

CORPORATE GOVERNANCE REPORT

Format to be submitted by listed entity on quarterly basis

1. Name of Listed Entity **BHARAT SEATS LIMITED**

2. Quarter ending **31ST DECEMBER, 2015**

I. Composition of Board of Directors

Title	Name of the Director	PAN & DIN	Category (Chairperson/Executive/Non-Executive/independent/Nominee)	Date of Appointment in the current term /cessation	Tenure	No of Directorship in listed entities including this listed entity	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity
						Regulation 25(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)	(Refer Regulation 26(1) of Listing Regulations)
Mr.	Narinder Dev Relan	PAN:AAHPR1325A DIN:00240280	Chairman-Non-Executive-Non-Independent	06/03/1986		3	3	0
Mr.	Rohit Relan	PAN:AAEPR4255Q DIN:00257572	Managing Director-Executive-Non-independent	06/03/1986		2	0	0
Mr.	Yoichi Kojima	PAN:BONPK0638G DIN:02973263	Director-Non-executive-Non-Independent	15/03/2010		1	0	0
Mr.	C.V.Raman	PAN:AACPC4025F DIN:07093663	Director-Non-executive-Non-Independent	18/07/2015		1	0	0
Mr.	Ajay Relan	PAN:AAEPR4256P DIN:00257584	Director-Non-executive-Non-Independent	05/04/1988		2	0	0
Mr.	Girish Narain Mehra	PAN:AAEPM4191N DIN:00059311	Director-Non-executive-Independent	21/07/2014	5 years	4	6	4
Mr.	Prateep Kumar Lahiri	PAN:ABCPL9536B DIN:00039653	Director-Non-executive-Independent	21/07/2014	5 years	1	2	0
Mr.	Ravindra Gupta	PAN:AATPG7450M DIN:01521168	Director-Non-executive-Independent	21/07/2014	5 years	1	1	0
Mrs	Shyamla Khara	PAN:AEYPK3895D DIN:06929439	Director-Non-executive-Independent	21/07/2014	5 years	1	1	1
Mr.	Arvind Varma	PAN:AAGPV8292B DIN:02225281	Director-Non-executive-Independent	21/10/2014	5 years	1	0	0
Mr	Kishan N.Parikh	PAN:ABWPP6531A DIN:00453209	Director-Non-executive-Independent	21/07/2014	5 years	3	4	0
Mr.	T.J.Chacko	PAN:AEWPC7631K DIN:07005026	Director-Executive-Non-Independent	01/12/2014		1	0	0

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
1. Audit Committee :	Mr. Girish Narain Mehra Mr. Prateep Kumar Lahiri Mr. Ravindra Gupta Mr. Narinder Dev Relan	Chairman- Non-executive- Independent Member- Non-executive- Independent Member- Non-executive- Independent Member- Non-executive- Non-Independent
2. Nomination & Remuneration Committee :	Mr. Prateep Kumar Lahiri Mr. Arvind Varma Mr. Girish Narain Mehra Mr. Ravindra Gupta	Chairman- Non-executive- Independent Member- Non-executive- Independent Member- Non-executive- Independent Member- Non-executive- Independent
3. Risk Management Committee(if applicable)	N.A	
4. Stakeholders Relationship Committee:	Mrs. Shyamla Khara Mr. Prateep Kumar Lahiri Mr. Narinder Dev Relan Mr. Girish Narain Mehra	Chairperson- Non-executive- Independent Member- Non-executive- Independent Member- Non-executive- Non-Independent Member- Non-executive- Independent



III. Meeting of Board of Directors		
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
17/07/2015	02/11/2015	108


IV. Meeting of Committees			
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
02/11/2015	YES	17/07/2015	108

V. Related Party Transactions	
Subject	Compliance status (Yes/No/NA)refer note below
Whether prior approval of audit committee obtained	YES
Whether shareholder approval obtained for material RPT	YES
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	YES

Note

1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.

2 If status is "No" details of non-compliance may be given here.

VI. Affirmations
1. The composition of Board of Directors is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee b. Nomination & remuneration committee c. Stakeholders relationship committee d. Risk management committee (applicable to the top 100 listed entities) : NOT APPLICABLE
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been is being placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:
<p>For Bharat Seats Ltd.  (Ritu Bakshi) Company Secretary</p> <p>Name & Designation (Ritu Bakshi) Company Secretary / Compliance Officer / Managing Director / CEO</p>