



Date: 23<sup>rd</sup> January, 2017.

To The Department of Corporate Services –CRD BSE Limited P.J.Towers, Dalal Street MUMBAI – 400 001 Scrip Code: 532694	To National Stock Exchange of India Ltd 5 <sup>th</sup> floor, Exchange Plaza Bandra (E) MUMBAI - 400 051 Scrip Symbol: BARTRONICS
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Dear Sirs,

**Sub: Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- Postal Ballot Notice and Postal Ballot Form - Reg.**

In compliance with Regulation 30 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find a copy of the Postal Ballot Notice along with the Postal Ballot form in terms of section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 as enclosed, being sent to the Members of the Company, for seeking their approval in relation to the following Resolutions:

Resolution No	Brief Description
1	Special Resolution to transfer the financial inclusion (FI) division to M/s. Swift Vitthiya Samavesh Private Limited.
2	Special Resolution to give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the Companies Act, 2013.

Kindly take the same on record.

The Postal Ballot Notice and Postal Ballot Form is also being uploaded on the website of the Company at the link

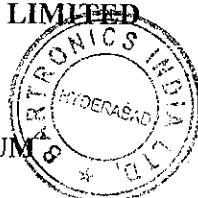
<http://www.bartronics.com/Bartronic%20Notice%20for%20Postal%20Ballot-2017.pdf>

Thanking you,

Yours faithfully,

For **BARTRONICS INDIA LIMITED**

  
**ISHARATH UNNISA BEGUM**  
COMPANY SECRETARY



**BARTRONICS INDIA LIMITED**

#201 & 202, Ashoka Capitol, Road No. 2, Banjara Hills, Hyderabad-500 034, TS, India. Tel : 040 49269269, Fax : 040 49269246  
CIN: L29309AP1990PLC011721, Email : Info@bartronics.com www.bartronics.com

**NOTICE OF POSTAL BALLOT**  
(Pursuant to Section 110 of the Companies Act, 2013)

To,  
The Members of Bartronics India Limited,

Notice is hereby given that pursuant to Section 110 and other applicable provisions of the Companies Act, 2013 (the "Act"), if any, read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification or re-enactment thereof for the time being in force, the Resolutions appended below are proposed to be passed as special resolutions by way of postal ballot / electronic voting. The Explanatory Statement, pursuant to Section 102 of the Act, pertaining to the said Resolutions, setting out the material facts concerning the item and the reasons thereof is annexed hereto along with a Postal Ballot Form (the "Form") for your consideration.

According to Section 186 of the Companies Act, 2013, to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether in Indian or overseas, requires the approval of the shareholders by way of a special resolution.

According to Section 180(1)(a) of the Companies Act, 2013, sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the approval of the shareholders by way of a special resolution.

The Company proposes to sell / exchange of its Financial Inclusion (FI) Division situated at # 201 & 202, Ashoka Capitol, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500 034 (hereinafter referred as "**Financial Inclusion (FI) Division**") of the Company, along with all related assets and liabilities including but not limited to employees, contracts, licenses, permits, consents and approvals of the Company as a "going concern" to **M/s Swift Vitthiya Samavesh Private Limited**, situated at # 106, Ashoka Capitol, Road No. 2, Banjara Hills, Hyderabad, Telangana - 500 034 (hereinafter referred as "Swift") a company incorporated under the laws of India, for a consideration either in cash/ securities of Swift or any other listed entities / or any other mode as agreed and finalized in the Business Transfer Agreement ("BTA")/any other similar agreements to be entered into between the Company and Swift, as the Board of Directors ("Board") may deem appropriate. The explanatory statement along with postal ballot form is being sent to you.

The Company is therefore seeking your consent for the said proposals as contained in the Special Resolution appended below. An Explanatory Statement pertaining to the Resolution setting out all material facts and the reasons is also annexed.

As per provisions of Companies Act, 2013 with respect to sale of assets under section 180(1) (a) of the Companies Act, 2013 and section 102 (1) with respect to explanatory statement pertaining to the resolution proposed in this notice setting out all material facts and reasons thereof along with Postal Ballot Form are annexed herewith.

