of Mr. N Vidhya Sagar Reddy (DIN: 09474749) Managing Director of the Company;

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Sections 197, 198 and 203 and other applicable provisions, if any, of the Companies Act, 2013, (the ‘Act’) read with Schedule V of the Act and the Rules made thereunder, including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force, and pursuant to the recommendation of the Nomination & Remuneration/Compensation Committee and the Board of Directors of the Company, the approval of the members of the Company, be and is hereby accorded for payment of increased remuneration with effect from 1st November 2023 to Mr. N Vidhya Sagar Reddy, Managing Director (DIN: 09474749) of the Company, as set out in the Explanatory Statement annexed to the notice ;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits of the Company in any financial year during the term of office of Mr. N Vidhya Sagar Reddy as Managing Director, he shall be paid remuneration as set out in the Explanatory Statement referred to above as the minimum remuneration;

RESOLVED FURTHER THAT the Board or a duly constituted Committee thereof be and is hereby authorised to do all such acts and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. To appoint of Ms. Gaddam Naveena (DIN: 10119037), who was appointed as an Additional Director on 13.02.2024 by the Board under the category of Professional-Non-Executive Non-Independent Director.

To consider and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 read with other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Ms. Gaddam Naveena (DIN: 10119037), who was appointed as an Additional Director pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company be and is hereby appointed as a Director of the Company, under the category of “Professional-Non-Executive Non-Independent Director” liable to retire by rotation.

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**Place: Hyderabad
Date: 21.03.2024**

Regd. Office:
Survey No. 351, Raj Bollaram Village
Medchal Mandal & District, Telangana- 501401

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

**Sd/-
Ashwani Singh Bisht
Company Secretary & Compliance Officer**

BARTRONICS INDIA LIMITED

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act'), setting out the material facts and reasons for the resolutions in respect of the businesses set out above is annexed hereto and forms part of this Postal Ballot Notice ('Notice').
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on March 29, 2024 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
3. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., May 02, 2024. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
4. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced not later than 48 hours from the conclusion of e-voting and will also be displayed on the Company website www.bartronics.com, on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
5. All material documents referred to in the explanatory statement will be available for inspection at the Corporate Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by e-voting. Alternately, Members may also send their requests to info@bartronics.com from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
6. In accordance with the MCA Circulars, the Members are requested to take note of the following:

Members holding shares of the Company in electronic form can verify/update their email address and mobile number with their respective DPs. Members can also temporarily update their email address and mobile number with RTA, by sending an email request to investor@bigshareonline.com along with the scanned copy of their request letter duly signed by the Member (first member if held jointly), providing the email address, mobile number, self-attested copy of PAN and client master copy in case shares are held in electronic form or copy of the share certificate in case shares are held in physical form, to enable RTA to temporarily register their email address and mobile number. However, Members holding shares in electronic form, will have to once again register their email address and mobile number with their DPs, to permanently update the said information. In case of any queries, in this regard, Members are requested to write to investor@bigshareonline.com or contact RTA on 040 4014 4967.
7. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through email. Members holding shares in Demat mode, who have not registered their email addresses are requested to register their email addresses with their respective DP, and Members holding shares in physical mode are requested to update their email addresses with the Company's RTA at investor@bigshareonline.com.
8. SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by March 31, 2023 and linking PAN with Aadhaar by March 31, 2022 vide its circular dated November 3, 2021 and December 14, 2021. Shareholders are requested to submit their PAN, KYC and nomination

BARTRONICS INDIA LIMITED

details to the Company's registrars Bigshare Services Private Limited at investor@bigshareonline.com. Members holding shares in electronic form are therefore requested to submit their PAN to their depository participant(s). In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the RTA / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.

E-voting Instructions:

- a. In compliance with Regulation 44 of the Listing Regulations and Section 108 of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars, the Company is pleased to provide facility of e-voting to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice.
- b. The e-voting period commences from April 3, 2024 (9.00 a.m. IST) and ends on May 02, 2024, (5.00 p.m IST). The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he/she shall not be allowed to change it subsequently.
- c. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the Cut-off Date i.e. March 29, 2024.
- d. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. March 29, 2024., (including those Members who may not receive this Postal Ballot Notice due to non-registration of their email address with RTA or the DPs, as aforesaid) can cast their votes electronically, in respect of the resolutions as set out in this Postal Ballot Notice only through the e-voting.

