



# BHARAT SEATS LIMITED

(CIN: L34300DL1986PLC023540)

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

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## Postal Ballot Notice

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

**VOTING STARTS ON: 26.02. 2019 Time : 9:00AM**

**VOTING ENDS ON: 27.03. 2019 Time : 5:00PM**

Dear Shareholder(s)

Notice is hereby given that 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 way of Postal Ballot(including voting through electronic means). Accordingly, the said resolutions 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. R S Bhatia, Practicing Company Secretary (holding Membership No. FCS 2599 and C.P.No.2514), and failing him, Mohd. Akbar, Practicing Company Secretary (holding membership No. ACS 43323, C.P.No.16097), as a Scrutinizer for conducting the postal ballot process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny and the results of the Postal Ballot will be placed on the website of the Company: [www.bharatseats.com](http://www.bharatseats.com) and will be communicated to the Stock Exchange at which the Company's equity shares are listed, the Depository and the Registrar and Share Transfer Agent.

In the event the Resolutions, as set out here in below, are assented to by the requisite majority of Members by means of Postal Ballot, the last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be considered to be the date of passing of the said Resolutions.

### Resolutions

**1. To re-appoint and continue the appointment of Mr. Girish Narain Mehra as a Non-executive independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and recommendation of Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and pursuant to the provisions of Sections 149, 150,152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force)read with Schedule IV to the act and the applicable provisions 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, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Girish Narain Mehra (DIN:00059311), whose current period of office is expiring on March 31, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term as an Independent and Non-executive Director of the Company, and whose term shall not be subject to retirement by rotation, to hold office for another term of five consecutive years on the Board of the Company w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024."

**"RESOLVED FURTHER THAT** pursuant to Regulation17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("Amendment Regulations, 2018") and the applicable provisions of the Companies Act, 2013 and the relevant Rules made there under, approval be and is hereby accorded for continuation of such appointment of Mr. Girish Narain Mehra, who is 86 years old, during the above term of re-appointment from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 as an Independent and Non-executive Director of the Company."

**2. To re-appoint and continue the appointment of Mr. Prateep Kumar Lahiri as a Non-executive independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and recommendation of Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and pursuant to the provisions of Sections 149, 150,152 and any other applicable provisions of the Companies Act, 2013 ('the Act') and the Companies (Appointment

and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the act and the applicable provisions 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, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Prateep Kumar Lahiri (DIN:00039653), whose current period of office is expiring on 31<sup>st</sup> March, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term as an Independent and Non-executive Director of the Company, and whose term shall not be subject to retirement by rotation, to hold office for another term of five consecutive years on the Board of the Company w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”) and the applicable provisions of the Companies Act, 2013 and the relevant Rules made there under, approval be and is hereby accorded for continuation of such appointment of Mr. Prateep Kumar Lahiri, who is 81 years old, during the above term of re-appointment from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 as an Independent and Non-executive Director of the Company.”

**3. To re-appoint and continue the appointment of Mr. Ravindra Gupta as a Non-executive independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and recommendation of Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the act and the applicable provisions 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, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Ravindra Gupta (DIN:01521168), whose current period of office is expiring on 31<sup>st</sup> March, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term as an Independent and Non-executive Director of the Company and whose term shall not be subject to retirement by rotation, to hold office for another term of five consecutive years on the Board of the Company w.e.f. 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”) and the applicable provisions of the Companies Act, 2013 and the relevant Rules made there under, approval be and is hereby accorded for continuation of such appointment of Mr. Ravindra Gupta, who is 76 years old, during the above term of re-appointment from 1<sup>st</sup> April, 2019 to 31<sup>st</sup> March, 2024 as an Independent and Non-executive Director of the Company.”

**4. To continue the appointment and to re-appoint Mr. Arvind Varma as a Non-executive independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and recommendation of Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the act and the applicable provisions 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, the approval of the Members of the Company be and is hereby accorded for re-appointment of Mr. Arvind Varma (DIN:02225281), whose current period of office is expiring on October 20, 2019 and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term as an Independent and Non-executive Director of the Company, and whose term shall not be subject to retirement by rotation, to hold office for another term of five consecutive years on the Board of the Company w.e.f. 21<sup>st</sup> October, 2019 to 20<sup>th</sup> October, 2024.”

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”) and the applicable provisions of the

Companies Act, 2013 and the relevant Rules made there under, approval be and is hereby accorded for continuation of such appointment of Mr. Arvind Varma, who is 78 years old, with effect from 1<sup>st</sup> April, 2019, during the current term of his appointment upto October 20, 2019 and during the term of his re-appointment from October 21, 2019 to October 20, 2024 as an Independent and Non-executive Director of the Company.

**5. To continue the appointment of Ms. Sharda Relan as a Non-executive Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (“Amendment Regulations, 2018”) and the applicable provisions of the Companies Act, 2013 and the relevant Rules made there under, approval be and is hereby accorded for continuation of the appointment of Ms. Sharda Relan (DIN: 00252181), who is 83 years old, with effect from 1<sup>st</sup> April, 2019 as a Non-executive Director of the Company, liable to retire by rotation.”

