

NOTICE OF 24th ANNUAL GENERAL MEETING

NOTICE is hereby given that the 24th Annual General Meeting of the Members of the Company will be held on Monday, the 26th day of September, 2016 at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy District, Telangana – 501 401, at 11.00 A.M., to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the standalone and consolidate financial statements of the Company for the financial year ended 31st March, 2016, including the audited Balance Sheet as at 31st March, 2016, the Statements of Profit and Loss and Cash Flow Statements for the financial year ended on that date and the report of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. A B Satyavas Reddy, (DIN- 00137948), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s T. Raghavendra & Associates (Membership No. 023806), Chartered Accountants, Hyderabad as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of next Annual General Meeting and to authorize the Board of Directors to fix their remuneration.

SPECIAL BUSINESS:

4. **To consider and approve the appointment of Mr. K. Udai Sagar, as Managing Director & Key Managerial Person of the Company and to pass with or without modifications the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Companies Act”) and the rules, circulars, orders and notifications issued there under (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule - V to the Companies Act, subject to all guidelines for managerial remuneration issued by the Central Government from time to time and approval of Central Government, required if any,

and such other consents and approvals as may be required, and as recommended by the Nomination and Remuneration Committee, the consent of the Company be and is hereby accorded to appoint Mr. Udai Sagar Kanukolanu (DIN: 03298532), as the Managing Director, a Whole time Key Managerial Personnel (KMP), of the Company, with substantial powers of management to be exercised by him, subject to the superintendence, control and direction of the Board of Directors of the Company, for a period not exceeding three (03) years, effective from, 13th November, 2015 till 12th November, 2018 on such remuneration as may be decided by the Board.”

“RESOLVED FURTHER THAT the terms of the appointment of Mr. Udai Sagar Kanukolanu shall be subject to revision by the Board of Directors (hereinafter referred to as “Board” which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this resolution), from time to time during the tenure of the appointment, taking into account the performance of the Company, within the overall limit as provided in the provisions of the Companies Act, 2013.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

“RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby directed and severally authorised to complete necessary statutory formalities to give effect to the resolution and to do all such acts, deeds, matter and things as it may, in its absolute discretion deem desirable, necessary, expedient, usual or proper to implement this resolution from time to time and execute all necessary documents, applications and returns along with filing of necessary E-form with

the Registrar of Companies, Andhra Pradesh & Telengana”.

5. **To appoint Mrs. V. Geetha (DIN: 03271922) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152, 161 and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Qualification of Directors) Rules, 2014 [Including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, and provisions of Listing Agreement, Mrs. V. Geetha (DIN: 03271922), who was earlier appointed as an Additional Director (Independent Director) w.e.f., 13th October, 2015, in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mrs. V. Geetha as a candidate for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from 13th October, 2015 to 12th October, 2020, whose period of office shall not be liable to retire by rotation”.

6. **To mortgage and / or charge any of its movable and / or immovable properties wherever situated both present and future and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 180 (1) (a) and other applicable provisions of the Companies Act, 2013 [including and statutory modification(s) or re-enactment thereof, for the time being in force], and that of the Articles of Association of the Company, consent of the Company be and is here by accorded to the Board of Directors of the Company (“the Board”) to hypothecate/mortgage and/or charge and/or encumber in addition to the hypothecations/mortgages and/or charges and/or encumbrances created by the Company, in such form and manner and with such ranking and at such time(s) and on such terms as the Board may determine, all or any

part of the movable and/or immovable properties of the Company wherever situated both present and future, and/or create a floating charge on all or any part of the immovable properties of the Company and the whole or any part of the undertaking(s) of the Company, together with power to takeover the management of the business and concern of the Company in certain events of default, in favour of the Company’s Bankers/Financial Institutions/ other investing agencies and trustees for the holder of Debentures/Bonds/other instruments/securities to secure any Rupee/Foreign Currency Loans, Guarantee assistance, Stand by Letter of Credit and/or any issue of Non-Convertible Debentures/Instruments, and/or Compulsorily or Optionally, Fully/Partly Convertible Debentures/ Instruments, within the overall ceiling prescribed by the Members of the Company in terms of Section 180 (1) (c) of the Companies Act, 2013”.