The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners, received from National Securities Depository Limited ("NSDL")/Central Depository Services (India) Limited ("CDSL") as on 13th January, 2017 (i.e. Friday).

The Company has appointed Mr. Y. Ravi Prasada Reddy, Practicing Company Secretary (CP No. 5360), Hyderabad as Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

Members may note that as required under the provisions of Sections 108, 110 of the Act and other applicable rules in that regard and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to members of the Company for the Postal Ballot as an alternate, which would enable the members to cast their votes electronically, instead of casting their votes physically and sending back the Postal Ballot forms to the Company/Scrutinizer. If a member has voted through e-voting facility, he is not required to send back the Postal Ballot form. If a member votes through e-voting facility as well as send his/her vote through the Postal Ballot Form, the vote cast through e-voting shall only be considered and voting through postal ballot form shall not be considered by the Scrutinizer.

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com) from 24th January, 2017 (09:00 A.M.) till 22nd February, 2017 (05:00 p.m.). Members may refer to the instructions given for e-voting mentioned in this Notice.

Members opting to vote physically (i.e through the Postal Ballot Form) are requested to read carefully the instructions appended to the Postal Ballot Form (enclosed herewith) and return the Form duly filled and signed by using the attached self-addressed pre-paid postage envelope so as to reach the Scrutinizer on or before the close of working hours (i.e. 05:00 p.m.) on 22nd February, 2017. Please note that any Postal Ballot Form(s) received after the said date will be treated as invalid/not been voted.

Members holding shares as on the cut-off date i.e whose name appears in the Register of Members/ Record of Depositories as on 13th January, 2017, will be entitled to vote.

The Scrutinizer will submit his report to the Chairman of the Company on or before Saturday, 25th February, 2017 after completion of his scrutiny and the results of the postal ballot will be declared by the Chairman or in his absence by any person authorized by the Chairman on or before 25th February, 2017 at the Corporate Office of the Company. The results will also be posted on the website of the Company [www.bartronics.com](http://www.bartronics.com) and the same shall be intimated to the Stock Exchanges and Public at large.

The date of declaration of results will be taken as the date on which the resolution was passed by the members.

**PROPOSED SPECIAL RESOLUTIONS**

**1. TRANSFER OF THE FINANCIAL INCLUSION (FI) DIVISION OF THE COMPANY TO M/s. SWIFT VITTHIYA SAMAVESH PRIVATE LIMITED.**

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

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and its Rules, and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance

with the provisions of the Memorandum and Articles of Association of the Company, Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed and any other rules/regulations/guidelines, notifications, circulars and clarifications issued there thereon from time to time by the Government of India, and subject to compliance of all applicable laws and regulations and such permissions, approvals, consents and sanctions as may be necessary from the Competition Commission of India or any other concerned/statutory authorities, if required and subject to such other terms and conditions as may be imposed by them, consent of the members of the Company be and is hereby accorded to the Board of Directors ("the Board" which expression shall also include a committee of directors constituted and authorized for purposes mentioned hereof) to sell/ transfer the Financial Inclusion (FI) Division situated at # 201 & 202, Ashoka Capitol, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500034 (hereinafter referred as "Financial Inclusion (FI) Division") of the Company, along with all related assets and liabilities including but not limited to employees, contracts, licenses, permits, consents and approvals of the Company as a "going concern" by means of a slump exchange (as defined in Section 2 (42C) of the Income Tax Act, 1961) to **M/s. Swift Vitthiya Samavesh Private Limited**, Hyderabad ("Buyer") a company incorporated under the laws of India, for a consideration in the form of securities of the Buyer along with other terms as finalized in the Business Transfer Agreement ("BTA")/any other similar agreements entered / to be entered into between the Company and the Buyer, for Rs. 670.56 Lakhs (Rupees Six Cores Seventy lakhs and Fifty six thousand only), as arrived by the valuation done by their advisors/ consultants subject to adjustment of net working capital position calculated on the date of transfer ("Business Transfer"), subject to any variation of consideration as the Board may finalize, to be discharged by way of cash or in any other mode and on such terms and conditions as may be decided by the Board."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize the terms and conditions, as well as the means, methods or modes in respect thereof and to finalize and execute all required documents including agreements, memorandum, deeds of assignment/ conveyance and other documents with such modifications as may be required from time to time and to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in its discretion for completion of the transaction as aforesaid in the best interest of the Company, including to seek registration of any such documents, deeds as may be necessary, filing intimations, applying for and/or behalf of the Company and file applications and make representations in respect thereof and seek approval from relevant authorities, including Government/Semi Government / Quasi Government authorities, lenders, Financial Institutions, legislative bodies, regulatory or administrative authorities, statutory bodies, in this regard, and deal with any matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary for seeking approvals/consents of necessary parties, including without limitation regulatory authorities, for giving effect to this resolution and that the Board shall also have the power and authority to delegate all or any of its powers conferred herein as it may deem fit to give effect to this Resolution."