**6. To re-appoint Ms. Shyamla Khera as a Non-executive independent Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to recommendation of the Nomination and Remuneration Committee and recommendation of Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the act and the applicable provisions 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, the approval of the Members of the Company be and is hereby accorded for re-appointment of Ms. Shyamla Khera (DIN:06929439), whose current period of office is expiring on 20<sup>th</sup> July, 2019, and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for re-appointment for a second term, as an Independent and Non-executive Director of the Company, and whose term shall not be subject to retirement by rotation, to hold office for another term of five consecutive years on the Board of the Company, whose term shall not be subject to retirement by rotation, to hold office for another term of five consecutive years w.e.f 21<sup>st</sup> July, 2019 to July 20, 2024 .”

**By order of the Board of Directors  
For Bharat Seats Limited**

Gurugram  
February 14, 2019

**Ritu Bakshi  
Company Secretary  
FCS No. 3401**

**ENCLOSURES:** POSTAL BALLOT FORM ALONGWITH SELF ADDRESSED STAMPED ENVELOPE.

**NOTES :**

1. Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 stating all the material facts and reasons for the proposals, concerning the Resolutions is annexed.
2. The Company has appointed Shri R. S. Bhatia (holding membership no. FCS2599, CP No. 2514), Company Secretary in Practice, and failing him Mohd. Akbar (holding membership No. ACS 43323, C.P.No.16097), Company Secretary in Practice, as a Scrutinizer for conducting the postal ballot/ e-voting process.
3. Notice is being sent to all 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 as on Friday, 15<sup>th</sup> February, 2019. Voting rights shall be reckoned on the shares registered in the name of shareholders as on that date, i.e. 15<sup>th</sup> February, 2019, i.e. the “cut-off date”.
4. The Postal Ballot Notice is being sent to the members in electronic form at the email addresses registered with their Depository or with the Company. For members whose email IDs are not registered, physical copies of the Postal Ballot Notice are being sent by the permitted mode along with a pre-stamped self-addressed Envelope. The details of dispatch will be published in the newspaper.

5. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, such Member may send an email to investor\_relations@bharatseats.net or [rta@alankit.com](mailto:rta@alankit.com) . The Registrar and Transfer Agent/Company shall forward the same to the member.
6. 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, as amended from time to time, the assent or dissent of the Members in respect of the resolutions contained in this Postal Ballot Notice, is being obtained through Postal Ballot, which includes voting by electronic means. The Company has provided the facility to the members to exercise their votes electronically through the e-voting facility arranged by CDSL. The e-voting period will commence on 26<sup>th</sup> February, 2019 at 9:00 Hours IST and ends on 27<sup>th</sup> March, 2019 at 17:00 Hours IST. The instructions for e-voting are annexed to this notice.
7. Members desirous to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Postal Ballot form duly completed and signed, in the enclosed pre-stamped self-addressed Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than close of working hours (i.e. 17:00 hours IST) on Wednesday, March 27, 2019. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered / speed post at the expense of the members will also be accepted. If any postal ballot is received after 17:00 hours IST on Wednesday, March 27, 2019, it will be considered that no reply from the member has been received.
8. The members can opt for only one mode of voting, i.e. either by physical ballot or e-voting. In case members cast their votes by both the modes, voting done by valid e-voting will prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
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 to the Chairman after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized, at its corporate office at Plot no.1, Maruti Joint Venture Complex, Gurugram, on or before Saturday, March 30, 2019 and will be displayed on the website of the Company([www.bharatseats.com](http://www.bharatseats.com)) and at the registered office and corporate office of the Company, besides being communicated to the stock exchange, Depository and Registrar and Share Transfer Agent on the said date.
12. The last date for the receipt of duly completed Postal Ballot Forms or e-voting shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by postal ballot / e-voting i.e. Wednesday, March 27, 2019.
14. Disclosure under Regulation 36(3) of the Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India are set out in the Annexure to the Explanatory Statement.
15. For Any queries/grievances, in relation to voting through post or electronic means, members may contact the Secretarial Department, Bharat Seats Limited, Plot No.1, Maruti Joint Venture Complex, Gurugram 122015, email: [Investor\\_relations@bharatseats.net](mailto:Investor_relations@bharatseats.net), Telephone: 91-9643339870, Fax-0124-2341188.

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

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

Pursuant to the provisions of sections 149 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, Mr. Girish Narain Mehra was appointed as an Independent Director of the Company for a period of five consecutive years from 01/04/2014 to 31/03/2019 by the members of the company at the 27<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July, 2014. Since Mr. Mehra will complete his term as a Non-Executive Independent Director of the Company on 31<sup>st</sup> March, 2019, he is eligible for re-appointment for one more term.

Mr. Mehra (86 Years) is a retired IAS Officer, with a vast experience in the field of Finance. He is on the Board of the Company since 22<sup>nd</sup> January, 2003 as an Independent Director.

He is Chairman of Audit Committee of the Company. He is also a member of Stakeholders' Relationship Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company. Presently, he does not hold any shares of the Company.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the Board, on passing a Special Resolution by the Company for another term of five consecutive years.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), as amended with effect from 1<sup>st</sup> April, 2019 inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Mehra has attained the age of 75 years hence his re-appointment as Non-executive director beyond 75 years also requires the approval of members by way of a special resolution.

