

SHAREHOLDERS REFERENCER

I. Brief History of the Company:

Bartronics India Limited (Bartronics), a Public Limited Company based in Hyderabad, is a principal entity in providing AIDC- based solutions in India. Bartronics provides services in all areas of AIDC viz. Barcodes, Smart cards, Radio Frequency Identification (RFID), Biometrics and EAS to a number of companies across their manufacturing set-ups. Bartronics has an excellent knowledge of products, technologies, deep understanding of the market and have a successful track record.

II. Listing and Stock Exchange Information

The company has come out with a Public Issue of 65,00,000 Equity Shares of Rs.10/- each at a premium of Rs.65/- per share through 100% book building process and the issue was opened for subscription on 20th December 2005 and closed on 24th December 2005 and subsequently the Equity shares of the Company were listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE) on 12th January 2006.

Stock Exchange	Script Code/Symbol
Bombay Stock Exchange Limited	532694
National Stock Exchange of India Limited	BARTRONICS

III. Investor Information:

a) The following are the Board of Directors of the Company

1	Shri Sudhir Rao	Managing Director
2	Shri A.B.S.Reddy	Promoter - Non-Executive Director
3	Shri R.Satish Reddy	Promoter - Non-Executive Director
4	Shri T.Venkateswara Rao	Independent Non-Executive Director
5	Shri B.Narayanswamy	Independent Non-Executive Director
6	Shri K.N.Dupare	Nominee Director of IDBI

b) Shri Fahim Aslam Khan, is the Company Secretary of the Company

The Investors are advised to send all their correspondence relating to shares to the Company Secretary of the Company to the Registered Office of the Company at 8-2-120/77/4B Road No. 2, Banjara Hills, Beside NTR Bhavan, Hyderabad-500034. and for prompt response, shareholders/investors may send such correspondence, which do not require signature verification for processing, through e-mail on investors@bartronicsindia.com

IV. Guide to shareholders:

1. Transfer of Shares:

- a) The Shareholders are requested to lodge the transfer deed along with the relevant share certificates at the Registered Office of the Company and such transfers in physical form are registered and returned within a period of 10-15 days from the date of receipt, if the documents are clear in all respects.
- b) Share transfer requests are acted upon within 10-15 days from the date of their receipt by the Company Secretary of the Company and in case no response is received from the company within 30 days of lodgment of transfer request, the lodger should immediately write to the Company Secretary with full details so that necessary action could be taken to safeguard interest of the concerned against any possible loss/interception during postal transit.
- c) In respect of shares held in electronic form (demat form), the shareholders shall consult tier Depository Participant, who will help you to register the shares in their name, as the Company will not be involved in transfer / transmission, etc. of shares held in dematerialized form. The Depository Participants (and Depository) will themselves handle and complete these transactions.

2. Transmission of Shares:

- a) Transmission is the process of transfer in the event of death of a shareholder. The following need to be ensured in such an event.
- b) Where shares are held in joint names, please submit a certified copy of the death certificate of the deceased shareholder to the Company's R&STA, along with the share certificates so that the name of the deceased can be deleted from the Company's records as well as the share certificates.
- c) Where the shares are held in single name, on death of the registered holder, documents like Succession Certificate issued by a Competent Court or Probate or Letter of Administration where the deceased has left a Will have to be submitted.
- d) In respect of shares held in electronic form (demat form), please consult the Depository Participant, who will help you to register the transmission of shares. The Depository Participants (and Depository) will themselves handle and complete these transactions.

3. Transposition:

- a) Transposition refers to the change in the order of the names of the registered holders of shares in a company.

- b) Request for transposition of shares signed by all the shareholders indicating the change in the order of the names along with the share certificate(s) can be lodged with the Registrar and Transfer Agent of the Company, M/s. Bigshare Services Private Limited.
- c) In case of interchange of order of the names for demat purposes, the shareholders are advised to contact the Depository Participant.

4. Consolidation of Folios:

- a) In case the Shareholder has more than one folio in the same name or with identical names in the same order in case of joint holdings, and wish to consolidate the folios, they are advised to write to the Company's Registrar and Transfer Agent along with the relevant share certificate(s) and folio details to enable them to consolidate the shareholding in a single folio.
- b) If the shares are held in joint names, all the joint holders should sign the request. This will avoid multiple communications and also reduces the risk of loss during the postal transit.
- c) In respect of shares held in electronic form (demat form), please consult your Depository Participant.

5. Conversion of single holding into joint Holding:

- a) It is suggested that in case the shareholder is holding shares in single name, kindly convert the same into joint holding because in the eventuality of any untoward event the share(s) can be transmitted easily without adhering to the lengthy legal procedure. Such requests, however, will amount to transfer and have to be accompanied by duly executed transfer deed with appropriate transfer stamps.
- b) In respect of shares held in electronic form (demat form), please consult your Depository Participant.

