



# BHARAT SEATS LIMITED

(CIN: L34300DL1986PLC023540)

Regd. Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070

Phones: +91 9643339870-74 Fax: 0124-2341188

E-mail: seats@bharatseats.net Website: www.bharatseats.com

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## Postal Ballot Notice

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

e-VOTING COMMENCES ON: Wednesday, December 29, 2021 Time: 9:00AM (IST)	e-VOTING ENDS ON: Thursday, January 27, 2022 Time: 5:00PM (IST)
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Dear Member(s),

**NOTICE** is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), read with the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with the General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 8, 2021 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force) that the special business as set out below is proposed to be passed by the Members of Bharat Seats Limited ('Company'), by the process of Postal Ballot through electronic means (e-voting) only.

An Explanatory Statement under Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot Notice is annexed.

The Board of Directors has appointed Mr. R S Bhatia, Practicing Company Secretary (holding Membership No. FCS 2599 and CP No.2514), and failing him, Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No.3317), as a Scrutinizer(s) for conducting the postal ballot process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations and MCA Circulars, the Company is offering facility of E-voting to all Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the Notes in this regard.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be announced on or before January 29, 2022 and would be displayed on the website of the Company: [www.bharatseats.com](http://www.bharatseats.com) and will be communicated to the BSE where the Company's equity shares are listed, the Depository and the Registrar and Share Transfer Agent.

**Special Business:**

- 1. To appoint Ms. Nisha Malhotra (DIN: 09428727) as a Non-Executive Independent Director and in this regard, if thought fit, to pass the following resolution as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, Ms. Nisha Malhotra(DIN: 09428727), who has attained the age of 75 years, and in respect of whom the board is of the opinion that she fulfills the conditions specified in the Companies Act 2013, and who has submitted a declaration confirming that she meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the Listing Regulations and whose candidature for the office of Director has been recommended by the Nomination & Remuneration Committee and by the Board, be and is hereby appointed as a Non-executive Independent Director of the Company to hold office for a term of five consecutive years with effect from January 28, 2022 to January 27, 2027 and whose office shall not be liable to retire by rotation.”

By Order of the Board of Directors  
For Bharat Seats Limited

Ritu Bakshi  
Company Secretary  
Mem. No.: FCS No.3401

Place: Gurugram

Date: December 24, 2021

Registered Office:

1, Nelson Mandela Road, Vasant Kunj,  
New Delhi 110070

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in regard to the special business to be transacted is annexed hereto.
2. In accordance with the MCA circulars, the Postal Ballot Notice is being sent only in electronic form to Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL') as on Friday, December 24, 2021 (cut-off date) and who have registered their e-mail addresses with the Company/Depositories. The Postal Ballot Notice has also been placed on the websites of the Company and CDSL. Physical copies of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot in line with the exemption provided in the MCA circulars.
3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

4. Service of Postal Ballot Notice electronically:

Members holding shares in physical mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Registrar and Transfer Agent.
Members holding shares in demat mode	This postal ballot notice is issued electronically to Members whose e-mail addresses are available and registered in the records of the Depositories.

5. In compliance with the provisions of Section 108 and 110 of the Act read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and MCA circulars issued from time to time, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by Central Depository Services (India) Limited (CDSL). The instructions for e-voting are annexed to this Notice.

Remote e-voting timeline:

Commencement of e-voting	Wednesday, December 29, 2021 from 9.00 a.m. (IST)
Conclusion of e-voting	Thursday, January 27, 2022 till 5.00 p.m. (IST)

6. A Member cannot exercise his/her vote through proxy on Postal Ballot.
7. The resolution, if passed with requisite majority by the Members through Postal Ballot shall be deemed to be passed on the last date of the voting period i.e. on January 27, 2022 and shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
8. The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice, (Membership Number: FCS 2599, CP No. 2514) and failing him, Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No.3317) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.
9. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection by the Members at the Registered Office of the Company during 11:00 a.m. to 5:00 p.m. on all working days (Monday - Friday) till the last date for e-voting. Members seeking inspection may send an e-mail to [investor\\_relations@bharatseats.net](mailto:investor_relations@bharatseats.net).
10. The instructions for E-voting are as under:
  - i) The voting period begins at 9:00 a.m. on Wednesday, December 29, 2021 and ends on Thursday, January 27, 2022 at 5:00 p.m. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on Friday, December 24, 2021 may cast their votes electronically. The E-voting module shall be disabled by CDSL for voting thereafter.
  - ii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-voting facility provided by Listed Companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail address in their demat accounts in order to access the e-voting facility.
  - iii) Pursuant to aforesaid SEBI Circular, login process for e-voting for individual shareholders holding securities in Demat mode is given below:

## CDSL e-Voting System – For Remote e-voting

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</p> <p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>

<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https:// eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on ‘Bharat Seats Limited’ or e-Voting service provider name-CDSL and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on ‘Bharat Seats Limited’ or e-Voting service provider name-CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on ‘Bharat Seats Limited’ or e-Voting service provider name-CDSL and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

<b>Login type</b>	<b>Helpdesk details</b>
<p>Individual Shareholders holding securities in Demat mode with <b>CDSL</b></p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with <b>NSDL</b></p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- iv) Login method for e-Voting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
  - 6) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
<b>PAN</b>	<input type="checkbox"/> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <input type="checkbox"/> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<input type="checkbox"/> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <input type="checkbox"/> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instructions

- v) After entering these details appropriately, click on '**SUBMIT**' tab.
- vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach '**Password Creation**' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
- vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- viii) Click on the **EVS**N of "**Bharat Seats Limited**".
- ix) 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.
- x) Click on the "**RESOLUTIONS FILE LINK**" if you wish to view the entire Resolution details.
- xi) 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.
- xii) Once you "**CONFIRM**" your vote on the resolution, you will not be allowed to modify your vote.
- xiii) You can also take a print of the votes cast by clicking on "**Click here to print**" option on the Voting page.
- xiv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on '**Forgot Password**' & enter the details as prompted by the system.
- xv) Facility for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "**Corporates**" module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.



- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor\_relations@bharatseats.net (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- xvi) **PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**
1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id at vijayps1@alankit.com.**
  2. For Demat shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
  3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022-23058542/43.

If you have any queries or issues, you may contact Mr. Abhinav Kumar Agrawal or Mr. Vijay Pratap (011-42541234) or write an email to [abhinavka@alankit.com](mailto:abhinavka@alankit.com) or [vijayps1@alankit.com](mailto:vijayps1@alankit.com) and for e-Voting from the e-Voting System, 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 contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

## **EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013**

As per the recommendations of the Nomination and Remuneration Committee and of the Board through resolutions passed by circulation dated December 20, 2021 and December 24, 2021 respectively and based on her expertise, skills, rich experience, knowledge it is proposed to seek approval of members to appoint Ms. Nisha Malhotra as a non-executive Independent Director for a term of five years with effect from January 28, 2022. Further, as provided under section 152(6) of the Companies Act, 2013 Ms. Malhotra shall not be liable to retire by rotation.

As per Regulation 17(1A) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 , no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect. Ms. Nisha Malhotra is 75 years old, hence approval of shareholders is sought by means of Special Resolution in order to comply with the aforesaid SEBI regulation.

Ms. Nisha Malhotra is B.A.(Hons) , M.A. in English, Delhi University and MBA (Leeds University, UK). She has an established experience of 35 years for serving in Indian Revenue Service, Government of India. She has held various prestigious posts such as Chief Commissioner of Central Excise, Delhi, Joint Secretary (Legal, Review, Admin & COFEPOSA), Commissioner of Customs (Appeals), IGI Airport, Delhi and Collector of Central Excise & Customs, Kanpur.

She is also a person of integrity who possesses required expertise and her association as Non-Executive Independent Director will be beneficial to the Company.

The consent in Form DIR-2 as per Section 152 (5) and Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 of the Companies Act, 2013 and Declaration of Independence under 149(6) of the Companies Act, 2013 has been received from Ms. Nisha Malhotra. In the opinion of the Board, she fulfills conditions specified in the Act and the rules

framed there under for her appointment as Independent Director and she is independent of the management.

Pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, additional information about Ms. Nisha Malhotra is attached in Annexure I to this Notice.

In terms of Regulation 25(8) of the Listing Regulations, Ms. Nisha Malhotra has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties. She has also confirmed that she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20<sup>th</sup> June, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Electronic copy of the draft letter for her appointment as an Independent Director setting out the terms and conditions shall be available for inspection by the Members in the investor section of the website of the company at [www.bharatseats.com](http://www.bharatseats.com).

Ms. Nisha Malhotra is not related to any other Director or Key Managerial Personnel of the Company.

Ms. Nisha Malhotra does not hold any shares in the Company, either in her individual capacity or on a beneficial basis for any other person.

Board recommends the Special Resolution as set out in the Notice for approval by the shareholders.

None of the Directors or KMP of the Company and their respective relatives is concerned or interested, financially or otherwise, in the resolution set out in the accompanying Notice.

By Order of the Board  
For Bharat Seats Limited

Ritu Bakshi  
Company Secretary  
FCS No. 3401

Registered Office:  
1, Nelson Mandela Road, Vasant Kunj,  
New Delhi 110070

Place: Gurugram

Date: December 24, 2021

Annexure I

**Relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment:**

Name of the Director	Nisha Malhotra
Director Identification Number	09428727
Age	75 Years
Proposed date of joining the board	January 28, 2022
Qualification	B.A.(Hons) , M.A. in English, Delhi University and MBA (Leeds University, UK)
Experience including expertise in specific Functional area	An established experience of 35 years for serving in Indian Revenue Service, Government of India. She has wide experience and has held various prestigious posts such as Chief Commissioner of Central Excise, Delhi, Joint Secretary (Legal, Review, Admin & COFEPOSA), Commissioner of Customs (Appeals), IGI Airport, Delhi and Collector of Central Excise & Customs, Kanpur.
Terms & conditions of appointment/re-appointment	As per resolution forming part of Notice dated December 24, 2021 read with explanatory statement thereto.
Remuneration last drawn, including sitting fees if any	Not Applicable
Remuneration proposed to be paid	None
Relationship with other directors/ KMP	None
Number of meetings of the board attended during the year	Not applicable
Chairmanships/ directorships held in other companies	None

Chairmanships/ Memberships of Committees of other Companies	None
No. of Shares held in the Company	None
Confirmation pursuant to BSE Circular dated 20.06.2018	Ms. Nisha Malhotra has confirmed that she is not debarred from holding the office of Director by virtue of any SEBI order or any such authority