



# BHARAT SEATS LIMITED

(CIN: L34300DL1986PLC023540)

Registered Office: D-188, Okhla Industrial Area, Phase I, New Delhi 110020

Email: Investor\_relations@bharatseats.net, Website: www.bharatseats.com

Phone: 011-26815592, Fax: 0124-2341188

## POSTAL BALLOT NOTICE

(Pursuant To Section 110 of the Companies Act, 2013)

Dear Shareholder(s)

Pursuant to section 110 of the Companies Act, 2013 read with the Companies(Management and Administration) Rules, 2014, the Company is seeking consent of its members for passing Resolutions by means of voting by postal ballot(including voting through electronic means). Accordingly, the said resolution and the explanatory statement stating all material facts and the reasons for the proposal is appended below and a postal ballot form is enclosed for your consideration. The company has appointed Mr. A.K.Goyal, Practicing Company Secretary, **as scrutinizer** for conducting the postal ballot process in a fair and transparent manner.

### SPECIAL RESOLUTION

1. To consider and, if thought fit, to pass the following resolution as a special resolution:

**“RESOLVED THAT** in supersession of the Resolution passed in the Annual General meeting of the Company held on 4th August, 2011, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable sections, if any, of the Companies Act, 2013, and in accordance with the provisions of the Memorandum and Articles of Association of the Company, consent of the Company be and is hereby granted to the Board of Directors of the Company to borrow from time to time, any sum or sums of money on such terms and conditions as the Board may deem fit, which together with the moneys already borrowed by the Company(apart from temporary loans obtained/ to be obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the maximum amount to be borrowed by the Board shall not at any time exceed Rupees Two hundred Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say Reserves not set apart for any specific purpose at the relevant time, whichever is higher.”

2. To consider and, if thought fit, to pass the following resolution as a special resolution:

**“RESOLVED THAT** pursuant to Section 180(1)(a) or any other applicable provisions of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company for creating mortgage, charge, hypothecation or lien or pledge or otherwise encumber, from time to time, all present and future, movable or immovable properties of the Company and/ or whole or substantially the whole or any one or more of the Company’s undertakings or all its undertakings, wherever situated, in favour of financial institutions, Banks, Body corporate or any other lender to secure fund based/ non fund based facilities including term loan and working capital assistance obtained/ to be obtained by the Company.”

**FURTHER RESOLVED That** the Board of Directors be and are hereby authorized to execute such agreements, papers, documents, deeds or other instruments or writings containing such conditions and covenants as it may think fit to give effect to this resolution.

**FURTHER RESOLVED That** the Board be and is hereby authorized to do all such acts, deeds and things as it may, in its absolute discretion, deem necessary, proper or expedient for the implementation of the foregoing resolution.”

BY ORDER OF THE BOARD  
FOR **BHARAT SEATS LIMITED**

Date : 16th April, 2014

Place : New Delhi

(**RITU BAKSHI**)

Company Secretary

ENCLOSED: POSTAL BALLOT FORM ALONGWITH SELF ADDRESSED STAMPED ENVELOPE.

### NOTES:

1. An Explanatory Statement setting out the material facts concerning the Resolution is annexed.
2. Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies(Management and Administration) Rules, 2014, assent or dissent of the members in respect of the resolution contained in the Notice dated 16th April, 2014 is being taken through Postal Ballot/ e-voting.
3. The Company has appointed Shri A.K.Goyal, Company Secretary in Practice as Scrutinizer for conducting the postal ballot/ e-voting process.
4. Notice is being sent to all Members/ beneficiaries, whose names appear on the Register of members/ Record of Depositories as on 30th May, 2014. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date.