As per recommendation of Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Listing Regulations, and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is sought for re-appointment of Mr. Girish Narain Mehra as an Independent Non-Executive Director of the Company.

The Company has received a declaration from Mr. Mehra, being eligible for re-appointment as Independent Director, providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Mehra that he meets the criteria of independence as prescribed 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR) Regulations, as amended from time to time. Mr. Mehra is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Mehra fulfils the conditions for appointment as independent Director as specified in the Act and the rules framed there under and is independent of the management.

Mr. Girish Narain Mehra, M.A., LL.B, I.A.S. (Retired) has had a distinguished career as a member of the Indian Administrative Service. Mr. Mehra has long and valuable experience in the field of industrial development, administration and management of public/private sector companies. He has served as the Secretary for Ministry of Industry (Department of Heavy Industry and Company Affairs); Secretary of Ministry of Information and Broadcasting; Industry Commissioner, Uttar Pradesh; Chief Secretary of Uttar Pradesh; Director General of Tourism and Chairman of ITDC and PICUP. Mr. Mehra was India's High Commissioner to Canada until June 1992. He has served on the Boards of various public sector undertakings including Maruti Udyog Ltd., Air India, Indian Airlines, Hindustan Zinc. Ltd., Instrumentation Ltd., Airports Authority of India, etc. He is presently on the Board of Directors of various leading public companies. Mr. Mehra, being an eminent personality and proven experience is a valuable asset to the Company.

Your board is of the opinion that Mr. Mehra is a person of integrity and possesses relevant expertise and experience, and his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services.

Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Mehra as an Independent Director of the Company.

Except Mr. Mehra, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 1.

The Board recommends the resolution for approval of the members.

## **Item No. 2**

Pursuant to the provisions of sections 149 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, Mr. Prateep Kumar Lahiri was appointed as an Independent Director of the Company for a period of five consecutive years from 01/04/2014 to 31/03/2019 by the members of the company at the 27<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July, 2014. Since Mr. Lahiri will complete his term as a Non-Executive Independent Director of the Company on 31<sup>st</sup> March, 2019, he is eligible for re-appointment for one more term.

Mr. Lahiri(81 Years) is a retired IAS Officer, with a vast experience in the field of Finance. He is on the Board of the Company since 22<sup>nd</sup> January, 2003 as an Independent Director.

He is Chairman of Nomination and Remuneration Committee of the Company. He is also a member of Stakeholders' Relationship Committee and Audit Committee of the Company. Presently, he does not hold any shares of the Company.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the Board, on passing a Special Resolution by

the Company for another term of five consecutive years.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), as amended with effect from 1<sup>st</sup> April, 2019 inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Prateep Kumar Lahiri has attained the age of 75 years hence his re-appointment as Non-executive director beyond 75 years also requires the approval of members by way of a special resolution.

As per recommendation of Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Listing Regulations, and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is sought for re-appointment of Mr. Prateep Kumar Lahiri as an Independent Non-Executive Director of the Company.

The Company has received a declaration from Mr. Lahiri, being eligible for re-appointment as Independent Director, providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Lahiri that he meets the criteria of independence as prescribed 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR) Regulations, as amended from time to time. Mr. Lahiri is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Lahiri fulfils the conditions for appointment as independent Director as specified in the Act and the rules framed there under and is independent of the management.

Mr. P. K. Lahiri, IAS, MP cadre, has a Masters degree (History) from Allahabad University and a Diploma with Distinction from University of Cambridge, UK.

Mr. Lahiri, is a distinguished former civil servant, who held the positions of Secretary to Government of India successively as Secretary, Ministry of Mines and then Revenue Secretary in the Ministry of Finance before serving as India's Executive Director in the Asian Development Bank, Manila with the rank of Ambassador. He also served as Chairman of the General Council and Executive Board of IIT (ISM), Dhanbad, for three successive terms over a period of 15 years.

He served as an independent Director on the Boards of Tata Sponge Iron Ltd. and is on the Boards of certain other Companies. He was the Co-Chairman of Management Council of the Atomic Minerals Division (AMD) of the Department of Atomic Energy, Government of India.

In the state of MP, Mr. Lahiri served as District Magistrate in 3 districts of Guna, Khandwa and Indore and as Divisional Commissioner in Gwalior as well as Principal Secretary, Department of Health and Medical Education, in the State Government.

During his service period Mr. Lahiri served as nominee Director on the Boards of several major Public Sector Undertakings in the coal and mining sectors, such as Coal India Ltd., Neyveli Lignite Corporation, Eastern Coalfields Ltd., Singareni Collieries Company Ltd., Hindustan Zinc Ltd., etc. He was also a nominee Director on British India Corporation, Elgin Mills, Kanpur and Cawnpore Textiles, Kanpur.

Mr. Lahiri has attended numerous international conferences abroad and led Government of India's delegation successively in 4 successive Annual Meetings of the International Lead Zinc Study Group (ILZSG) held alternately at Geneva and Vienna. As Executive Director, ADB, he led the delegations of Board of Directors of ADB in official visits to Malaysia, Indonesia, Mongolia, Sri Lanka and Peoples Republic of China.