“RESOLVED FURTHER THAT the securities to be created by the Company aforesaid may rank prior/pari passu with/to the mortgages and/or charges already created or to be created by the Company as may be agreed to between the concerned parties”.

“RESOLVED FURTHER THAT the Board be and is here by authorized to delegate all or any of the powers here in conferred to any Committee of Directors or any one or more Directors of the Company”.

BY ORDER OF THE BOARD

Mr. K. Udai Sagar
Managing Director
(DIN: 03298532)

Place: Hyderabad
Date: 12th August, 2016.

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, OR WHERE, THAT IS ALLOWED ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DULY STAMPED, SIGNED AND DEPOSITED AT THE COMPANY’S REGISTERED OFFICE NOT LESS THAN 48 HOURS BEFORE THE TIME FOR HOLDING THE MEETING.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights and such person, who shall not act as a proxy for any other member.

Proxies submitted on behalf of Limited Companies, Societies, Partnership Firms, etc. must be supported by appropriate resolution / authority, as applicable, issued by the member organization.

2. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slip duly filled and signed will be permitted to attend the meeting. The Company reserves the right to take all steps as may be deemed necessary to restrict non-members from attending the meeting. Members/Proxies are requested to bring along with them Annual Reports being sent to them.
3. In order to enable us to register your attendance at the venue of the Annual General Meeting, we request you to please bring your folio number/DP ID-Client ID to enable us to give you a duly filed attendance slip for your signature and participation at the meeting.
4. Members who hold shares in dematerialized form and want to change/correct the Bank account details should send the same immediately to their concerned Depository Participant and not to the Company. Members are also requested to give the MICR code of their Bank to their Depository participants. The Company will not entertain any direct request from such members for change of address, transposition of names, deletion of name of deceased joint holder and change in the Bank account details. The Registrar is obliged to use only the data provided by the Depositories, in case of such demat shares.
5. Non-resident Indian Shareholders are requested to inform about the following immediately to the Share Transfer Agent or the concerned Depository as the case may be:-
 - a. the change of residential status on return to India for permanent settlement.
 - b. the particulars of NRE Account with a Bank in India, if not furnished earlier.
6. An explanatory statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 in respect of item No. 04 to 06 of the notice is annexed hereto.
7. Copy of the draft letters of appointment of Independent Directors setting out the terms and conditions are available for inspection by members at the Registered Office of the Company and also available @ www.bartronics.com.
8. The details under regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the uniform Listing Agreement with the Stock Exchanges in respect of Director seeking appointment/re-appointment at the Annual General Meeting is annexed hereto.
9. The Share Transfer Books and Register of Members of the Company will remain closed on Friday 23rd September, 2016 (One day only).
10. Shareholders desiring any information as regards to the accounts are requested to write to the Company at an early date so as to enable the Management to keep the information ready at the meeting.
11. The registration of share transfers and other related correspondence will be dealt with, by the Company at M/s. Bigshare Services Private Limited of Mumbai, having its branch office at 306, Right Wing, 3rd Floor, Amruta Ville, Opp: Yashoda Hospital, Raj Bhavan Road, Somajiguda, Hyderabad - 500 082.
12. The shareholders / members of the Company, who are having equity shares of the Company in physical form, are advised to get dematerialized of their respective equity shares by way of surrendering their physical share certificates to the Registrar and Share Transfer Agents (RTA) of the Company (i.e., M/s Bigshare Services Pvt. Ltd., Hyderabad) through their respective Depository Participants. The shareholders /members, who are not having demat accounts are requested to open the demat accounts and thereafter approach the RTA for dematerialization of their equity shares.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit

the PAN to their Depository Participants Members holding shares in physical form can submit their PAN details to the RTA.

14. Electronic copy of the Annual Report for 2015-16 (including Notice of the 24th Annual General Meeting of the Company along with Attendance Slip and Proxy) is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not having email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
15. Members holding shares in electronic form are requested to update the email id with their respective Depository Participants to receive all the communications in electronic mode.
16. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015-16 will also be available on the Company's website www.bartronics.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
17. Voting through electronic means.