5. Under the 'Green Initiative' of the ministry of Corporate Affairs, Postal Ballot Notice is being sent to the members who have registered email ids, through email and to all other members by post alongwith Postal ballot Form.
6. The Company is extending e-voting facility as an alternative for its members to enable them to cast their vote electronically instead of despatching postal ballot form. E-voting is optional for members.
7. Please note that the members can opt for only one mode of voting, i.e. through postal ballot or e-voting. In case of voting by both the modes, voting done through a valid physical Postal Ballot will prevail and e-voting of such member will be ignored.
8. In case the Members who have been sent this Notice electronically and who do not want to avail e-voting facility organised through Central Depository Services(India)Ltd., such Member may send a request to the Registrar & Share Transfer Agent of the Company at their email id: rta@alankit.com, for obtaining the Notice and Postal Ballot Form in physical form. On receipt of such request, the Company will despatch the same in physical form to enable the Member to send back the Postal Ballot Form by 5:00 p.m. on or before 10th July, 2014.
9. There will be one Postal Ballot Form/ e-voting for every Folio/ Client Id irrespective of the number of joint holders.
10. Voting rights in the postal ballot form cannot be exercised by a proxy.
11. The Scrutinizer will submit his report after last date of receipt of Postal Ballot/ e-voting i.e. 10th July, 2014, latest by 14th July, 2014.
12. The Scrutinizer's decision on the validity of a postal ballot/ e-voting will be final.
13. The Chairman and in his absence any person authorised by the Chairman will announce the result of the Postal Ballot/ e-voting at the Registered office of the Company at D-188, Okhla Indl. Area, Phase I, New Delhi 110020 on 14th July, 2014. The date of declaration of result of postal ballot/ e-voting will be taken to be the date of passing of the resolution.
14. The result of the Postal ballot/ e-voting will be published in the newspapers within 48 hours of the declaration of the result and will be posted on the website of the Company at www.bharatseats.com.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.1**

The shareholders in the general meeting held on 4th August, 2011 had accorded their consent to the Board of Directors for borrowing upto Rs.200 crores by means of an ordinary resolution as provided under section 293(1)(d) of the Companies Act, 1956.

However pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, since notified, the Board can exercise borrowing powers only with the consent of the members of the Company by way of Special Resolution, unlike ordinary resolution as required vide Section 293(1)(d) of the Companies Act, 1956. In view of the proposed amendment, the Company seeks to pass the necessary resolution under the provisions of Section 180(1)(c) of the Companies Act, 2013, with borrowing limits under section 180(1)(c) remaining at Rs.200 crores or aggregate of paid up capital and free reserves, whichever is higher

The Board of directors recommends the aforesaid resolution for approval of Members as a special resolution through Postal Ballot.

None of the Directors and the Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

#### **Item No.2**

On 12th Sep., 2013, Section 180 of the Companies Act, 2013 has been notified, replacing Section 293 of the Companies Act, 1956.

However pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, since notified, the Board can exercise powers to create mortgage and/or charge on the movable/ immovable properties of the Company in favour of the lenders to secure their financial assistance only with the consent of the members of the Company by way of Special Resolution.

The Board of directors recommends the aforesaid resolution for approval of Members as a special resolution through Postal Ballot.

None of the Directors and the Key Managerial Personnel of the Company or their relatives is concerned or interested in this resolution except to the extent of their shareholding in the Company, if any.