A book titled 'Decoding Intolerance – Riots and the emergence of terrorism in India' authored by him has been published by Roli Books as part of their Lotus Collection. Another book authored by him titled "A Tide in the Affairs of men: A Public Servant Remembers" has recently been published by Roli Books.

After retirement from the Civil Service Mr. Lahiri worked as Secretary General of the Indian Newspaper Society, an apex body of the Press in India and as Chairman, Impact Assessment Committee for Infrastructure Projects and Projects falling under the Coastal Regulation zone, under the Ministry of Environment and Forests in government of India.

Mr. Lahiri, being an eminent personality and proven experience is a valuable asset to the Company. Your board is of the opinion that Mr. Lahiri is a person of integrity and possesses relevant expertise and experience and his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Lahiri as an Independent Director of the Company.

Except Mr. Lahiri, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2.

The Board recommends the resolution for approval of the members.

### **Item No. 3**

Pursuant to the provisions of sections 149 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, Mr. Ravindra Gupta was appointed as an Independent Director of the Company for a period of five consecutive years from 01/04/2014 to 31/03/2019 by the members of the company at the 27<sup>th</sup> Annual General Meeting held on 21<sup>st</sup> July, 2014. Since Mr. Gupta will complete his term as a Non-Executive Independent Director of the Company on 31<sup>st</sup> March, 2019, he is eligible for re-appointment for one more term.

Mr. Gupta (76 Years) is a retired IAS Officer. He is on the Board of the Company since 31<sup>st</sup> March, 2009 as an Independent Director.

He is Chairman of Corporate Social Responsibility Committee of the Company. He is also a member of Audit Committee and Nomination and Remuneration Committee of the Company. Presently, he does not hold any shares of the Company.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the Board, on passing a Special Resolution by the Company for another term of five consecutive years.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), as amended with effect from 1<sup>st</sup> April, 2019 inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Gupta has attained the age of 75 years hence his re-appointment as Non-executive director beyond 75 years also requires the approval of members by way of a special resolution.

As per recommendation of Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Listing Regulations, and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is sought for re-appointment of Mr. Ravindra Gupta as an Independent Non-Executive Director of the Company.

The Company has received a declaration from Mr. Gupta, being eligible for re-appointment as Independent Director, providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Gupta that he meets the criteria of independence as prescribed 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR) Regulations, as amended from time to time. Mr. Gupta is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Gupta fulfils the conditions for appointment as independent Director as specified in the Act and the rules framed thereunder and is independent of the management.

Mr. Gupta is M.Sc(Maths) from the University of Allahabad and has a Diploma in Air and Space Law from McGill University.

Mr. Gupta belongs to the Indian Administrative Service and retired as Secretary, Ministry of Heavy Industries and Public Enterprises. Prior to that, he also served as Secretary in the Ministry of Civil Aviation, Departments of Defence Production and Electronics. After retirement, he served as Chairman, Board of Industrial and Financial Reconstruction 2005-07, chaired the Task Force on Defence Modernisation and Self Reliance and served as Member of the National Security Advisory Board. Mr. Gupta being an eminent personality and proven experience is a valuable asset to the Company.

Your board is of the opinion that Mr. Gupta is a person of integrity and possesses relevant expertise and experience and his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Gupta as an Independent Director of the Company.

Except Mr. Ravindra Gupta, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends the resolution for approval of the members.

**Item No.4**

Pursuant to the provisions of sections 149 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, Mr. Arvind Varma was appointed as an Independent Director of the Company for a period of five consecutive years from 21/10/2014 to 20/10/2019 by the members of the company through postal ballot, the result of which was declared on 27<sup>th</sup> December, 2014. Since Mr. Varma will complete his term as a Non-Executive Independent Director of the Company on 20<sup>th</sup> October, 2019, he is eligible for re-appointment for one more term.

Mr. Varma (78 Years) is a retired IAS Officer. He is on the Board of the Company since 21<sup>st</sup> October, 2014 as an Independent Director.

He is a member of Nomination and Remuneration Committee of the Company. Presently, he does not hold any shares of the Company.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the Board, on passing a Special Resolution by the Company for another term of five consecutive years.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018"), as amended with effect from 1<sup>st</sup> April, 2019 inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Mr. Arvind Varma has attained the age of 75 years hence his continuation of directorship in current term from 1<sup>st</sup> April, 2019 to 20<sup>th</sup> October, 2019 and on re-appointment from 21<sup>st</sup> October, 2019 to October 20, 2024 as Non-executive director also requires the approval of members by way of a special resolution.

As per recommendation of Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Listing Regulations, and based on his skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by him during his tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is sought for re-appointment of Mr. Arvind Varma as an Independent Non-Executive Director of the Company.

The Company has received a declaration from Mr. Varma, being eligible for re-appointment as Independent Director, providing his consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Mr. Varma that he meets the criteria of independence as prescribed 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR) Regulations, as amended from time to time. Mr. Varma is not disqualified from being appointed as Director in terms of section 164 of the Companies Act, 2013. In the opinion of the Board, Mr. Varma fulfils the conditions for appointment as independent Director as specified in the Act and the rules framed there under and is independent of the management.

