

June 23, 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

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 withdrawal of postal ballot notice on June 16, 2023, the Board of Directors met today i.e. June 23, 2023 to consider, approve and re-issue Postal Ballot Notice. Please find enclosed copy of the said Postal Ballot Notice dated June 23, 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 16, 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 16, 2023
Remote e-voting start date and time	June 24, 2023 from 9:00 am
Remote e-voting end date and time	July 23, 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
Saturday, June 24, 2023 At 9:00 AM	Sunday, July 23, 2023 At 5:00 PM

Dear Member(s),

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 11/2022 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 (“SS-2”) and any other applicable law, rules and regulations (including any statutory modification(s) or reenactment(s) thereof, for the time being in force), that the resolutions appended below are proposed to be passed by the members of the Company (as on the Cut-off Date) through postal ballot (the “Postal Ballot”) only by way of remote e-voting (“e-voting”) process. An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons/rationale thereof form part of this Postal Ballot notice (“the Notice” or “the Postal Ballot 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 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, the postal ballot notice and instructions for e-voting are being sent only through electronic mode to those Members whose email address is registered with the Company / depository participant(s). The details of the procedure to cast the vote forms part of the ‘Notes’ to this Notice.

The Board has appointed Mr. Ravi Prasada Reddy Y, Proprietor of M/s. RPR & Associates., Company Secretaries (Membership No. FCS. 5783) (CP No. 5360), as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

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 LODR Regulations, and SS-2, the Company is pleased to provide e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has engaged the services of National Securities Depository Limited (“NSDL”) for facilitating e-voting. The Company has made necessary arrangements with Bigshare Services Private Limited, Registrar and Share Transfer Agent (“RTA”) to enable the Members to register their e-mail address. Those Members who have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on July 23, 2023. The e-voting facility will be disabled by NSDL immediately thereafter and will not be allowed beyond the said date and time.

The Scrutinizer will submit his report to the Chairman of the Company (the “Chairman”) or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced not later than 48 hours from the conclusion of the e-voting. The result declared along with the Scrutinizer’s report shall be communicated in the manner provided in this Postal Ballot Notice.

The last date of e-voting, i.e., July 23, 2023, shall be the date on which the resolutions would be deemed to have been passed, if approved by the requisite majority.

Proposed Resolutions

Special Business

1. To offer, issue and allot equity shares on a Private Placement and Preferential basis:

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 Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable rules and regulations made thereunder and in accordance with the applicable provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (**‘SEBI ICDR Regulations’**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘SEBI Listing Regulations’**) (including any statutory amendment(s), modification(s) and /or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange and Management Act, 1999, if any, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the **‘Stock Exchanges’**) on which the equity shares of the Company having face value of Rs. 1/- each (**‘Equity Shares’**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, Reserve Bank of India, the Securities and Exchange Board of India (**‘SEBI’**) and / or any other competent authorities (hereinafter referred to as **‘Applicable 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, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, acceptable to the Board of Directors of the Company (hereinafter referred to as the **‘Board’**, which term shall be deemed to mean and include any Committee 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 (ASTPL)) 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 ASTPL, 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 ASTPL 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 allottee and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Name & Address of the Proposed Allottee	Category	No. and price of Equity Shares proposed to be issued and allotted
Mr. Sathya Purna Chander Rao Yalamanchili Address: 8-2-293/82/NC/101, Road No. 10C, Jubilee Hills, Hyderabad-500 033 PAN: ABLPY5259M	Non-Promoter (Public)	1,95,20,158 Equity Shares having face value of Rs. 1/- each at a price of Rs.11.15/-(including premium of Rs. 10.15) each per share