The instructions for e-voting are as follows:

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

Step 1: Access to the NSDL e-voting system

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

Step 1: Access to the NSDL e-voting system

(A) Login method for e-voting and voting for individual shareholders holding securities in demat mode:

In terms of the SEBI circular dated December 9, 2020 on the e-voting facility provided by listed companies and as part of increasing the efficiency of the voting process, the e-voting process has been enabled to all individual shareholders holding securities in demat mode 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 to access e-voting facility.

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

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

Type of Shareholders	Log-in Method
<p>Individual shareholders holding securities in demat mode with NSDL</p>	<p>I. NSDL IDeAS Facility</p> <p>If you are already registered for the NSDL IDeAS facility,</p> <ol style="list-style-type: none"> 1. Please visit the e-Services website of NSDL. Open the web browser by typing the following URL: https://eservices.nsdl.com/ either on a personal computer or mobile phone. 2. Once the homepage of e-Services is launched, click on the “Beneficial Owner” icon under “Login”, available under the “IDeAS” section. 3. A new screen will open. You will have to enter your user ID and password. After successful authentication, you will be able to see e-voting services. 4. Click on “Access to e-voting” under e-voting services and you will be able to see the e-voting page. 5. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the NSDL e-voting website for casting your vote during the e-voting period or voting during the meeting. <p>If the user is not registered for IDeAS e-Services,</p> <ol style="list-style-type: none"> 1. The option to register is available at https://eservices.nsdl.com. 2. Select “Register Online for IDeAS” or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Upon successful registration, please follow steps given in points 1-5 above. <p>II. E-voting website of NSDL</p> <ol style="list-style-type: none"> 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 mobile phone. 2. Once the homepage of e-voting system is launched, click on the “Login” icon, available under the “Shareholder / Member” section. 3. A new screen will open. You will have to enter your User ID (i.e., your 16-digit demat account number held with NSDL), Password / OTP and a verification code as shown on the screen. 4. After successful authentication, you will be redirected to the NSDL Depository site wherein you can see the e-voting page. Click on options available against company name or e-voting service provider – NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the e-voting period. 5. Shareholders / Members can also download NSDL Mobile App ‘NSDL Speede’ facility by scanning the QR code mentioned below for seamless voting experience. <div data-bbox="762 1709 1289 1995" style="text-align: center;"> <p>NSDL Mobile App is available on</p>    </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 e-voting period or joining virtual meeting & voting during the meeting. 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) logging in through their depository participants</p>	<ol style="list-style-type: none">1. You can also log in using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for the e-voting facility.2. Once logged in, you will be able to see the e-voting option. Once you click on the e-voting option, you will be redirected to the NSDL / CDSL depository site after successful authentication, wherein you can see the e-voting feature.3. Click on the options available against company name or e-voting service provider-NSDL and you will be redirected to the e-voting website of NSDL for casting your vote during the e-voting period or voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” and “Forgot Password” options available on the above-mentioned website.

Helpdesk for individual shareholders holding securities in demat mode for any technical issues related to login through depository i.e. NSDL and CDSL.

BARTRONICS INDIA LIMITED

Login Type	Helpdesk Details
Individual shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call the number: 022 - 4886 7000 and 022 - 2499 7000
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 number: 1800 22 55 33

(B) Login method for e-voting other than individual shareholders holding securities in demat mode and shareholders holding securities in physical mode:

1. Visit the e-voting website of NSDL. Open the web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile phone.
2. Once the homepage of the e-voting system is launched, click on the icon 'Login', available under 'Shareholder / Member'.
3. A new screen will open. You will have to enter your User ID, Password / OTP and a verification code as shown on the screen.
4. Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log in at <https://eservices.nsdl.com/> with your existing IDeAS login. Once you log in to NSDL e-services using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically on NSDL e-voting system.
5. 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*****.
© For Members holding shares in physical form	EVEN Number followed by Folio Number registered with the Company For example, if your Folio Number is 001*** and EVEN is 123573, then your User ID is 123573001***

BARTRONICS INDIA LIMITED

6. 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 log in 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' for the system to prompt you to change your password.
 - (c) How to retrieve your 'initial password'?