Mr. Varma is a post graduate in History.

Mr. Arvind Varma served in the prestigious Indian Administrative Service. Presently, he is associated with Indian Beverage Association. He superannuated as Secretary, of Govt. of India. In the Central Govt., he functioned as Joint Secretary, Special Secretary and Secretary in the Ministries/Departments of Petroleum & Natural Gas, Home Affairs, Coal, Personnel, Administrative Reforms & Public Grievances. While serving under the Govt. of Uttar Pradesh, he held various positions like Secretary/Principal Secretary, Department of Vigilance, Institutional Finance, Irrigation & Power, Administrative Reforms, etc. He also served in UP as Chairman, UP Jal Nigam and UP State Textile Corporation, besides holding the positions of District Magistrate and Divisional Commissioner.

Mr. Varma, being an eminent personality and proven experience is a valuable asset to the Company. Your board is of the opinion that Mr. Varma is a person of integrity and possess relevant expertise and experience and his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Mr. Varma as an Independent Director of the Company.

Except Mr. Arvind Varma, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board recommends the resolution for approval of the members.



**Item No. 5**

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, ("Amendment Regulations, 2018") as amended with effect from 1<sup>st</sup> April, 2019, inter alia, provides that "no listed company shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of 75 (seventy five) years unless it is approved by the members by passing a special resolution to that effect". Ms. Sharda Relan has attained the age of 75 years hence her continuation of directorship as Non-executive director requires the approval of members by way of a special resolution.

Ms. Sharda Relan is a Non-Executive Promoter Director of the Company. She is on the Board of the Company since 20<sup>th</sup> July, 2016.

She is not a member of any Committees of the Board of the Company. Presently, she holds 1251350 equity shares of the Company.

Ms. Sharda Relan, 83 years, is graduate and has a wide experience in management of automobile components sector and financial services.

Based on recommendation of Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and in terms of Listing Regulations, and based on her skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by her the approval of the Members of the Company is sought to continue her position as Non-executive director of the company.

Ms. Relan possesses appropriate skills, experience, knowledge and qualification in her field which is beneficial to the interests of the Company. In the opinion of the Board, guidance of Ms. Relan is desirable.

Except Ms. Sharda Relan, Director, Mr. Rohit Relan, Chairman and Managing Director and Mr. Ajay Relan, Director, related to the said Director, none of the Directors or Key Managerial personnel of the Company or their relatives is concerned or interested in the Resolution.

The Board recommends the resolution for approval of the members.

**Item No. 6**

Pursuant to the provisions of sections 149 and other applicable provisions, if any of the Companies Act, 2013 and rules framed there under, Ms. Shyamla Khera was appointed as an Independent Director of the Company for a period of five consecutive years from 21/07/2014 to 20/07/2019, or upto the annual general meeting of 2019, whichever is earlier by the members of the company through postal ballot, the result of which was declared on 27<sup>th</sup> December, 2014. Since Ms. Khera will complete her term as a Non-Executive Independent Director of the Company on 20<sup>th</sup> July, 2019, or upto the annual general meeting of 2019, she is eligible for re-appointment for one more term.

Ms. Khera (63 Years) is presently a consultant with Kotak Mahindra Capital Company (KMCC). She is on the Board of the Company since 21<sup>st</sup> July, 2014 as an Independent Director.

She is Chairperson of Stakeholders' Relationship Committee and member of Corporate Social Responsibility Committee. Presently, she does not hold any shares of the Company.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of upto five consecutive years on the Board of the Company, but shall be eligible for re-appointment on the Board, on passing a Special Resolution by the Company for another term of five consecutive years.

As per recommendation of Nomination and Remuneration Committee and Board of Directors in their respective meetings held on 14<sup>th</sup> February, 2019 and in terms of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and Listing Regulations, and based on her skills, rich experience, knowledge, contributions, continued valuable guidance to the management made by her during her tenure and outcome of performance evaluation of the Independent Directors, the approval of the Members of the Company is sought for re-appointment of Ms. Shyamla Khera as an Independent Non-Executive Director of the Company.

The Company has received a declaration from Ms. Khera, being eligible for re-appointment as Independent Director, providing her consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014, as amended from time to time. The Company has also received a declaration from Ms. Khera that she meets the criteria of independence as prescribed 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (LODR) Regulations, as amended from time to time. Ms. Khera is not disqualified from being appointed as Director in terms of section

164 of the Companies Act, 2013. In the opinion of the Board, Ms. Khera fulfils the conditions for appointment as independent Director as specified in the Act and the rules framed there under and is independent of the management.

Ms. Khera is a graduate with B. Com (Hons) from Delhi University. She completed her M.Com (Prev.) from Delhi School of Economics and CAIIB (Part I).

Ms. Khera has an experience of about 37 years in Banking Business. She has headed various prestigious posts including heading various functional departments of State Bank of India, businesses for the Northern Region of Centurion Bank and Corporate Banking Business with Kotak Mahindra Bank. She was successful in winning majority of mandates from the Government and PSU sector and was closely associated with large deals like Coal India IPO, NTPC FPO, BHEL Block deal, Maruti Block deals etc. in KMCC.