**2. TO GIVE LOANS OR TO GIVE GUARANTEES OR TO PROVIDE SECURITIES IN CONNECTION WITH THE LOAN MADE TO ANY OTHER BODY CORPORATE OR PERSON OR TO MAKE INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013.**

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

"RESOLVED THAT pursuant to the provisions of Section 186 read with the Rules framed thereunder and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof), and subject to the requisite permission(s)/consent(s)/approval(s) of appropriate authorities where required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the power conferred by this resolution) to give any loans/any other form of debt to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan/any other form of debt to any other body corporate or person and to make investment or acquire by way of subscription, purchase or otherwise the securities of M/s. Swift Vitthiya Samavesh Private Limited, Hyderabad up to maximum amount of Rs. 670.56 Lakhs (Rupees Six Cores Seventy lakhs and Fifty six thousand only) outstanding at any point of time not withstanding that the aggregate amount of all the loans / guarantees / securities / investments so far made together with the proposed loans / guarantees / securities / investments to be made, exceeds the prescribed limits under the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to determine the manner and the amount which it shall make as investments, provide securities and give guarantees within the above mentioned limit with the power to transfer / dispose of the investments in subsidiaries / step down subsidiaries / associate companies / group companies in one or more tranches."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate, and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to the aforesaid resolution."

BY ORDER OF THE BOARD

Place: Hyderabad  
Date: 11th January, 2017

**ISHARATHUNNISA BEGUM**  
Company Secretary

**NOTES:**

1. Explanatory Statement and reasons for the proposed special business pursuant to Section 102 of the Companies Act, 2013 & instructions for e-voting as per rules/regulations as may be applicable are given hereunder.
2. Members holding shares as on the cut-off date i.e whose name appears in the Register of Members / Record of Depositories as on 13th January, 2017., will be entitled to vote.
3. Mr. Y. Ravi Prasada Reddy, Practicing Company Secretary has been appointed as Scrutinizer for conducting the Postal Ballot by the Board at their meeting held on 11th January, 2017.
4. The members are requested to read carefully the instructions printed in the attached Postal Ballot form. If members are voting through physical form, the Postal Ballot form duly completed and signed, shall be returned through the enclosed self addressed (postage to be paid by addressee) envelope directly to the Scrutinizer so as to reach the Scrutinizer, not later than the close of the working hours i.e., 5.00 p.m. on 22nd February, 2017. If the consent or otherwise received after 5.00 p.m. on 22nd February, 2017 shall be treated as if reply from the member has not been received.
5. The result of the Postal Ballot will be declared on or before 25th February, 2017 at the Corporate Office of the Company at # 201 & 202, Ashoka Capitol, Road

No. 2, Banjara Hills, Hyderabad, Telangana – 500 034 and will also be informed to the Stock Exchanges and posted on the Company's website www.bartronics.com The result of Postal Ballot will be published in one English News paper and one Telugu News paper.

6. A Copy of each of the documents referred to in the accompanying Explanatory Statement is open for inspection at the Registered Office of the Company on all working days, except holidays, between 3.00 p.m. and 5.00 p.m. upto the date of declaration of Results of Postal Ballot.