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 your NSDL account, or the last 8 digits of your 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'.
7. 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 hold shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - (b) Physical User Reset Password? (If you hold shares in physical mode) option available on www.evoting.nsdl.com.
 - (c) If you are still unable to get the password by the above two options, you can send a request to evoting@nsdl.co.in mentioning your demat account number / Folio Number, your PAN, your name and your registered address.
 - (d) Members can also use the OTP (One Time Password)-based login for casting their vote on the e-voting system of NSDL.
8. After entering your password, tick on "Agree with Terms and Conditions" by selecting on the check box.
9. Now, you will have to click on the 'Login' button.
10. After you click on the 'Login' button, the homepage of e-voting will open.

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

1. After successfully logging in following Step 1, you will be able to see the EVEN of all companies in which you hold shares and whose voting cycle is in active status.
2. Select the EVEN of Bartronics India Limited
3. Now you are ready for e-voting as the voting page opens.
4. Cast your vote by selecting the appropriate options i.e. assent or dissent, verify / modify the number of shares for which you wish to cast your vote and click on the 'Submit' and 'Confirm' buttons when prompted.
5. Upon confirmation, the message, 'Vote cast successfully', will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the 'Print' option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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.com for procuring user id and password for e-voting by providing above mentioned documents.

BARTRONICS INDIA LIMITED

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.

General guidelines for e-voting

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG format) of the relevant Board resolution / authorization letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ibracs130276@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 that you do not 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 to the Frequently Asked Questions (FAQs) for shareholders and the e-voting user manual for shareholders available in the download section of www.evoting.nsdl.com or call the number: 022-4886 7000 and 022 - 24997000, or send a request to evoting@nsdl.co.in, or contact Amit Vishal, Assistant Vice President, or Pallavi Mhatre, Senior Manager, National Securities Depository Ltd., at the designated email ID: evoting@nsdl.co.in to get your grievances on e-voting addressed.

Information at a glance:

Particulars	Notes
Cut-off Date to determine eligible numbers to vote on the resolutions	Friday, March, 29, 2024
Voting start time and date	9.00 a.m. IST, Wednesday, April, 3, 2024
Voting end time and date	5.00 p.m. IST, Thursday, May, 02, 2024
Date on which the resolutions are deemed to be passed	Last date of voting i.e. Thursday, May 02, 2024
Name, address and contact details of Registrar and Share Transfer Agent.	Mr. Mohan/ Mr. Prabhakar Big share 306, Right Wing, 3rd Floor, Amrutha Ville, Opp. Yashoda Hospital, Raj Bhavan Rd, Somajiguda, Hyderabad, Telangana 500082 Email id: investor@bigshareonline.com . T: 040 - 4014 4967
Name, address and contact details of e-voting service provider	Amit Vishal , Assistant Vice President Pallavi Mhatre, Senior Manager National Securities Depository Limited 4 th Floor, A Wing, Trade World, Kamala Mills Compound, Senapati Bapat Marg, Lower Parel, Mumbai – 400013, India Email id: evoting@nsdl.co.in . T: 022 - 4886 7000 and 022 - 2499 7000
NSDL e-voting website address	https://www.evoting.nsdl.com/

The explanatory statement sets out all material facts in respect of special business pursuant to Section 102(1) and 110 of the Companies Act, 2013 annexed to and forming part of this postal ballot notice.

Item No. 1:

The Company intends to increase its efficiency, profitability and liquidity by disposing some of its non-core assets. The Company has identified properties which may be 'substantial' in terms of Section 180 (1) (a) of the Companies Act, 2013 and therefore requires members approval for disposal by way of "Special Resolution". Approval of members is sought for:

- to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property being all that piece and parcel of land situated at Survey No. 351, Raj Bollaram Village, Medchal Mandal & District, Telangana – 501 401 admeasuring 19888.3 sq. mtrs in CTS No. 216/A of Raj Bollaram Village, Medchal Mandal & District, Telangana – 501 401 together with buildings, structures, rights and fixtures standing thereon and together with TDR/FSI benefits accruing in respect of land bearing C.T.S.Nos.216B and 216C of Village Raj Bollaram, Medchal Mandal & District, Telangana-501401, with a clear and marketable title free from all encumbrances and claims.

