

Date: 29th June, 2015.

To ✓ The Department of Corporate Services - CRD, Bombay Stock Exchange Ltd, P.J.Towers, Dalal Street, MUMBAI - 400 001.	To National Stock Exchange of India Ltd, 5 th floor, Exchange Plaza, Bandra (E), MUMBAI - 400 051.
Scrip Code: 532694	Scrip Symbol: BARTRONICS

Dear Sir/Madam,

Sub: Proceedings of the 23rd Annual General Meeting of Bartronics India Limited held on Monday, 29th June, 2015.

The 23rd Annual General Meeting ("the 23rd GM") of the Company held on 29th June, 2015 at 11.00 A.M. at the Registered Office of the Company at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy District, Telangana - 501 401.

The meeting was chaired by Mr. C. Prakash Ramaiah, Non-Executive Chairman and Independent Director. Total 47(Forty Seven) members present in person and 2 (Two) through proxies have attended the meeting as per the records of attendance.

The Chairman gave an overview of the financial performance of the Company for the period 2013-15 and its future outlook.

On invitation by the Chairman, some of the members raised queries on the Company's financial statements and business operations which were then replied to by the Mr. K. Udai Sagar, Director and the Mr. T. Raghavendra Rao, Statutory Auditor of the Company.

The Chairman informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company had provided an electronic voting facility to members of the Company in respect of business to be transacted at the 23rd AGM. The e-voting period commenced on 24th June, 2015 at 9.00 a.m. and ended on 28th June, 2015 at 5.00 p.m. The Chairman also informed about the Ballot Papers distributed at the 23rd AGM to enable shareholders to vote, who do not have access to e-voting to cast their votes.

The members were informed about the appointment of Mr. Y. Ravi Prasada Reddy, Company Secretary in Practice (CP No.5360) as the Scrutinizer for scrutinizing the process of electronic and ballot voting in a fair and transparent manner.

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The Chairman informed to the members, that the Scrutinizer will submit his report on the results of electronic voting within 2 days from the date of AGM.

The resolutions taken up by the members are as follows:

Ordinary Business:

1. Adoption of the audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss of the Company for the period ended on that date together with the Reports of the Auditors thereon and Directors Report (Ordinary Resolution).
2. Re-appointment of Mr. A. B. Satyavas Reddy (DIN- 00137948), Director retiring by rotation (Ordinary Resolution).
3. Re-appoint of M/s Raghavendra & Associates (Membership No. 023806), Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 24th Annual General Meeting and to authorize the Board of Directors to fix their remuneration..

Special Business:

4. Appointment of Mr. C. Prakash Ramaiah (DIN: 01739186) as an Independent Director in terms of Section 149 of the Companies Act, 2013 to hold office for a term 5 (Five) consecutive years ending 11th February, 2019 (Ordinary Resolution).
5. Appointment of Mrs. A. Syamala Reddy (DIN: 02224082) as an Independent Director in terms of Section 149 of the Companies Act, 2013 to hold office for a term 5 (Five) consecutive years ending 29th March, 2020 (Ordinary Resolution).
6. Appointment of Mr. K. Udai Sagar (DIN: 03298532) as an Independent Director in terms of Section 149 of the Companies Act, 2013 to hold office for a term 5 (Five) consecutive years ending 28th June, 2020 (Ordinary Resolution).
7. Approval of appointment of Mr. Sudhir Sundar Rao, as Managing Director & Key Managerial Person of the Company (Special Resolution).
8. Adoption of new set of Articles of the Company pursuant to Section 14 of the Companies Act, 2013 (Special Resolution).
9. Approve the Borrowing Limits upto Rs. 1,500 Crores in terms of Section 180 (1)(c) of the Companies Act, 2013 (Special Resolution).
10. Mortgage and/or charge any of its movable and / or immovable properties of the Company in terms of Section 180 (1)(a) of the Companies Act, 2013 (Special Resolution).



Thereafter, the Chairman informed the members that the results of the electronic and ballot voting will be notified to the Stock Exchanges and will also be uploaded on the Company's website.

The meeting then concluded with a vote of thanks.

Thanking you,

Yours faithfully,
For BARTRONICS INDIA LIMITED

for DIRECTOR *[Signature]*