**7. Voting through electronic means:**

In compliance with the provisions of Section 108, 110 of the Companies Act, 2013 and Rule 20, 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility for the members to enable them to cast their vote(s) electronically. Members have option to vote either through e-voting or through Postal Ballot form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot and vice-versa.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 24th January, 2017 at 09:00 a. m. and ends 22nd February, 2017 at 05:00 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 13th January, 2017, 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"> <li>♦ Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</li> <li>♦ 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.</li> <li>♦ 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.</li> <li>♦ The sequence number is available on the address label/email of their respective.</li> </ul>
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 <170112001> for the relevant <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](http://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](mailto: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](mailto: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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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. 01 & 02 of the accompanying Notice:

### Item No. 01 & 02:

Bartronics India Limited (“Company”) is having the following divisions which are as follows:

S.No.	Name of the Division	Location
1.	Financial Inclusion (FI)- Division	# 201 & 202, Ashoka Capitol, Road No.2, Banjara Hills, Hyderabad, Telangana – 500034
2.	Manufacturing of smart cards and Radio Frequency Identification (RFID) equipments	Survey No. 351, Raj Bollaram Village, Medchal Mandal, RR Dist, Telangana - 501401.

Bartronics, founded in 1990, has always been pioneer in introducing latest technologies in Automatic Identification and Data Capture field. While it started its operations giving solutions using Barcode technologies, it was ahead of its times when it ventured into RFID technology and manufacturing of Smart Cards. In the year 2011, it started venturing into another niche area called ‘Financial Inclusion’ driven by Reserve Bank of India. The company has spent 5 years in nurturing the business and with the help from push from the Government the projects have grown to a considerable size now.

The company indeed takes pride in being associated with such projects which eventually touch many lives at grass root level. The future of this business will depend a lot on how the company will be able to tap the opportunities available within the space and be better-prepared for the situations. In order to have this dedicated management focus, the company proposes to move its FI Division situated at # 201 & 202, Ashoka Capitol, Road No.2, Banjara Hills, Hyderabad, Telangana – 500 034 to M/s. Swift Vitthiya Samavesh Private Limited, situated at # 106, Ashoka Capitol, Road No. 2, Banjara Hills, Hyderabad, Telangana - 500 034 a Company incorporated in India, by way of slump exchange to be executed by a Business Transfer Agreement (BTA). By virtue of this slump exchange M/s. Swift Vitthiya Samavesh Private Limited will become a wholly owned subsidiary of Bartronics India Ltd. This will provide greater bandwidth to the dedicated management team while BIL continues to retains full control over it.

Subject to the approval of shareholders and other requisite approvals, it is proposed to hive off the above mentioned business, along with all related assets and liabilities, including but not limited to employees, contracts, licenses, permits, consents and approvals as a separate business by way of slump exchange to M/s Swift Vitthiya Samavesh Private Limited, Hyderabad for a net consideration of Rs. 670.56 Lakhs (Rupees Six Cores Seventy lakhs and Fifty six thousand only), subject to adjustment of net working capital position calculated on the date of transfer and any variation of consideration as the Board may finalize to be discharged by way of slump exchange or in any other mode of consideration as the Board may deemed fit and finalize.

For the purposes of effecting the sale / transfer of the above business, the Company proposes to execute a Business Transfer Agreement (“BTA”) and other related agreements such as assignment deeds, applications to governmental authorities etc.

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.

The Board of Directors of the Company has approved the proposal to exchange and transfer the FI-Division on a going concern basis by way of slump exchange. The transaction will be inter alia subject to the prior approval of the Shareholders under Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions of the Companies Act, 2013, Lenders and other statutory authorities.