The consideration to be received on said lease and/or sale, transfer, conveyance, assignment or sale of above property shall be utilized in meeting Company's working capital expenses. The said arrangement will enable the Company to reduce the interest costs thus improving the profits of the Company.

Further, the Company is in the process of negotiating the consideration and other terms & conditions with the potential purchaser(s) of the said property. In view of the same, the Board of Directors at its meeting held on November 14, 2023 has subject to the approval of members of the Company by a special resolution and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary, approved to lease, sell, transfer, convey, assign or otherwise dispose of the Company's immovable property as stated above along with factory building, structures, rights and fixtures thereon together with TDR/FSI benefits accruing in respect of land bearing C.T.S. Nos.216B and 216C of Village Raj Bollaram, Medchal Mandal & District, Telangana-501401, with a clear and marketable title free from all encumbrances and claims to any person(s) and/or entity(ies) as may be determined by the Board including finalization of the suitable lessee(s) /purchaser(s)/ assignee(s)/ counterparty(ies) as the case may be, of the said property, the terms and conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, lease deeds, sale deed, agreement for sale, development agreements, TDR Sale agreements, deeds of conveyances and irrevocable powers of attorney etc., and such other documents in the best interest of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution.

The Board recommends the Resolution No. 1 of the Notice for approval of the members by a Special Resolution.

Item No. 2:

The Board of Directors and the shareholders of the Company at their meetings held on 14.08.2023 and 29.09.2023 respectively, approved the appointment of Mr. N Vidhya Sagar Reddy (DIN 09474749) as Managing Director of the Company for a term of three years commencing from 14.08.2023 to 13.08.2026 with the remuneration of Rs. 2,00,000/- p.m.(CTC) based on the recommendations of the Nomination and Remuneration Committee, and having considered the contribution made by Mr. N Vidhya Sagar Reddy in terms of leadership, strategy formulation and execution, financial planning, maintaining relations both with the Board and external entities, improving the turnovers and profitability of the company, the Board in its meeting held on 14.11.2023 revised and increased the remuneration of the Managing Director to Rs. 4,90,667 p.m. with effect from 01.11.2023 upto the remaining period of his tenure i.e. 13.08.2026 as mentioned in the resolution.

BARTRONICS INDIA LIMITED

Particulars	Amount Per Month (In Rupees)	Amount Per Annum (In Rupees)
Section A		
BASIC SALARY	1,96,267	23,55,200
HRA	78,507	9,42,080
CONVEYANCE ALLOWANCE	1,600	19,200
EDUCATION ALLOWANCE	200	2,400
SPECIAL ALLOWANCE	2,00,607	24,07,289
SUB TOTAL (A)	4,77,181	57,26,169
Section B - ALLOWANCES / REIMBURSEMENT		
MEDICAL REIMBURSEMENT	1,250	15,000
ATTIRE ALLOWANCE	1,000	12,000
SUB TOTAL (B)	2,250	27,000
Section C - STATUTORY BENEFITS		
PROVIDENT FUND (Employee)	1,800	21,600
GRATUITY	9,436	113,231
SUB TOTAL (C)	11,236	1,34,831
COST TO THE COMPANY(A+B+C)	4,90,667	58,88,000

The Board of Directors recommends the passing of the above resolution as a Special Resolution set out in the item no. 2.

None of the other Directors /Key Managerial Personnel and their relatives except Mr. N Vidhya Sagar Reddy, Managing Director, is in any way interested or concerned financially or otherwise, in the Resolution set out in the notice.

Information in accordance with Schedule V of Companies Act, 2013

I. GENERAL INFORMATION

1	Nature of Industry : IT enabled services			
2	Date or expected date of commencement of commercial production: Not Applicable			
3	In case of new companies, expected date of commencement of business activities as per project approved by financial institutions appearing in the prospects: Not Applicable			
4	Financial performance based on given indications			
	Particulars	2022-23 (Amount in Lakhs.)	2021-22 (Amount in Lakhs.)	2020-21 (Amount in Lakhs.)
	Turnover	5262.71	6556.18	6343.90
	Net profit/loss after Tax	11022.44	(5030.12)	(4923.22)
5	Foreign investments or collaborations, if any: Not Applicable			