Ms. Khera, being an eminent personality and proven experience is a valuable asset to the Company. Your board is of the opinion that Ms. Khera is a lady of integrity and possesses relevant expertise and experience and her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services. Accordingly, consent of the Members is sought for passing Special Resolution as set out in this item of the Notice for re-appointment of Ms. Khera as an Independent Director of the Company.

Except Ms. Khera, being an appointee, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6.

The Board recommends the resolution for approval of the members.

**By order of the Board of Directors  
for Bharat Seats Limited**

Gurugram  
February 14, 2019

**Ritu Bakshi  
Company Secretary  
FCS No. 3401**

**BHARAT SEATS LIMITED**  
**ANNEXURE TO THE EXPLANATORY STATEMENT**

PURSUANT TO REGULATION 36 OF THE SEBI(LODR)REGULATIONS AND SECRETARIAL STANDARD-2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, INFORMATION ABOUT THE DIRECTORS PROPOSED/ CONTINUED TO BE RE-APPOINTED IS FURNISHED BELOW:

NAME OF THE DIRECTOR	MR. GIRISH NARAIN MEHRA	MR. PRATEEP KUMAR LAHIRI	MR.RAVINDRA GUPTA	MR. ARVIND VARMA	MS. SHARDA RELAN	MS. SHYAMLA KHERA
DIRECTOR IDENTIFICATION NUMBER	00059311	00039653	01521168	02225281	00252181	06929439
AGE	86 Years	81 years	76 Years	78 Years	83 Years	63 Years
DATE OF JOINING THE BOARD	22/01/2003	22/01/2003	31/03/2009	21/10/2014	20/07/2016	21/07/2014
QUALIFICATION	MA, LLB	Masters degree(History) from Allahabad University and a Diploma with Distinction from University of Cambridge, UK	M.Sc(Maths) from the University of Allahabad and a Diploma in Air and Space Law from McGill University	Post graduate in History	Graduate	Masters in Commerce
EXPERIENCE INCLUDING EXPERTISE IN SPECIFIC FUNCTIONAL AREA	<p>Mr. Girish Narain Mehra, M.A., LL.B, I.A.S. (Retired) has had a distinguished career as a member of the Indian Administrative Service. Mr. Mehra has long and valuable experience in the field of industrial development, administration and management of public/ private sector companies. He has served as the Secretary for Ministry of Industry (Department of Heavy Industry and Company Affairs); Secretary of Ministry of Information and Broadcasting; Industry Commissioner, Uttar Pradesh; Chief Secretary of Uttar Pradesh; Director General of Tourism and Chairman of ITDC and PICUP. Mr. Mehra was India's High Commissioner to Canada until June 1992. He has served on the Boards of various public sector undertakings including Maruti Udyog Ltd., Air India, Indian Airlines, Hindustan Zinc Ltd., Instrumentation Ltd., Airports Authority of India, etc. He is presently on the Board of Directors of various leading public companies.</p>	<p>Mr. Lahiri, is a distinguished former civil servant, served in the prestigious Indian Administrative Service, who held the positions of Secretary to Government of India successively as Secretary, Ministry of Mines and then Revenue Secretary in the Ministry of Finance before serving as India's Executive Director in the Asian Development Bank, Manila with the rank of Ambassador. He also served as Chairman of the General Council and Executive Board of IIT (ISM), Dhanbad, for three successive terms over a period of 15 years. He served as an independent Director on the Boards of Tata Sponge Iron Ltd. and is on the Boards of certain other Companies. He was the Co-Chairman of Management Council of the Atomic Minerals Division (AMD) of the Department of Atomic Energy, Government of India. In the state of MP, Mr. Lahiri served as District Magistrate in 3 districts of Guna, Khandwa and Indore and as Divisional Commissioner in Gwalior as well as Principal Secretary, Department of Health and Medical Education, in the State Government. During his service period Mr. Lahiri served as nominee Director on the Boards of several major Public Sector Undertakings in the coal and mining sectors, such as Coal India Ltd., Neyveli Lignite Corporation, Eastern Coalfields Ltd., Singareni Collieries Company Ltd., Hindustan Zinc Ltd., etc. He was also a nominee Director on British India Corporation, Elgin Mills, Kanpur and Cawnpore Textiles, Kanpur. Mr. Lahiri has attended numerous international conferences abroad and led</p>	<p>Mr Gupta belongs to the Indian Administrative Service and retired as Secretary, Ministry of Heavy Industries and Public Enterprises. Prior to that, he also served as Secretary in the Ministry of Civil Aviation, Departments of Defence Production and Electronics. After retirement, he served as Chairman, Board of Industrial and Financial Reconstruction 2005-07, chaired the Task Force on Defence Modernisation and Self Reliance and served as Member of the National Security Advisory Board.</p>	<p>Mr. Arvind Varma served in the prestigious Indian Administrative Service. Presently, he is associated with Indian Beverage Association. He superannuated as Secretary, of Govt. of India. In the Central Govt., he functioned as Joint Secretary, Special Secretary and Secretary in the Ministries/ Departments of Petroleum &amp; Natural Gas, Home Affairs, Coal, Personnel, Administrative Reforms &amp; Public Grievances. While serving under the Govt. of Uttar Pradesh, he held various positions like Secretary/ Principal Secretary, Department of Vigilance, Institutional Finance, Irrigation &amp; Power, Administrative Reforms, etc. He also served in UP as Chairman, UP Jal Nigam and UP State Textile Corporation, besides holding the positions of District Magistrate and Divisional Commissioner.</p>	<p>Ms. Sharda Relan has a wide experience in management of automobile components sector and financial services.</p>	<p>Ms. Khera has an experience of about 37 years in Banking Business. She has headed various prestigious posts including heading various functional departments of State Bank of India, businesses for the Northern Region of Centurion Bank and Corporate Banking Business with Kotak Mahindra Bank. She was successful in winning majority of mandates from the Government and PSU sector and was closely associated with large deals like Coal India IPO, NTPC FPO, BHEL Block deal, Maruti Block deals etc. in KMCC.</p>