BY ORDER OF THE BOARD  
FOR **BHARAT SEATS LIMITED**

Date : 16th April, 2014  
Place : New Delhi

(**RITU BAKSHI**)  
Company Secretary

## INSTRUCTIONS FOR VOTING:

### Voting in physical form

1. A member desiring to exercise vote by postal ballot may complete this postal ballot form (no other form or photocopy thereof is permitted) and send it to the scrutinizer in the attached postage prepaid self-addressed envelope, so as to reach the scrutinizer on or before 10th July, 2014. However, envelopes containing postal ballots, if sent by courier at the expense of the registered shareholder will also be accepted.
2. The self addressed envelope bears the address of the scrutinizer appointed by the Board of Directors of the company.
3. This form should be completed and signed by the shareholder. In case of jointholding, this form should be completed and signed by the first named shareholder and, in his absence, by the next named shareholder, as per the specimen signature registered with the company.
4. The votes should be cast either in favour or against the resolution by putting the tick (✓) mark provided for assent or dissent. Postal Ballot Form bearing (✓) mark in both the columns will render the form invalid.
5. Incomplete, unsigned or incorrectly filled postal ballot form will be rejected.
6. In case of shares held by companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of board resolution/ authority to vote on the postal ballot, together with attested specimen signature(s) of the authorised signatory(ies).
7. A shareholder may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the scrutinizer not later than the date specified at item 1 above.
8. Shareholders are requested not to send any other paper alongwith the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the scrutinizer and any extra paper found in such envelope would be destroyed by the scrutinizer.

### Voting through electronic mode

- I. The instruction for e-voting are as under:

#### **(A) In case of members receiving e-mail:**

- i) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any Company, then your existing login id and password are to be used.
- ii) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Now, Click on "Shareholders" tab and select the relevant Electronic Voting Sequence Number (EVSN) - alongwith "Bharat Seats Limited" from the drop down menu and click on the "SUBMIT" for voting.
- iv) Now, fill up the following details in the appropriate boxes:  
\* Members who have not updated their PAN with the Company/Depository Participant are requested to use the default number: "ABCDE1234F" in the PAN field.  
# Please enter any one of the details in order to login.
- v) After entering these details appropriately, click on "SUBMIT" tab.

	<b>For Members holding shares in Demat Form</b>	<b>For Members holding shares in Physical Form</b>
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)	
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio.	
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	

- vi) Members holding shares in physical form will then reach directly the EVSN selection screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & \*). 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. Kindly note that this changed password is to be also used by the Demat holders for voting for resolutions for the Company or any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform.
  - vii) Click on the relevant EVSN on which you choose to vote. 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.
  - viii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
  - ix) 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.
  - x) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (B) In case of members receiving the physical copy of Notice of Postal Ballot [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:**

Please follow all steps from sl. no. (ii) to sl. no. (x) above, to cast vote.

- II. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- III. The voting period begins on Wednesday, 11th June, 2014 at 9:00 a.m. and ends on Thursday, 10th July, 2014 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 30th May, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- IV. 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) or send email to Company at [Investor\\_relations@bharatseats.net](mailto:Investor_relations@bharatseats.net) or contact the Company or Registrar & Share Transfer Agent.



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## POSTAL BALLOT FORM

SERIAL NO.

1. NAME AND ADDRESS OF THE SOLE/  
FIRST NAMED SHAREHOLDER

2. NAME(S) OF THE JOINT HOLDERS,  
IF ANY

3. REGISTERED FOLIO NO./ DP ID NO./  
CLIENT ID NO.\*

\*APPLICABLE TO INVESTORS

HOLDING SHARES IN  
DEMATERIALIZED FORM

4. NUMBER OF SHARES HELD

5. I/WE HEREBY EXERCISE MY/OUR VOTE IN RESPECT OF THE SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT FOR THE BUSINESS STATED IN THE NOTICE OF THE COMPANY DATED 16.4.2014 BY SENDING MY/ OUR ASSENT OR DISSENT TO THE SAID RESOLUTION BY PLACING THE TICK (✓) MARK AT THE APPROPRIATE BOX BELOW:

Sr. No.	DESCRIPTION	No. of Equity Shares	I/ We Assent to the Resolution (FOR)	I/We Dissent to the Resolution (AGAINST)
1	Special Resolution Under Section 180(1)(c) of the Companies Act, 2013 as per the draft resolution circulated to the Shareholders			
2	Special Resolution Under Section 180(1)(a) of the Companies Act, 2013 as per the draft resolution circulated to the Shareholders			

PLACE :

DATE :

NOTES:

- Please read carefully the instructions printed overleaf before exercising the vote.
- Last date for receipt of Postal ballot forms by Scrutinizer is Thursday, 10th July, 2014.

SIGNATURE OF THE SHAREHOLDER