RESOLVED FURTHER THAT the Subscription Shares being offered, issued, and allotted to the Proposed Allottee by way of Private Placement shall inter-alia be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- a) 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;
- b) The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations, and laws, as applicable from time to time;
- c) The Subscription Shares shall be allotted by the Company to the Proposed Allottee as fully paid-up and in dematerialised form only 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 the Stock Exchanges, 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;
- d) The 'Relevant Date' as per the SEBI ICDR Regulations, for the purpose of determining the floor price of the Subscription Shares shall be Friday, June 23, 2023, being the date 30 (thirty) days prior to the date on which this Special Resolution is being / deemed to be passed i.e., the last date specified for receipt of votes by the Company through Postal Ballot being Sunday, July 23, 2023;
- e) The Subscription Shares shall be issued, allotted, and subject to lock-in for such period as specified under Chapter V of the SEBI ICDR Regulations. However, in addition to the lock-in period prescribed under SEBI ICDR Regulations, the said Equity Shares shall along with any further issuance of shares such as Bonus Shares, which may arise in the future, shall be locked in for a further period as may be mutually agreed upon by the Company and the Proposed Allottee;
- f) No partly paid-up Equity Shares shall be issued / allotted and allotment of Equity Shares shall be made in dematerialised form only;
- g) The Subscription Shares so offered, issued, and allotted 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;
- h) The Subscription Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, in full discharge of the purchase consideration for the acquisition of 30,699 (Thirty Thousand Six Hundred Ninety Nine) fully paid-up Equity shares having face value of Rs.10/- each constituting 30% of equity shareholding of Ampivo Smart Technologies Private Limited ('ASTPL'). Further, the transfer of Purchase Shares of ASTPL to the Company will constitute the full consideration for the Subscription Shares to be issued by the Company to the Proposed Allottee pursuant to this resolution; and
- i) The Subscription Shares so offered, issued, and allotted shall not exceed the number of Subscription Shares as approved hereinabove.

RESOLVED FURTHER THAT if Proposed Allottee fails to transfer shares held by it in ASTPL 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 laws, consent of the Members of the Company be and is hereby accorded to record the name and details of the

Proposed Allottee in Form PAS-5, and issue a Private Placement offer cum application letter in Form PAS-4, to the Proposed Allottee inviting to subscribe to the Subscription Shares in accordance with the provisions of the Act, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of In-principle approvals from the Stock Exchanges within the timelines prescribed under the applicable laws.

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

RESOLVED FURTHER THAT the Company hereby takes note of the Certificate from the Practicing Company Secretaries certifying that the above issue of Equity Shares (Subscription Shares) is being made in accordance with the SEBI ICDR Regulations.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, making application to Stock Exchanges for obtaining In-principle approvals, listing of Subscription Shares, filing of requisite documents with the Registrar of Companies, filing of requisite documents with Depositories, issuing clarifications, resolving all questions or doubts, effecting any modifications or changes to the foregoing (including modification(s) to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Private Placement), issue and allotment of the Subscription Shares and to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board 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, Company Secretary, officer(s) or authorised signatory(ies) including the 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.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby authorised severally to do all such acts, deeds, matters and things, as they may consider necessary, expedient or desirable for giving effect to this resolution, and that all actions taken by the Board in connection with any matter(s) referred to contemplated in any of the foregoing resolution(s) be and are hereby approved, ratified and confirmed in all respects.”

By order of the Board
For Bartronics India Limited

Place: Hyderabad
Date: June 23, 2023

Apeksha Naidu
Company Secretary

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

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 June 16, 2023 ("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., July 23, 2023. 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 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 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 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 June 24, 2023 (9.00 a.m. IST) and ends on July 23, 2023, (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. June 16, 2023.
- d. Members holding shares either in physical form or dematerialized form, as on the Cut-off Date i.e. June 16, 2023, (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:

Type of Shareholders	Logging Method
Individual shareholders holding securities in demat mode with NSDL	<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.nsd.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 1048 1181 1272" 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.
Individual shareholders (holding securities in demat mode) logging in through their depository participants	<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.

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*****
(c) 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***

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.nsd.com.
 - (b) Physical User Reset Password? (If you hold shares in physical mode) option available on www.evoting.nsd.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, which is 124259
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 procuring user ID and password for e-voting for those shareholders whose email IDs are not registered with the depositories / Company

1. Shareholders may send a request to evoting@nsdl.co.in for procuring user ID and password for e-voting.
2. If shares are held in physical mode, please provide Folio Number, name of Member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card)
3. In case shares are held in demat mode, please provide DP ID and Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), name of Member, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card).
4. If you are an individual shareholder 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 and voting during the meeting for individual shareholders holding securities in demat mode.