NAME OF THE DIRECTOR	MR. GIRISH NARAIN MEHRA	MR. PRATEEP KUMAR LAHIRI	MR.RAVINDRA GUPTA	MR. ARVIND VARMA	MS. SHARDA RELAN	MS. SHYAMLA KHERA
		Government of India's delegation successively in 4 successive Annual Meetings of the International Lead Zinc Study Group (ILZSG) held alternately at Geneva and Vienna. As Executive Director, ADB, he led the delegations of Board of Directors of ADB in official visits to Malaysia, Indonesia, Mongolia, Sri Lanka and Peoples Republic of China. A book titled 'Decoding Intolerance – Riots and the emergence of terrorism in India' authored by him has been published by Roli Books as part of their Lotus Collection. Another book authored by him titled "A Tide in the Affairs of men: A Public Servant Remembers" has recently been published by Roli Books. After retirement from the Civil Service Mr. Lahiri worked as Secretary General of the Indian Newspaper Society, an apex body of the Press in India and as Chairman, Impact Assessment Committee for Infrastructure Projects and Projects falling under the Coastal Regulation zone, under the Ministry of Environment and Forests in government of India.				
TERMS & CONDITIONS OF CONTINUATION OF APPOINTMENT/ RE-APPOINTMENT	As per resolution at item no.1 of the Notice for Postal Ballot dated 14th February, 2019 read with explanatory statement thereto	As per resolution at item no.2 of the Notice for Postal Ballot dated 14th February, 2019 read with explanatory statement thereto	As per resolution at item no.3 of the Notice for Postal Ballot dated 14th February, 2019 read with explanatory statement thereto	As per resolution at item no.4 of the Notice for Postal Ballot dated 14th February, 2019 read with explanatory statement thereto	As per resolution at item no.5 of the Notice for Postal Ballot dated 14th February, 2019 read with explanatory statement thereto	As per resolution at item no.6 of the Notice for Postal Ballot dated 14th February, 2019 read with explanatory statement thereto
REMUNERATION LAST DRAWN, INCLUDING SITTING FEES IF ANY	Rs. 360,000/- (Sitting Fees Only)	Rs. 360,000/- (Sitting Fees Only)	Rs. 240,000/- (Sitting Fees Only)	Rs. 80,000/- (Sitting Fees Only)	Rs. 80,000/- (Sitting Fees Only)	Rs. 2,40,000/- (Sitting Fees Only)
REMUNERATION PROPOSED TO BE PAID	None	None	None	None	None	None
RELATIONSHIP WITH OTHER DIRECTORS/ KMP	None	None	None	None	Mr.Rohit Relan-son, Mr Ajay Relan - son	None
NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	4	4	4	3	2	4
CHAIRMANSHIPS/ DIRECTORSHIPS HELD IN OTHER COMPANIES AS ON 14.02.2019	i) Subros Ltd., ii) Rohan Motors Limited iii) Amrit Corp. Limited and iv) Action Construction Equipment Ltd.	Saral Home Finance Limited	None	None	i) Sharda Motor Industries Limited, ii) Relan Industrial Finance Limited	None
CHAIRMANSHIPS/ MEMBERSHIPS OF COMMITTEES OF OTHER COMPANIES AS ON 14.02.2019	i) Subros Ltd., ii) Rohan Motors Limited iii) Amrit Corp. Limited and iv) Action Construction Equipment Ltd.	None	None	None	Sharda Motor Industries Limited	None
NO. OF SHARES HELD IN THE COMPANY	None	None	None	None	1251350	None



## BHARAT SEATS LIMITED

(CIN: L34300DL1986PLC023540)

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

Email: [Investor\\_relations@bharatseats.net](mailto:Investor_relations@bharatseats.net), Website: [www.bharatseats.com](http://www.bharatseats.com)

Phone: 09810808631, 91-9643339870-74 Fax: 0124-2341188

### POSTAL BALLOT FORM

SERIAL NO.