BARTRONICS INDIA LIMITED

II. INFORMATION ABOUT THE APPOINTEE:

1	Mr. N Vidhya Sagar Reddy, the executive director is the Chairperson of our Company. He is having more than two decades of experience and comes with a unique combination of international education and domestic experience. He has been instrumental in building businesses which focused around customer and customer's changing needs. He has an eye on market dynamics and pulse of customer behaviour. Thus he will be an asset for the organisation.
2	Past Remuneration: Rs.24,00,000 per year.
3	Recognition or awards: Nil
4	Job Profile and his suitability: Keeping the past record of Mr. N Vidhya Sagar Reddy in mind and his contribution towards the Company, it is proposed to revise the remuneration of Managing Director of the Company.
5	Remuneration proposed: Details of proposed remuneration are presented in the Explanatory Statement
6	Comparative remuneration profile with respect to industry, size of the company profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of his origin): As the company recently came out of IBC as per the approved resolution plan by the NCLT, as per Schedule V Part II Section III(b)(iii) for a period of five years from the date of such approval, Company may pay any remuneration to its managerial persons.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Nil

III. OTHER INFORMATION:

1	Reasons for inadequate profits: The Company is in the mode of expansion of the business which generally requires spending lot of money up front leading to minimal profits in the initial years. All this expenditure will result in to revenues over a period of next two to three years.
2	Steps taken or proposed to be taken for improvement: Necessary efforts are being made to increase the operations which may take time depending upon the various circumstances.
3	Expected increase in productivity and profit in measurable terms: The company is committed to build the business operations within budget and considering that the business operates on a going concern basis, it is believed that financial position of the company will improve considerably in the coming years.

Item No. 3:

Ms. Gaddam Naveena (DIN: 10119037) was initially appointed on the Board of the company on February, 13, 2024 as an Additional Director (Non-Executive and Non-Independent) by the Board of Directors in its Meeting, to make optimum Board composition that, complies legal provisions under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015.

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

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

The Board of Directors, therefore, requires members approval by way of ordinary resolution and the Board recommends to the passing of the above resolution as an Ordinary Resolution set out in the item no. 3.

Place: Hyderabad
Date: 21.03.2024

By order of the Board
For Bartronics India Limited

Regd. Office:
Survey No. 351, Raj Bollaram Village
Medchal Mandal & District, Telangana- 501401

Sd/-
Ashwani Singh Bisht
Company Secretary & Compliance Officer

BARTRONICS INDIA LIMITED

Annexure-A

**Details of Director seeking re-appointment/regularization
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard – 2 on General Meetings issued by the Institute of
Company Secretaries of India]**

Name of the Director	Ms. Gaddam Naveena
DIN	10119037
Date of Birth	07.04.1985
Age	39 Years
Date of Appointment	13.02.2024
Relationship with Directors and Key Managerial Personnel	Nil
Expertise in specific functional area	Financial Inclusion projects
Qualifications	Bachelor's Degree in Electronics
Names of Listed Entities from which the Director has resigned in the past three years	Nil
Board Membership of other companies as on the date of Notice	1. Sew Bellary Highways Limited 2. Sew Krishnagar Baharampore Highways Limited 3. Sew Green Energy Limited 4. Sew New Melling Power Corporation Limited 5. Sew Vizag Coal Terminal Private Limited 6. Sew Rangmaw Power Corporation Limited 7. Sew Vidarbha Infrastructure Private Limited
Committees Membership of other companies as on the date of Notice	Nil
Number of equity shares held in the Company as on the date of Notice	Nil

BARTRONICS INDIA LIMITED

Annexure-B

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

Particulars	Amount Per Month (In Rupees)	Amount Per Annum (In Rupees)
Section A		
BASIC SALARY	196267	2355200
HRA	78507	942080
CONVEYANCE ALLOWANCE	1600	19200
EDUCATION ALLOWANCE	200	2400
SPECIAL ALLOWANCE	200607	2407289
SUB TOTAL (A)	477181	5726169
Section B - ALLOWANCES / REIMBURSEMENT		
MEDICAL REIMBURSEMENT	1250	15000
ATTIRE ALLOWANCE	1000	12000
SUB TOTAL (B)	2250	27000
Section C - STATUTORY BENEFITS		
PROVIDENT FUND (Employee)	1800	21600
GRATUITY	9436	113231
SUB TOTAL (C)	11236	134831
COST TO THE COMPANY(A+B+C)	490667	5888000