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 vravifcs@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 - 2499 7000, 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, June 16, 2023
Voting start time and date	9.00 a.m. IST, Saturday, June 24, 2023
Voting end time and date	5.00 p.m. IST, Sunday, July 23, 2023
Date on which the resolutions are deemed to be passed	Last date of voting i.e. Sunday, July 23, 2023
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.

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 consideration other than cash being discharged by transfer of 30% paid-up share capital of Ampivo Smart Technologies Private Limited (ASTPL).

Bartronics India Limited (“Company”) is considering acquiring 30% of Ampivo Smart Technologies Private Limited (ASTPL) (Formerly known as Ampivo Technologies Private Limited) which is valued Rs.72.54 Crores vide valuation report given by an Independent Registered Valuer (IBBI Registered Valuer Number No. IBBI/RV/16/2023/15271) in exchange of this, BIL will offer its shares to the selling shareholder(s).

ASTPL is Hyderabad based Company and having its address at Flat No. S 506, SVSS Nivas, Street No 2, Czech Colony Sanath Nagar Colony Ameerpet Hyderabad TG 500018 and is having exclusive license from Scan Help Technologies Private Limited to operate Suraksha QR in India, amongst its other business.

Brief about Suraksha QR:

SURAKSHA-QR, an innovative and affordable, unique platform for healthcare, providing Golden Hour emergency responses with primary objective of making affordable healthcare services accessible to people across India, especially in rural areas. The customer gets access to key services such as 24/7 tele consultation along with emergency ambulance services, with curated health insurance, all of which can be accessed using a single QR code sticker. In case of emergency or any untoward incidence, the QR code sticker available can be scanned by any bystander (or) healthcare providers to access the patient's medical history, insurance details, and other critical information which saves the most important resources in times of emergency, time!

Your Company believes that SurakshaQR is solving a real problem at the grass-root level and the product is thoroughly scalable. The following are the advantages Company can look forward to if the envisaged transaction is executed.

- i. **Diversification and Market Expansion:** Acquiring Scan Help Technologies Pvt. Ltd allows Bartronics to diversify its business portfolio and enter the rapidly growing healthcare sector. This expansion into a new market can help Bartronics reduce reliance on its existing offerings and tap into new revenue streams.
- ii. **Access to Healthcare Expertise:** The acquisition of Scan Help Technologies Pvt. Ltd brings valuable healthcare expertise and knowledge into Bartronics. This expertise can enhance Bartronics' understanding of the healthcare industry, including regulatory requirements, customer needs, and emerging trends. It enables Bartronics to develop and offer more tailored solutions and services to healthcare clients.
- iii. **Strengthened Competitive Position:** With this transaction, Bartronics can strengthen its competitive position in the market. The addition of healthcare-specific technologies, products, or services can differentiate Bartronics from competitors and expand its capabilities. This can attract new customers, increase market share, and create cross-selling opportunities with existing clients.
- iv. **Accelerated Innovation and Product Development:** Bartronics can leverage the capabilities to accelerate its own R&D efforts and bring new products and services to market more quickly. This can enhance Bartronics' competitiveness and drive growth.
- v. **Access to New Customer Base:** The transaction provides Bartronics with an opportunity to expand its customer reach and establish relationships with healthcare organizations, hospitals, clinics, and other industry players. It can lead to cross-selling opportunities and long-term partnerships.
- vi. **Enhanced Brand and Reputation:** The transaction demonstrates Bartronics' commitment to expanding its offerings and staying at the forefront of technology trends. This can enhance customer perception, attract top talent, and strengthen relationships with stakeholders.

- vii. **Increased market share:** The health tech market is a rapidly growing market. By acquiring a health tech company, Bartronics would be able to increase its market share in this growing market.