NAME OF THE SOLE/ FIRST NAMED :  
SHAREHOLDER  
(INCLUDING JOINT HOLDERS, IF ANY)

REGISTERED ADDRESS OF THE SOLE/ :  
FIRST NAMED SHAREHOLDER

REGISTERED FOLIO NO./ DP ID NO./ :  
CLIENT ID NO.\*  
(\*APPLICABLE TO INVESTORS  
HOLDING SHARES IN DEMATERIALIZED  
FORM)

NUMBER OF SHARES HELD :

I/ WE HEREBY EXERCISE MY/ OUR VOTE IN RESPECT OF THE SPECIAL RESOLUTIONS TO BE PASSED THROUGH POSTAL BALLOT/ E-VOTING FOR THE BUSINESS STATED IN THE NOTICE OF THE COMPANY DATED 14.02.2019 BY SENDING MY/ OUR ASSENT OR DISSENT TO THE SAID RESOLUTION(S) 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.	To re-appoint and continue the appointment of Mr. Girish Narain Mehra as a Non-executive independent Director of the Company			
2.	To re-appoint and continue the appointment of Mr. Prateep Kumar Lahiri as a Non-executive independent Director of the Company			
3.	To re-appoint and continue the appointment of Mr. Ravindra Gupta as a Non-executive independent Director of the Company			
4.	To continue the appointment and to re-appoint Mr. Arvind Varma as a Non-executive independent Director of the Company			
5.	To continue the appointment of Ms. Sharda Relan as a Non-executive Director of the Company			
6.	To re-appoint Ms. Shyamla Khera as a Non-executive independent Director of the Company			

Place:

Date:

Notes:

1. Please read carefully the instructions printed overleaf before exercising the vote.
2. Last date for receipt of Postal ballot forms by Scrutinizer is Wednesday, 27th March, 2019.

.....  
Signature of the shareholder

## 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 pre-stamped self-addressed envelope, so as to reach the scrutinizer on or before 27<sup>th</sup> March, 2019. 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 joint holding, 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 along with the postal ballot form in the enclosed self addressed pre-stamped envelope in as much as all such envelopes will be sent to the scrutinizer and any extraneous paper found in such envelope would be destroyed by the scrutinizer.
9. The votes of a member will be considered invalid on any of the following grounds:
  - a) if the Postal Ballot form has not been signed by or on behalf of the member;
  - b) if the member's signature on the postal ballot form doesn't match the specimen signatures with the company;
  - c) if the member has marked his / her / its vote both for 'Assent' and also for 'Dissent' to the 'Resolution' in such a manner that the aggregate shares voted for 'Assent' and 'Dissent' exceeds total number of shares held;
  - d) if the member has made any amendment to the resolution or imposed any condition while exercising his vote.
  - e) if the Postal Ballot Form is incomplete or incorrectly filled;
  - f) if the Postal Ballot Form is received torn or defaced or mutilated such that it is difficult for the Scrutinizer to identify either the member or the number of votes, or whether the votes are for 'Assent' or 'Dissent', or if the signature could not be verified, or one or more of the above grounds;
  - g) if the form other than the one issued by the Company is used;
  - h) if the envelope containing the postal ballot form is received after the last date prescribed
  - i) if neither assent nor dissent is mentioned
  - j) if any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member.
  - k) if the postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority
10. The Scrutinizer's decision on the validity of the postal ballot shall be final.
11. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.

### Voting through electronic mode

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on Tuesday, 26th February, 2019 at 9 a.m. and ends on Wednesday, 27th March, 2019 at 5 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 of 15<sup>th</sup> February, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii) Click on Shareholders/Members
- iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) 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 voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

### Attention to the members

The members are requested to note that SEBI has amended Regulation 40 of SEBI (LODR) Regulations 2015 vide the Notification dated June 8, 2018 and in terms of the said notification, requests for transfer except transmission or transposition of securities, held in physical form will not be processed after March 31, 2019. In this regard, members are requested to dematerialize the securities held in physical form on or before March 31, 2019.

### Green Initiative

As responsible citizens, we would like to do our bit to protect our environment and reduce our carbon footprint. We request you, our valued shareholder, to join us in our endeavor to save the planet by registering your email to receive all communications electronically. In case you hold securities of the Company in demat mode, kindly furnish your email ID to your Depository Participant (i.e., with whom you had opened your demat account). If you hold securities in physical mode, kindly furnish your email ID to the Company's Registrar & Share Transfer Agents, Alankit Assignments Limited ('RTA') at their email ID: [alankit@alankit.com](mailto:alankit@alankit.com). For more details, you may contact: [investor\\_relations@bharatseats.net](mailto:investor_relations@bharatseats.net).

### For Members holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"><li>• 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.</li></ul> 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 instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi) Click on the EVSN of Bharat Seats Limited.
- xii) 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.
- xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv) 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.
- xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii) If Demat account holder has forgotten the changed 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.
- xviii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xix) Note for Non – Individual Shareholders and Custodians
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - 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 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.
- xx) 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 email to Company at [Investor\\_relations@bharatseats.net](mailto:Investor_relations@bharatseats.net) or contact the Company or Registrar & Share Transfer Agent.