

**Corporate Governance Report**

**BHARAT SEATS LTD.-\$**

Scrip Code :523229

Quarter Ending : December 2018

**Annexure 1**

**Composition of Board of Directors**

Title	Name of the Director	Category	Date of appointment in the current term	Date of cessation	Tenure of Director (in months)	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
Mr	Ajay Relan	Non-Executive - Non Independent Director	05-Apr-88	-	-	2	0	0
Mr	Arvind Varma	Non-Executive - Independent Director	21-Oct-14	-	60	1	0	0
Mr	C.V Raman	Non-Executive - Non Independent Director	18-Jul-15	-	-	1	0	0
Mr	Girish Narain Mehra	Non-Executive - Independent Director	21-Jul-14	-	60	4	7	5
Mr	Kishan N Parikh	Non-Executive - Independent Director	21-Jul-14	-	60	3	3	1
Mr	Prateep Kumar Lahiri	Non-Executive - Independent Director	21-Jul-14	-	60	1	2	0
Mr	Ravindra Gupta	Non-Executive - Independent Director	21-Jul-14	-	60	1	1	0
Mr	Rohit Relan	Executive Director, Chairperson, CEO-MID	06-Mar-86	-	-	2	0	0
Mr	Toshiya Miki	Non-Executive - Non Independent Director	20-Jan-17	-	-	2	0	0
Mrs	Sharda Relan	Non-Executive - Non Independent Director	20-Jul-16	-	-	2	2	0
Mrs	Shyamla Kherra	Non-Executive - Independent Director	21-Jul-14	-	60	1	1	1



## Composition Of Committee

Audit Committee	
Name of Committee members	Category
Mr. Girish Narain Mehra	Non-Executive - Independent Director, Chairperson
Mr. Prateep Kumar Lahiri	Non-Executive - Independent Director, Member
Mr. Ravindra Gupta	Non-Executive - Independent Director, Member

Corporate Social Responsibility Committee	
Name of Committee members	Category
Mr. Girish Narain Mehra	Non-Executive - Independent Director, Member
Mr. Ravindra Gupta	Non-Executive - Independent Director, Chairperson
Ms. Shyamla Khera	Non-Executive - Independent Director, Member

Nomination and remuneration committee	
Name of Committee members	Category
Mr. Arvind Varma	Non-Executive - Independent Director, Member
Mr. Girish Narain Mehra	Non-Executive - Independent Director, Member
Mr. Prateep Kumar Lahiri	Non-Executive - Independent Director, Chairperson
Mr. Ravindra Gupta	Non-Executive - Independent Director, Member

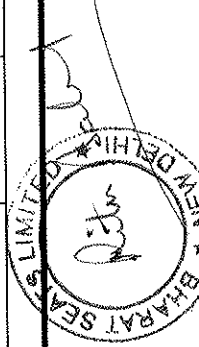


Stakeholders Relationship Committee	
Name of Committee members	Category
Mr. Girish Narain Mehra	Non-Executive - Independent Director, Member
Mr. Prateep Kumar Lahiri	Non-Executive - Independent Director, Member
Ms. Shyamla Kherra	Non-Executive - Independent Director, Chairperson


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
10-Aug-18 - 0	Maximum gap between any two consecutive meeting (in number of days)
12-Nov-18 - 93	

IV Meeting Of Committees

Name of Committee	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)
Audit Committee	12-Nov-18	Yes	10-Aug-18	93
Stakeholders Relationship Committee	12-Nov-18	Yes	10-Aug-18	93



**Related Party Transactions**

S.No.	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non- compliance
V			
a.	Whether prior approval of audit committee obtained	Yes	-
b.	Whether shareholder approval obtained for material RPT	Yes	-
c.	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by audit committee	Yes	-
VII			
	<b>Affirmations</b>		
S.No.	Subject	Compliance status (Yes/No)	
a.	The composition of board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
b.	The composition of audit committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
c.	The composition of the nomination and remuneration committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
d.	The composition of the stakeholders relationship committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
e.	The composition of the risk management committee is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	NA	
f.	The committee members have been made aware of their powers, role and responsibilities as specified in of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
g.	The meetings of the board of directors and the above committees have been conducted in the manner as specified SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes	
<b>Signatory Details</b> Name of signatory Designation of person		 Ritu Bakshi Company Secretary and Compliance Officer	