Accordingly, the Board of Directors of the Company at its meeting held on Friday, June 09, 2023, approved the proposal to acquire 30,699 fully paid-up equity shares having a face value of Rs. 10/- each of ASTPL representing 30% of equity share holding of ASTPL for an aggregate consideration of Rs. 21.76 Crores, being fully discharged for consideration other than cash i.e., issue and allotment of 1,95,20,158 fully paid-up Equity Shares having face value of Rs. 1/- each of the Company by way of Private Placement basis under the Act and rules made thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') subject to approval of Members of the Company and the Regulatory approvals.

Post approval of Board of Directors the company has entered into an tripartite agreement with Ampivo Smart Technologies Private Limited and Mr. Sathya Purna Chander Rao to acquire 30% of Ampivo Smart Technologies Private Limited. (ASTPL). Mr. Y. Sathya Purna Chander Rao is one of the promoter and 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 (under the public Category).

Subject to receipt of requisite regulatory approvals and receipt of Members' approval, the Company proposes to issue and allot 1,95,20,158 fully paid-up Equity Shares of Rs. 1/- each at a price of Rs. 11.15/- per Equity Share which includes a premium of Rs. 10.15/- per Equity Share ('Subscription Shares'), free from all encumbrances in full discharge of the purchase consideration for transfer of 30,699 fully paid-up equity shares having a face value of Rs. 10/- each of ASTPL, representing 30% of equity share holding of ASTPL ('Transaction').

In terms of the provisions of Sections 23, 42 and 62, and other applicable provisions, if any, of the Act, and Rules framed thereunder including the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, SEBI ICDR Regulations and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, any preferential allotment of securities is required to be approved by the Members of the Company by way of a Special Resolution. The issue of the Equity Shares pursuant to the Private Placement would be within the authorised share capital of the Company.

Therefore, the prior consent of the Members is being sought by way of a Special Resolution to issue Subscription Shares to the Proposed Allottee in accordance with the provisions of the Act, SEBI ICDR Regulations, as amended, and any other applicable laws, including with respect to the pricing of the Subscription Shares proposed to be issued by way of a Private Placement.

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

1. Particulars of the issue including the material terms of issue, date of passing of Board Resolution kind of securities offered, total / maximum number of securities to be issued and the issue price

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the proposed allottee are set out in the previous paragraphs / resolution.

The total / maximum number of the Subscription Shares proposed to be issued under this Private Placement is 1,95,20,158 fully paid-up Equity Shares of Rs. 1/- each. The Subscription Shares shall be fully paid-up and listed on the National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE') (NSE and BSE collectively, the 'Stock Exchanges') bearing ISIN INE855F01042 and shall rank pari passu with the existing Equity Shares of the Company in all aspects from the date of allotment (including with respect to entitlement to dividend and voting powers, other than statutory lock-in under the SEBI ICDR Regulations), in accordance with applicable laws, and shall be subject to the requirements of the provisions of the Memorandum of Association and Articles of Association of the Company.

The allotment of the Subscription Shares is proposed to be made at a price of Rs.11.15/- each which is higher than the price determined based on the Valuation Report and in accordance with the SEBI ICDR Regulations.

2. Purpose / Objects of the preferential issue

Bartronics India Limited (“Company”) is considering acquiring 30% of Ampivo Smart Technologies Private Limited (ASTPL) (Formerly known as Ampivo Technologies Private Limited) which is valued Rs.72.54 Crores vide valuation report given by an Independent Registered Valuer. In exchange of this, BIL will offer its shares to the selling shareholder(s).

ASTPL is having exclusive license from Scan Help Technologies Pvt. Limited to operate Suraksha QR in India, amongst its other business.

Brief about Suraksha QR:

SURAKSHA-QR, an innovative and affordable, unique platform for healthcare, providing Golden Hour emergency responses with primary objective of making affordable healthcare services accessible to people across India, especially in rural areas. The customer gets access to key services such as 24/7 tele consultation along with emergency ambulance services, with curated health insurance, all of which can be accessed using a single QR code sticker. In case of emergency or any untoward incidence, the QR code sticker available can be scanned by any bystander (or) healthcare providers to access the patient's medical history, insurance details, and other critical information which saves the most important resources in times of emergency, time!