### BRIEF DETAILS

S.No.	Particulars	Disclosure
01.	Details of Assets/Divisions/Business proposed to be hived off	The Company proposes to divest its Financial Inclusion (FI) Business situated at the following location: # 201 & 202, Ashoka Capitol, Road No. 2, Banjara Hills, Hyderabad, Telangana – 500 034 .
02.	The amount and percentage of the turnover or revenue or income and net worth contributed by each of such unit or division in the last financial year	For the Financial Year Ended 31st March 2016, the above Division have achieved a total turnover of Rs. 3611 Lakhs., out of the total net turnover of Rs. 4296.31 Lakhs., which translates to 84.05%.
03.	Rationale for the proposed transaction	<p>a. All though the Company is into Financial Inclusion projects driven by Reserve Bank of India popularly known as “Jan Dhan Yojana”. The exposure to government driven projects give revenue visibility and we expect this momentum to continue given the un-deterred Government’s focus. The future of this business will depend a lot on how the company will be able to tap the opportunities available within the space and be better-prepared for the situations.</p> <p>b. The proposed transaction will provide greater bandwidth to the dedicated management team in order to exploit all the growth opportunities available in this space.</p>
04.	Date on which the agreement for sale has been entered/proposed to be entered	<p>It is expected that the definitive agreements will be made within 60 days from the date of approval by the Board/other required approvals.</p> <ul style="list-style-type: none"> <li>♦ Value of Assets proposed to be transferred: Rs. 1201.06 Lakhs</li> <li>♦ Value of the outside Liabilities proposed to be transferred: Rs. 517.51 Lakhs</li> <li>♦ The net consideration expected is Rs. 670.56 Lakhs.</li> </ul>



05.	The expected date of completion of sale/disposal and brief details of the approvals required for completing the proposed transaction	The date of completion (closure) depends upon the receipt of various statutory and other applicable approvals such as Board of Directors' approval; Shareholders' approval; Lenders' approval. It is expected that these processes may take anything 90 days from the date of agreement.
06.	Consideration received/to be received from such sale/disposal	Consideration will be received as per the terms of the definitive Agreement, either in cash/ shares of the Swift / listed securities or combination of both.
07.	Brief details of buyers and whether any of the buyers belong to the promoter/ promoter group/group companies/Key Managerial Person or their related group. If yes, details thereof.	M/s. Swift Vitthiya Samavesh Private Limite, Hyderabad (The Buyer) and it is not related to the Promoters and the Promoters' Group or Key Managerial Person/its Group.
08.	Whether the transaction would fall within related party transactions?, If so, whether the same is done at arm's length	Transaction on Arm's Length Basis.
09.	Is the definition of Slump Exchange satisfied	Yes. The Proposed Transaction is as "on going concern" basis as Slump Exchange.
10.	Brief details of change in shareholding pattern (if any) of the promoters & company;	There will be no change in the shareholding pattern of the Promoters in the company, as the proposed transaction is only a slump exchange.

Your Directors recommend the passing of the resolutions as Special Resolution.

None of the Directors and key managerial personnel of the Company or their respective relatives except Mr. K. Udai Sagar are concerned or interested in the said Special Resolutions.

BY ORDER OF THE BOARD

Place: Hyderabad  
Date: 11th January, 2017

**ISHARATHUNNISA BEGUM**  
Company Secretary

**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**

**CIN : L29309AP1990PLC011721**

**Registered office :** Survey No. 351, Raj Bollaram Village, Medchal Mandal, R R Dist, Telangana – 501 401.

**BALLOT PAPER**

Sl.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
	<b>Special Business</b>			
1.	To transfer of the Financial Inclusion (FI) division of the company to M/s. Swift Vitthiya Samavesh Private Limited.			
2.	To give loans or to give guarantees or to provide securities in connection with the loan made to any other body corporate or person or to make investments under section 186 of the Companies Act, 2013.			

**INSTRUCTIONS**

- 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.
- 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.
- 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.
- Any cutting/overwriting on this Ballot paper should be signed by the shareholder/proxy holder.
- 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.
- The decision of Scrutinizer on the validity of the Ballot paper and any other related matter shall be final.
- 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.
- The Results shall be declared on or before Saturday, 25th February, 2017. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website : [www.bartronics.com](http://www.bartronics.com) and on the website of [www.bighshareonline.com](http://www.bighshareonline.com) within two (2) days of passing of the resolutions by Postal Ballot and communicated to the Stock Exchanges.

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**BARTRONICS INDIA LIMITED**

**Registered Office:** Survey No. 351, Raj Bollaram Village,  
Medchal Mandal, RR Dist, Telangana - 501401.