6. Duplicate Share Certificates:

In case of loss of share certificate(s) by the registered shareholder(s):

- a) Shareholder(s) should immediately notify to the company by way of a letter duly signed by the shareholder(s), the fact of loss/misplacement of share certificate(s) along with copy of FIR/ acknowledged police complaint bearing complete details of share certificate(s) lost/ misplaced, viz. share certificate no(s), distinctive nos., number of shares, folio no(s), etc.
- b) On receipt of above documents and upon verification of signature of the shareholder(s) on the intimation letter, the company shall note 'stop transfer' remarks against the relevant share certificate(s)

- c) The company shall inform to the shareholder(s) procedure to be followed for issue of duplicate share certificate(s) along with the formats of affidavit, indemnity bond, etc. to be executed by the shareholder(s) in the prescribed manner on non-judicial stamp paper of requisite value
- d) On receipt of executed affidavit, indemnity bond and other documents/papers and after publication of public notice in newspaper(s), the company shall issue duplicate share certificate(s), in case the company does not receive any objection for the same
- e) In case of loss of share certificate(s) by the unregistered holder of shares: In addition to the above, following documents are required to be furnished to the company
 - ? No objection letter from the registered shareholder(s) for issue of duplicate share certificate(s) and subsequent transfer
 - ? Proof of purchase of shares by the applicant
 - ? Such other documents/information, as may be considered necessary by the company

7. Depository Services/Dematerialization:

The equity shares of the company are under compulsory demat trading by all investors. Shares are available for demat with both the depositories in India — National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL)

Considering the following advantages available for dematerialized holding and scrip less trading, shareholders holding shares in physical form should consider dematerialization of their holding.

1. No stamp duty for transfer of securities in the Depository System. In the case of physical shares, stamp duty of 0.25% of sale value is payable on transfer of shares.
2. Elimination of bad deliveries and all risks associated with physical certificates such as loss in transit, theft, mutilation, damage, etc.
3. Facility for freezing/locking of investor accounts to make it non-operational for specified period.
4. Facility to pledge and hypothecate securities. Pledging Dematerialized securities is easier and advantageous as compared to pledging physical shares.

Dematerialization of shares:

Shareholder(s) who want to hold shares in demat form should open a demat account with a depository participant (DP) registered with either NSDL or CDSL, and then surrender their share certificate(s) for dematerialization to the company through the DP. List of DPs registered with NSDL and CDSL is available on their respective websites.

Steps involved in dematerialization of shares:

1. Shareholder fills out a Dematerialization Request Form (DRF) and surrenders the defaced share certificate (s) along with the DRF to the DP
2. The DP intimates the company of this request through the system of NSDL/CDSL
3. The DP submits the share certificate(s) and the DRF to the company
4. The company updates the Register of Members and then validates the request
5. The Depository credits the DP's account
6. The DP updates the investor's demat account and informs the shareholder

At present, no stamp duty has to be paid on transfer of shares in demat form.

Rematerialisation of shares:

Under the depository system, there is provision for rematerialisation of shares i.e. re-conversion of dematerialized shares into physical shares.

Steps involved in Rematerialization of shares:

1. Beneficial owner fills out a Rematerialisation Request Form (RRF) and submits the same to the DP
2. DP intimates the company of this request through the system of NSDL/CDSL
3. DP submits the RRF to the company
4. The company updates the Register of Members and confirms the request through the system of NSDL/CDSL
5. The company prints the share certificate and dispatches the same to the shareholder by registered post

8. Change in Name and Status:

- a) All requests for change of name should be accompanied with a copy of the notification in the Official Gazette or a newspaper.
- b) Request for change of name consequent upon marriage / divorce should be accompanied with marriage certificate / divorce decree.
- c) For effecting change of status from minor to major, please send proof of age (such as attested copy of Birth Certificate or School Leaving Certificate).
- d) In the case of Limited companies, a certified copy of the Certificate of Incorporation consequent to change of name issued by the Registrar of Companies should be submitted along with Memorandum and Articles of Association.
- e) The new specimen signature duly attested by holder's bank should be lodged with the R&STA to take on record the new signature.

- f) If shares are held in demat form, please inform your DP regarding the change in name and status.

9. Change of Address:

- a) Shareholders are required to inform the company in writing of any change in their address, quoting their folio number for shares in physical form.
- b) Change of address is effected only when the signature of the first registered holder on the request letter matches with the specimen signature recorded with the company.
- c) Change of address for shares held in demat form should be notified only to the concerned DP.

10. Nomination of shares:

- a) Nomination will enable smooth inheritance of ownership of the shares by the Nominee without any procedural difficulties. (Presently, there is no difficulty where shares are registered in joint names. But if the shares are held in an individual name, addition of a joint name can only be done as a transfer, involving share transfer form, stamp duty, surrender of original certificates, etc. Following the nomination procedure eliminates all this inconvenience). Therefore, if the shares are held in a single name, then please advise nomination immediately without delay to the R&STA of the Company.
- b) Any investor holding share in Demat / electronic form should contact his DP directly for nomination (the Company / R&STA does not register nomination for shares held in electronic / Demat form).

11. Registrar and transfer Agent:

- a) All the work related to share registry in terms of both physical and electronic is being maintained by the Registrars and Share Transfer Agents of the Company, M/s. Bigshare Services Private Limited
- b) All share related matters like transfer, transmission, change of address, dividend, bank mandate, nomination, dematerialisation, remate, etc., are being dealt with by the Registrar and Transfer Agent of the Company. The Depository Participants will also forward to the Registrar and Transfer Agent, the share certificates submitted for dematerialization. Any document / communication received by the Company on the above will also be forwarded by the Company to the Registrar and Transfer Agent. Shareholders are requested to send all documents, and address all future correspondence to the Registrar and Transfer Agent
- c) Big share Services Private Limited is common Agency for Share Registry Work of the Company, which is a category I SEBI Registered Registrar and Transfer Agent (Registration No.INR000001385), the Contact Details of Registrar and Transfer Agent of the Company are as under

Bigshare Services Private Limited
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri (East),
Mumbai – 400 072
Ph: 022-2847 0652
Fax: 022-2847 5207
www.bigshareonline.com

12. Shareholders should give us their valuable suggestions for improvement of our investor services. Kindly send your suggestions on investors@bartronicsindia.com