Company believes that SurakshaQR is solving a real problem at the grass-root level and the product is thoroughly scalable. The following are the advantages Company can look forward to if the envisaged transaction is executed.

- i. **Diversification and Market Expansion:** Acquiring Scan Help Technologies Pvt. Ltd allows Bartronics to diversify its business portfolio and enter the rapidly growing healthcare sector. This expansion into a new market can help Bartronics reduce reliance on its existing offerings and tap into new revenue streams.
- ii. **Access to Healthcare Expertise:** The acquisition of Scan Help Technologies Pvt. Ltd brings valuable healthcare expertise and knowledge into Bartronics. This expertise can enhance Bartronics' understanding of the healthcare industry, including regulatory requirements, customer needs, and merging trends. It enables Bartronics to develop and offer more tailored solutions and services to healthcare clients.
- iii. **Strengthened Competitive Position:** With this transaction, Bartronics can strengthen its competitive position in the market. The addition of healthcare-specific technologies, products, or services can differentiate Bartronics from competitors and expand its capabilities. This can attract new customers, increase market share, and create cross-selling opportunities with existing clients.
- iv. **Accelerated Innovation and Product Development:** Bartronics can leverage the capabilities to accelerate its own R&D efforts and bring new products and services to market more quickly. This can enhance Bartronics' competitiveness and drive growth.
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- vii. **Increased market share:** The health tech market is a rapidly growing market. By acquiring a health tech company, Bartronics would be able to increase its market share in this growing market.

Accordingly, the Board of Directors of the Company at its meeting held on Friday, June 09, 2023, approved the proposal to acquire 30,699 fully paid-up equity shares having a face value of Rs. 10/- each of ASTPL representing 30% of equity share holding of ASTPL for an aggregate consideration of Rs. 21.76 Crores, being fully discharged for consideration other than cash i.e., issue and allotment of 1,95,20,158 fully paid-up Equity Shares having face value of Rs. 1/- each of the Company by way of Private Placement basis under the Act and rules made thereunder and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations') subject to approval of Members of the Company and the Regulatory approvals.

Post approval of Board of Directors the company has entered into an tripartite agreement with Ampivo Smart Technologies Private Limited and Mr. Sathya Purna Chander Rao to acquire 30% of Ampivo Smart Technologies Private Limited. (ASTPL). Mr. Y. Sathya Purna Chander Rao is one of the promoter and 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 (under the public Category).

3. Maximum Number of Shares offered the manner of issue of Shares and the pricing of preferential issue

The Company proposes to issue up to 1,95,20,158 Equity Shares having a face value of Rs. 1/- each at a price of Rs. 11.15/- each to the Proposed Allottee by way of private placement in full discharge of the purchase consideration for acquisition of 30,699 fully paid-up equity shares having face value of Rs. 10/- each of ASTPL (being the transfer of 30% of the equity shareholding of the ASTPL, to the Company) Please refer to point no. 4 below for the basis for determining the price for the preferential issue.

4. The basis on which the price has been arrived at and justification for the price (including premium, if any)

The value of Purchase Shares has been determined taking into account Valuation Report dated Tuesday, June 06, 2023, issued by Mr. Satish Patodia, Independent Registered Valuer (IBBI Registered Valuer Number No. IBBI/RV/16/2023/15271) having address at AC-124, Kestopur, Majherpada, Kolkata, West Bengal – 700102.

The issue price has been determined based on consideration of

- (i) fair equity share swap ratio for the proposed transaction, as per Valuation report dated June 22, 2023 issued by Mr. A Someshwara Rao, Registered valuer Registered (Valuer No. IBBI/RV/02/2019/11544), under Regulation 166A of Chapter V of ICDR Regulations, since the proposed allotment constitutes more than 5% of the post issue fully diluted share capital of the Company.
- (ii) Pricing Certificate from Practicing Company Secretaries dated Thursday, June 22, 2023 from M/s. RPR & Associates, represented by Mr. Y Ravi Prasada Reddy, confirming the compliance with the floor price for the proposed preferential issue of the Company, based on the pricing formula / methodology prescribed under Regulation 164 and 166A of Chapter V of SEBI ICDR Regulations.

