



## **BHARAT SEATS LIMITED**

PLOT NO.1, Maruti Udyog Joint Venture Complex, GURUGRAM-122015(Haryana)INDIA  
Phones : +91-9643339870-74 Fax : 0124-2341188 E-mail:seats@bharatseats.net  
CIN: L34300DL1986PLC023540 WEBSITE: www.bharatseats.com

**16.04.2020**

### **Corporate Relationship Department**

BSE Limited  
Floor 25, P.J.Towers  
Dalal Street  
Mumbai – 400 001

**REF: SCRIP CODE: 523229**

**Dear Sir/Madam,**

**Sub: Intimation - Regulation 30 of SEBI (LODR) Regulations, 2015 – Regarding Change in Promoters(Cessation of 'Sharda Motor Industries Limited' and entry of 'NDR Auto Components Limited')**

This is to inform that one of the Promoter Group Company, Sharda Motor Industries Limited has transferred 9000000 Equity Shares of Company on 11.04.2020 and its current shareholding as on date in the Company has decreased to Nil from 28.66 %.

Further, with the above, Sharda Motor Industries Limited does not hold any share in the Company and as such shall no longer be part of "PROMOTER GROUP" as defined under clauses (zb) of sub-regulation (1) of regulation 2 of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009.

Further, to inform that another Promoter Group Company, NDR Auto Components Limited has acquired 9000000 Equity Shares of Bharat Seats Limited ("the Company") on 11.04.2020 from Sharda Motor Industries Limited, another Promoter Group Company.

The said change in Promoters is as per the Scheme of Arrangement which was approved by Hon'ble National Company Law Tribunal vide its orders dated 20.02.2020.

The necessary compliance under Regulation 31 of the SEBI (LODR) Regulations, 2015 shall be done accordingly.

As this information may be considered material, we wish to disclose to the BSE under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for the benefit of the investors and other Stakeholders.

This may please be also treated as a Price Sensitive Information under SEBI (Prohibition of Insider Trading) Regulations.

Regd.Office:1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070  
Phone: 09810808631



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This is for your information and record

Please also find enclosed the information in the format as prescribed under Clause 5, Part 'A' of Annexure I of SEBI circular No. CIR/CFD/CMD/4/2015 dated September 09, 2015 in this regard.

Kindly take the same on records.

**Thanking You**

**For Bharat Seats Limited**

**Sd/-**

**Ritu Bakshi**

**Company Secretary and Compliance Officer**

**FCS 3401**

**Encl: a/a**

**Annexure I**

<b>S.No.</b>	<b>Particulars</b>	<b>Description</b>
1.	Name(s) of parties with whom the agreement is entered	No formal agreement was there between the Transferor and Acquirer. However, the transaction is fall out of a Scheme of Arrangement between: A. Sharda Motor Industries Limited (Demerged Company) (SMIL) B. NDR Auto Components Limited (Resultant Company)(NACL) which was approved by Hon'ble NCLT vide its Orders dated 20.02.2020
2.	Purpose of entering into the agreement	Not applicable
3.	Shareholding, if any, in the entity with whom the agreement is executed	Not Applicable
4.	Significant terms of the agreement (in brief) special rights like right to appoint directors, first right to share subscription in case of issuance of shares, right to restrict any change in capital structure etc.	As already mentioned there is no agreement. The transaction took place *Pursuant to Clause 5.5 of the Scheme of Arrangement between SMIL and NACL the terms are herein below:  "All assets, rights, title, interests and investments of SMIL in relation to the Automobile Seating Undertaking (including investments by SMIL in Bharat Seats Limited, Toyota Boshoku Relan India Private Limited and Toyo Sharda India Private Limited) shall also without any further act, instrument or deed stand transferred to and vested in and be deemed to have been transferred to and vested in NACL upon the coming into effect of this Scheme and with effect from the Appointed Date pursuant to the provisions of Sections 230-232 of the

		Act.”
5.	Whether, the said parties are related to promoter/promoter group/ group companies in any manner. If yes, nature of relationship	Yes said parties of the Scheme of Arrangement are the promoters/promoters’ group companies.
6.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at “arms length”	NO Not Applicable
7.	In case of issuance of shares to the parties, details of issue price, class of shares issued;	Not Applicable
8.	Any other disclosures related to such agreements, viz., details of nominee on the board of directors of the listed entity, potential conflict of interest arising out of such agreements, etc;	Not Applicable
9.	In case of termination or amendment of agreement, listed entity shall disclose additional details to the stock exchange(s): a) name of parties to the agreement; b) nature of the agreement; c) date of execution of the agreement; d) details of amendment and impact thereof or reasons of termination and impact thereof.	Not Applicable

\* Pursuant to approval of scheme of arrangement by Hon'ble NCLT vide its order dated 20<sup>th</sup> February, 2020, Sharda Motor Industries Limited(SMIL) , which was Promoter of Bharat Seats Limited(BSL) ,holding 28.66% shareholding in BSL, has ceased to be promoter as SMIL has transferred its entire shareholding to NDR Auto Components Limited (NACL) on 11<sup>th</sup> April, 2020.

For **Bharat Seats Limited**

**Sd/-**

**Ritu Bakshi**  
**Company Secretary and Compliance Officer**  
**FCS 3401**