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to cast their votes electronically on all resolutions said forth in the notice conveying the 24th Annual General Meeting. The business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The e-voting facility is available at the link www.evotingindia.com.

The e-voting facility will be available on and from 20th September, 2016 at 9.00 a.m., and ends on 25th September, 2016 at 5.00 p.m.

Mr. Y. Ravi Prasada Reddy, Practicing Company Secretary (having CP No. 5360), Hyderabad, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 20th September, 2016 at 9.00 a.m., and ends on 25th September, 2016 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 16th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> • Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. • The sequence number is available on the address label/email of their respective.
Dividend Bank Details OR DOB	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.</p> <p>If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction</p>

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN <160831118> for the relevant Company <Bartronics India Limited> on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xix) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help Section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“the Act”):

The following statement sets out all material facts relating to the business mentioned in Item No. 04 to 06 of the accompanying Notice:

Item No. 04:

Mr. K. Udai Sagar is an MBA from Bombay University. He started his career with a stint with Government of India’s PSU and later worked for various companies, including Global American Technologies, Atlanta, GA, USA, Tertium International Inc (a spin-off of Sofinov – one of Canada’s largest Incubator Fund for commercialization of new and advanced technologies) and United States Investments Associates LLC (a Dallas based venture capital advisory group), which helps investments across multiple sectors of businesses and geographies.

In 2000 and 2001 he was an Advisor to the Government of Israel IT Mission to promote Israeli Technology to the banking sector in India. He was awarded the International Trade Award of Israel by the Prime Minister of Israel Mr. Ehud Olmert, for helping the bi-lateral trade between India and Israel.

Brief resume of Mr. K. Udai Sagar, nature of his expertise in specific functional areas, names of companies in which he holds directorships and memberships /chairmanships of Board Committees, shareholding and relationships amongst directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Uniform Listing Agreement entered with the Stock Exchanges has been provided and forming part of the Annual Report of the Company.

It is now proposed to seek the Shareholders’ approval for appointment of Mr. K. Udai Sagar as Managing Director, liable to retire by rotation and a Key Managerial Personnel, in terms of the applicable provisions of the Companies Act, 2013 (“Act”) with effect from 13th November, 2015 for a period of three years, on the existing terms and conditions.

In accordance with the provisions of Section 196, 197, 203 and Schedule V of the Companies Act, 2013, approval of shareholders is required for appointment of Mr. K. Udai Sagar.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their

relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Resolutions set out at Item No. 4 of the Notice for approval by the shareholders.

Item No.05:

The Board of Directors of the Company, pursuant to the provisions of Section 149 and 160 of the Act and the Articles of Association of the Company and Clause 49 of the Listing Agreement, proposes to appoint Mrs. V. Geetha (DIN: 03271922) who was appointed as Additional Director (Independent Director) on 13th October, 2015 by the Board of Directors, as an Independent Director of the Company who shall hold office for a term up to 5 (five) consecutive years with effect from 13th October, 2015 to 12th October, 2020 subject to her election as a Director by the members at this Annual General Meeting.

The Company has received notice in writing from a member, under Section 160 of the Act proposing the candidature of Mrs. V. Geetha (DIN: 03271922) as Independent Director of the Company.

The Company has also received declarations from Mrs. V. Geetha (DIN: 03271922) that she meets with criteria of Independence as prescribed both under sub-Section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement.

Mrs. V. Geetha (DIN: 03271922) is not disqualified from being appointed as Director in terms of Section 164 of the Act. The Board of Directors of your Company, after reviewing the provisions of the Act, are of the opinion that she is eligible to be appointed as Independent Director pursuant to the provisions of Section 149 of the Act and Clause 49 of the Listing Agreement.

The Board of Directors of your Company is also of the opinion that the appointee is independent of the management of the Company.