The equity shares of the Company are listed on BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”). The Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. BSE, being the stock exchange with higher trading volumes during the 90 trading days preceding the Relevant Date has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of Regulation 164(1) and 166A of SEBI ICDR Regulations, the minimum floor price is Rs. 10.16/- per Equity Share, being higher of the following:

- i. the 90 trading days’ volume weighted average price of the related Equity Shares quoted on the recognised Stock Exchange preceding the Relevant Date i.e., Rs.8.06 /- per Equity Share; or
- ii. the 10 trading days’ volume weighted average price of the related Equity Shares quoted on a recognised Stock Exchange preceding the Relevant Date i.e., Rs.10.04/- per Equity Share; or
- iii. Valuation Report under Regulation 166A of SEBI ICDR Regulations i.e., Rs. 10.16/- per Equity Share.

The pricing of the Equity Shares to be allotted on a Private Placement basis is Rs.11.15/- per Equity Share, as decided by the Board in their Board meeting held on June 23, 2023, which is at premium to the floor price determined in the manner set out above.

Since the Equity Shares of the Company has been listed on the recognised Stock Exchanges for a period of more than 90 trading days prior to the Relevant Date, it is not required to re-compute the price per equity share to be issued and therefore, the Company is not required to submit the undertaking specified under Regulations 163(1) (g) and (h) of the SEBI ICDR Regulations.

5. Price / price band at / within which the Equity Shares are proposed to be issued

The issue price per Equity Share, to be issued, is fixed at Rs. 11.15/- per share which consists of Rs. 1/- as face value and Rs. 10.15/- as premium per Equity Share. Please see point no. 4 above for the basis of the determination of the issue price.

6. Relevant Date on the basis of which price has been arrived at

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, the Relevant Date for determining the floor price for the preferential issue is Friday, June 23, 2023, being the date 30 days prior to the date on which this resolution is deemed to have been passed, i.e., the last date specified for voting, i.e., Sunday, July 23, 2023.

7. Material terms of raising such securities, issues including terms and rate of dividend on each share, etc.

The Equity Shares being issued shall rank pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

8. Principal terms of assets charged as securities

Not applicable

9. The class or classes of persons to whom the allotment is proposed to be made and the identity of the natural persons who are ultimate and / or ultimately control the owners of the shares proposed to be allotted.

The aforementioned allotment, if approved, is proposed to be made to Individual falling under General Public Category only.

The details of the Proposed Allottee to whom the allotment will be made are as under:

Name and address of the proposed Allottee with PAN	Category	No. and price of equity shares proposed to be issued and allotted
Mr. Sathya Purna Chander Rao Yalamanchili Address: 8-2-293/82/NC/101, Road No. 10C, Jubilee Hills, Hyderabad-500 033 PAN: ABLPY5259M	Non-promoter (Individual Public)	1,95,20,158 fully paid-up equity shares having face value of Rs. 1/- each at a price of Rs. 11.15/- per share.

10. The intention of Promoters, Directors or Key Managerial Personnel to subscribe to the offer

The Equity Shares shall be offered to the Proposed Allottee only. None of the Promoters, Directors or Key Managerial Personnel of the Company is subscribing to any of the Equity Shares proposed to be issued under the Private Placement or otherwise contribute to the Private Placement or separately in furtherance of the objects specified herein above.

11. The proposed time within which the allotment shall be completed

Under Regulation 170 of the SEBI ICDR Regulations, the issue and allotment of the fully paid-up Equity Shares on a Private Placement basis shall be completed by the Company within a period of 15 (fifteen) days from the date of passing of the Special Resolution by the Members of the Company, provided that where the allotment of the proposed Equity 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 (fifteen) days from the date of receipt of last of such approvals or permissions.

