



CS Ravi Prasada Reddy .Y

B.Sc., FCS

Practising Company Secretary

FCS No. 5783, CP No. 5360

COMBINED REPORT BY THE SCRUTINIZER FOR E-VOTING & BALLOT POLL

To

The Chairman

23rd Annual General Meeting of the Equity Shareholders of

BARTRONICS INDIA LIMITED

Held on 29th June, 2015 at Survey No. 351, Raj Bollaram Village, Medchal Mandal, Ranga Reddy Dist, Telangana-501 401 at 11.00 a.m.

Dear Sir,

The Company had appointed me as a Scrutinizer to scrutinize the e-voting process and also for the Poll conducted at the 23rd AGM of the Company held on 29th June, 2015.

The e-voting facility was available from 9.00 a.m. on 24th June, 2015 to 28th June, 2015 till 5.00 p.m. (i.e., 5 days).

The Company had appointed M/s Central Depository Services India Limited (CDSL) as the Service Provider, for providing the facility of electronic voting to the shareholders of the Company from **from 24th June, 2015 till 28th June, 2015**. M/s. Bigshare Services Private Limited ("BSPL") is the Registrar and Share Transfer Agent for the Company. The e-voting results were unblocked by me on 29th June, 2015 in the presence of two witnesses. For further details kindly refer my Report dated 1st July, 2015 attached herewith.

At the 23rd AGM of the Company held on 29th June, 2015, the Chairman of the Meeting had suo-moto i.e., on his own motion ordered for a Poll under Section 109 of the Companies Act, 2013, to facilitate the members present in the AGM who could not participate in the e-voting, to record their votes through poll process. The Chairman had appointed me as the Scrutinizer for the same. For further details kindly refer to my Report in the Form MGT 13 dated 1st July, 2015.

The results of the E-Voting and Poll conducted at the AGM are as under:

Number of members who have casted their votes through e-voting and Poll		Total Number of votes cast by them		Total Number of invalid votes
Electronically	Physically	Electronically	Physically	
17	31	175326	4271194	2
48		4446520		



Item No. 1 of the Notice – Ordinary Resolution for Adoption of Financial Statement for the period ended 31st March, 2015 (Ordinary Business)

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	174626	3.93	700	0.02	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4445820	99.98	700	0.02	2	0

Item No. 2 of the Notice – Ordinary Resolution for Re-appointment of Mr. A. B. Satyavas Reddy, who retires by rotation (Ordinary Business).

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	171655	3.86	3671	0.08	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4442849	99.92	3671	0.08	2	0

Item No. 3 of the Notice – Ordinary Resolution for Re-appointment of M/s Raghavendra & Associates, Chartered Accountants, as Statutory Auditors of the Company (Ordinary Business)

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	171655	3.86	3671	0.08	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4442849	99.92	3671	0.08	2	0

Item No. 4 of the Notice– Ordinary Resolution for appointment of Mr. C. Prakash Ramaiah as an Independent Director for a term up to five consecutive years commencing from 12th February, 2015 to 11th February, 2019 under Section 149 of the Companies Act, 2013(Special Business).

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	172176	3.87	3150	0.07	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4443370	99.93	3150	0.07	2	0



Item No. 5 of the Notice – *Ordinary Resolution for appointment of Mrs. A. Syamala Reddy as an Independent Director for a term up to five consecutive years commencing from 30th March, 2015 to 29th March, 2020 under Section 149 of the Companies Act, 2013(Special Business.*

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	171876	3.87	3450	0.08	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4443070	99.93	3450	0.08	2	0

Item No. 6 of the Notice – *Ordinary Resolution for appointment of Mr. K. Udai Sagar as an Independent Director for a term up to five consecutive years commencing from 29th June, 2015 to 28th June, 2020 under Section 149 of the Companies Act, 2013(Special Business).*

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	171876	3.87	3150	0.07	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4443070	99.93	3150	0.07	2	0

Item No. 7 of the Notice – *Special Resolution for appointment of Mr. Sudhir Sundar Rao, as Managing Director & Key Managerial Person of the Company under Section 196, 197 & 203 of the Companies Act, 2013(Special Business).*

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	171286	3.85	4040	0.09	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4442480	99.91	4040	0.09	2	0

Item No. 8 of the Notice – *Special Resolution under Section 14 of the Companies Act, 2013 for Adoption of new set of Articles of Association(Special Business).*

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	173626	3.90	1700	0.04	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4444820	99.96	1700	0.04	2	0



Item No. 9 of the Notice – *Special Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing money upto Rs1500 Crores over and above the aggregate of the paid up share capital and free reserves of the Company(Special Business).*

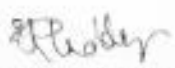
Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	172336	3.88	2990	0.07	0	0
Poll	4271194	96.06	0	0.00	2	0
Total	4443530	99.93	2990	0.07	2	0

Item No. 10 of the Notice – *Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to mortgage and/or charge any of movable and / or immovable properties of the Company(Special Business).*

Particulars of Business	Votes in favour of the Resolution		Votes against the Resolution		Invalid/ Abstained Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-Voting	4271194	96.06	1800	0.04	0	0
Poll	173526	3.90	0	0.00	2	0
Total	4444720	99.96	1800	0.04	2	0

I hereby confirm that, I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-Voting and Poll by the shareholders of the Company. I shall be arranging to hand over these records to the Chairman of the Company or such person as authorized by him in due course.

Thanking you,
Yours faithfully,


Y. Ravi Prasada Reddy



Place: Hyderabad
Date: 1st July, 2015

for **Chairman/Managing Director** 