The Board considers that keeping in view her vast expertise and knowledge; it will be in the interest of the Company to appoint her as an Independent Director. Accordingly, the Board recommends the resolution in relation to her appointment as an Independent Director pursuant to provisions of Section 149 read with Schedule IV of the Act for the approval by the shareholders of the Company.

The details as stipulated under Regulations of the SEBI (Listing Obligation and Disclosure Requirements)

Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges are provided in Annexure to the Notice.

Mrs. V. Geetha (DIN: 03271922) being an appointee is interested in the resolutions set out at Item No. 5 of the Notice with regard to her appointment.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in this resolution.

This statement may also be regarded as a disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Uniform Listing Agreement entered with the Stock Exchanges.

The Board recommends the Ordinary Resolutions set out at Item No. 5 of the Notice for approval by the shareholders.

Item No. 06:

In the normal course of business, the Company is required to avail Term Loans, Working Capital, External Borrowings or any other financial accommodation/facility from time to time. A charge on the assets/properties of the Company, both present and future, is normally has to given as security for such borrowings. As the documents to be executed for the creation of such charge/mortgages from time to time to secure such borrowings, may contain the power to take over the management of the Company in certain events. Therefore, it is proposed to get fresh consent of the shareholders under Section 180(1)(a) of the Companies Act, 2013 for the creation/mortgage of charge(s) as set out in this resolution.

Under the provisions of Section 180 (1) (a) of the Companies Act, 2013, the above powers can be exercised by the Board only with the consent of the shareholders obtained by a Special Resolution. Further, as per a clarification issued by the Ministry of Corporate Affairs, the Ordinary Resolution earlier passed under Section 293 (1) (a) of the Companies Act, 1956 will remain valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013, i.e. up to 11th September, 2014. As such, it is necessary to obtain fresh approval of the shareholders by means of a Special Resolution, to enable the Board of Directors of the Company to create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure

the repayment of moneys borrowed by the Company. As the documents to be executed between the Company and the lenders may contain the power to take over the management of the Company in certain events, it is necessary to obtain Members' approval under Section 180 (1) (a) of the Companies Act, 2013, by way of Special Resolution.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested financially or otherwise in the resolution except to their extent of shareholding in the Company.

Your Directors recommend the Special resolution set out in Item No. 06 of the Notice for approval of members of the Company.

BY ORDER OF THE BOARD

Place: Hyderabad
Date: 12th August, 2016.

Mr. K. Udai Sagar
Managing Director

Route Map to the AGM Venue i.e Bartronics India Ltd, Survey No. 351, Raj Bollaram Village, Medchal Mandal, RR District - 501 401, Hyderabad.



Details of the Directors seeking appointment/re-appointment in the forthcoming Annual General Meeting: (pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).

Name of Director	Mrs. V. Geetha	Mr. K. Udai Sagar
Director Identification Number	03271922	03298532
Date of Birth	11.01.1950	24.08.1961
Date of Appointment	13.10.2013	14.05.2013
Expertise in specific functional areas	Mrs. V. Geetha is having an industrial experience of more than 35 years	Mr. K. Udai Sagar has worked for various companies including Global American Technologies, Atlanta, GA, USA and also an advisor to the Govt. of Israel.
Qualification	B.A.	MBA
Directorship held in other public companies (excluding foreign companies)	Gem Telecom Limited	Sree Ramakrishna Alloys Limited
Membership/ Chairmanship of Committees of other public companies (includes only Audit Committees and Stakeholder Relationship Committee).	Nil	Nil
Shareholdings in the Company	Nil	Nil
Relationship between the Directors inter-se	Nil	Nil

BARTRONICS INDIA LIMITED

Survey No. 351, Raj Bollaram Village, Medchal Mandal, R.R. Dist., Telangana - 501 401.

CIN : L29309AP1990PLC011721

Member's Folio Number

No.of Shares held

ATTENDANCE SLIP (24th AGM)

This Attendance Slip duly filled in to be handed over at the entrance of the Meeting Hall.

Name of the Attending Member or Proxy (In Block Letters)

I hereby record my presence at the 24th Annual General Meeting held on Monday, 26th September, 2016 at 11.00 A.M. at Survey No. 351, Raj Bollaram Village, Medchal Mandal, R.R. Dist., Telangana - 501 401.