12. The 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 consideration other than cash.

13. Change in control, if any in the Company that would occur consequent to the preferential offer

There will be no change in control of the Company pursuant to the issue and allotment of Equity Shares on a Private Placement basis.

14. The number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price.

During the Current Financial Year 2023-24, no allotment of securities on a preferential basis has been made by the Company.

15. The Shareholding pattern of the Company before and after the allotment of securities under the preferential offer

Please refer to 'Annexure A' which forms part of this Notice for details.

16. Lock-In Period

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

17. Listing

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for the listing of the aforementioned Equity Shares. The above shares, once allotted, shall rank pari passu with the existing Equity Shares of the Company in all respects.

18. The 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 percentage of post preferential issue capital that may be held by them, and change in control, if any, consequent to the Preferential issue

The Equity Shares are proposed to be allotted to Proposed Allottee. Details of shareholding of Proposed Allottees in the Company, prior to and after the proposed Preferential issue, are as under:

Name of the proposed allottee	Identity of the natural person who is the ultimate beneficial owner proposed to be allotted and/or who ultimately control proposed allottee of equity shares	Pre Preferential Holding		Post Preferential Holding	
		No. of Equity Shares held	% held	No. of Equity Shares held	% held
Mr. Sathya Purna Chander Rao Yalamanchili	Not Applicable	494	0	1,95,20,652	6.02

There shall be no change in control of the Company pursuant to the aforesaid Preferential issue. However, the percentage of shareholding and voting rights exercised by New Subscriber of the Company will change in accordance with the change in the shareholding pattern as set out above.

19. Valuation for consideration other than cash

The full consideration payable to Proposed Allottee for the acquisition of 30,699 fully paid-up equity shares of Rs.10/- each of the ASTPL held by Proposed Allottee, shall be discharged by the Company by the issuance of the above mentioned Subscription Shares. As per Regulation 163(3) of the SEBI ICDR Regulations, a valuation is required to be undertaken by the Independent Registered Valuer where securities are issued on a Private Placement basis for consideration other than cash. The value of the shares of ASTPL has been determined taking into account the Valuation Report of the Independent Registered Valuer (i.e., Valuation Report dated Tuesday, June 06, 2023 prepared by Mr. Satish Patodia, the Independent Registered Valuer appointed by the Company).

20. The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the Independent Registered Valuer

The full consideration payable to Proposed Allottee for the acquisition of 30,699 fully paid-up equity shares of Rs. 10/- each of the ASTPL held by Proposed Allottee, shall be discharged by the Company by way of issuance of the Subscription Shares. Please refer to the paragraph above for the basis of the determination of the consideration.

21. Practicing Company Secretary's Certificate

The Certificate from M/s. RPR & Associates, Practicing Company Secretaries represented by Mr. Y Ravi Prasada Reddy certifying that the Preferential issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members at the registered office of the Company during working hours, during the voting period and is also hosted on the website of the Company which can be accessed at the link: www.bartronics.com.

22. Name and Address of the Independent Registered Valuer and the Report of the Independent Registered Valuer under Regulation 166A of SEBI ICDR Regulations.

The value of the Company Shares has been determined taking into account the Valuation Report of the Independent Registered Valuer (i.e. Valuation Report dated Monday, June 22, 2023 issued by Mr. A Someshwara Rao, the Independent Registered Valuer).

The name and address of the Independent Registered Valuer appointed by the Company are as follows:

Name: Mr. A Someshwara Rao - Independent Registered Valuer (Registered valuer No. IBBI/RV/02/2019/11544)

Address: Flat no.301, Wayside residency, Tirumala hills colony, Manikonda, Hyderabad-500089.

In accordance with the requirements contained in the SEBI ICDR Regulation 166A, the valuation report shall be made available for inspection by the Members at the registered office of the Company during working hours, during the voting period and is also hosted on the website of the Company which can be accessed at the link: www.bartronics.com.

23. Name and Address of the Independent Registered Valuer and Report of the Independent Registered Valuer under Regulation 163(3) of SEBI ICDR Regulations.

The value of the ASTPL Shares has been determined taking into account the Valuation Report of the Independent Registered Valuer (i.e. Valuation Report dated Tuesday, June 06, 2023 prepared by Mr. Satish Patodia, the Independent Registered Valuer).

The name and address of the Independent Registered Valuer appointed by the Company are as follows:

Name: Mr. Satish Patodia - Independent Registered Valuer (Registered valuer No. IBBI/RV/16/2023/15271)

Address: AC-124, Kestopur, Majherpada, Kolkata, West Bengal – 700102.

24. Undertakings

- a) None of the Company, its Directors or its Promoters has been declared as wilful defaulters as defined under the SEBI ICDR Regulations. None of its Director is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the preferential issue under Chapter V of the SEBI ICDR Regulations.
- c) The Company shall re-compute the price of the relevant shares to be allotted under the preferential issue in terms of the provisions of the SEBI ICDR Regulations, 2018, if it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.
- d) The Company is in compliance with the conditions for continuous listing of Equity Shares as specified in the listing agreement with the Stock Exchanges and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and circulars and notifications issued by the SEBI thereunder.

- e) The Company does not have any outstanding dues towards SEBI, the Stock Exchanges, or the depositories.
- f) This preferential issue is not ultra-vires to the provisions of the Articles of Association of the Company.

25. Other disclosures

- a) Valuation Report issued by the Independent Registered Valuer Mr. Satish Patodia dated Tuesday, June 06, 2023 has been obtained under the provisions of the second proviso to Rule 13(1) of the Companies (Share Capital and Debentures) Rules, 2014, for the proposed Private Placement towards the justification for the allotment proposed to be made for consideration other than cash.
- b) New subscribers have neither sold nor transferred any Equity Shares during the period of 90 trading days preceding the Relevant Date.
- c) The company is not required to comply with regulation 3 of SEBI(SAST)Regulations, 2011 as the present issue is not to the existing promoter but in the public category and nor the pre preferential shareholding of the proposed allottee more than the threshold specified in SEBI (SAST), Regulations.
- d) Voting pattern of independent directors committee as required under Regulation 166A of SEBI ICDR is as follows:

A committee comprising of 4 independent directors reviewed the preferential issue of shares 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
4	4	0

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

The Board of Directors believes that the acquisition of equity shares of ASTPL and the proposed Private Placement is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution in the Notice for approval by the Members of the Company.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise, of the accompanying notice. The Board recommends the resolution at to be passed as Special Resolution.

By order of the Board
For Bartronics India Limited

Place: Hyderabad
Date: June 23, 2023

Apeksha Naidu
Company Secretary

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

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				
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	274119066	90.00	274119066	84.58
2	Foreign promoters	-	-	-	-
	sub-total (A)	274119066	90.00	274119066	84.58
B	Non-promoters' holding				
1	Institutional investors				
	Mutual Funds/UTI	-	-	-	-
	Alternate Investment Funds	-	-	-	-
	Foreign Portfolio Investors (FPI)	650	-	650	-
	Financial Institutions/ Banks (incl Foreign Banks)	665500	0.22	665500	0.20
	Insurance Companies	-	-	-	-
2	Non-institution				
	NBFCs registered with RBI	-	-	-	-
	Bodies Corporate (including Clearing members & LLP)	815700	0.27	815700	0.25
	Directors and relatives	-	-	-	-
	Indian public (Individual & HUF)	27783980	9.12	47304138	14.60*
	Government	-	-	-	-
	Others:				
	NRI's	1154966	0.38	1154966	0.36

	IEPF	-	-	-	-
	Trusts	700	-	700	-
	Foreign Companies	-	-	-	-
	Foreign Nationals, FPI (Individuals) and Overseas body corporates	36178	0.01	36178	0.01
	Sub-total (B)	30457674	10.00	49977832	15.42
	GRAND TOTAL (A) + (B)	304576740	100.00	324096898	100.00

*The present issue of shares will be in public category.