To be signed at the time of handing over this slip

.....
Member's / Proxy's Signature

Form No. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]

CIN : L29309AP1990PLC011721
Name of the Company : Bartronics India Limited
Registered office : Survey No. 351, Raj Bollaram Village, Medchal Mandal, R R Dist,
Telangana – 501 401.

Name of the Member(s):	E-Mail Id:
Registered Address:	
Folio No./Client Id:	DP Id:

I/We, being the member (s) of shares of the above named Company, hereby appoint:

Name:	Address:
E-mail Id	Signature:
or failing him;	
Name:	Address:
E-mail Id	Signature:
or failing him;	
Name:	Address:
E-mail Id	Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual general meeting of the Company, to be held on the day of At a.m. / p.m. at (place) and at any adjournment thereof in respect of such resolutions as are indicated below :

Item No.	Resolution	For	Against
	Ordinary Business		
1.	Adoption of Financial Statements for the period ended 31st March, 2016.		
2.	Re-appointment of Mr. A. B. Satyavas Reddy, as Director who retires by rotation.		
3.	Re-appointment of M/s. T. Raghavendra & Associates, Chartered Accountants as Statutory Auditors of the Company.		
	Special Business		
4.	Appointment of Mr. K. Udai Sagar, as Managing Director & Key Managerial Person of the Company.		
5.	Appointment of Mrs. V. Geetha as an Independent Director in terms of Section 149 of the Companies Act, 2013.		
6.	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.		

Signed this day of Sept, 2016

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 24th Annual General Meeting.
3. It is optional to put a '✓' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

Form No. MGT-12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	: Bartronics India Limited			
Registered office	: L29309AP1990PLC011721			
BALLOT PAPER				
S.No.	Particulars	Details		
1	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity		
I hereby exercise my vote in respect of Ordinary/ Special resolution enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Item No.	Resolution	No. of shares held	I assent to the resolution	I dissent to the resolution
Ordinary Business				
1.	Adoption of Financial Statements for the period ended 31st March, 2016			
2.	Re-appointment of Mr. A. B. Satyavas Reddy, who retires by rotation.			
3.	Re-appointment of M/s. T. Raghavendra & Associates, Chartered Accountants as Statutory Auditors of the Company.			
Special Business				
4.	Appointment of Mr. K. Udai Sagar, as Managing Director & Key Managerial Person of the Company.			
5.	Appointment of Mrs. V. Geetha as an Independent Director in terms of Section 149 of the Companies Act, 2013.			
6.	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.			

Place:

Date:

(Signature of the shareholder)

Polling paper with serial number and instructions will be distributed at the venue of AGM.

INSTRUCTIONS

1. This Ballot paper is for the members who have not voted through e-voting facility. A member can opt for only one mode of voting i.e., either through e-voting or by Ballot paper. If a Member casts votes in both the modes, then vote cast through e-voting shall prevail and Ballot paper shall be treated as invalid.
2. The vote should be cast either in favour or against by putting the tick(✓) mark in the column provided for assent or dissent. Ballot paper bearing tick marks in both the columns will be treated as invalid. Please do not use pencil.
3. This form should be completed and signed by the Member/Proxy Holder as per the specimen signatures registered with the Company/Depository. In case of joint holding this form should be completed and signed by the first named member.
4. Any cutting/overwriting on this Ballot paper should be signed by the shareholder/proxy holder.
5. Unsigned, incomplete, improperly or incorrectly tick marked Ballot papers will be rejected. A Ballot paper will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the member or as to whether the votes are in favour or against or if the signature cannot be verified.
6. The decision of Scrutinizer on the validity of the Ballot paper and any other related matter shall be final.
7. The Scrutinizer will collate the votes downloaded from the e-voting system and votes cast through Ballot paper to declare the final result for each of the Resolutions enumerated above.
8. The Results shall be declared after the date of AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website : www.bartronics.com and on the website of www.bighshareonline.com within two(2) days after conclusion of AGM of the Company and communicated to the Stock Exchanges.