BHARAT SEATS LIMITED
CIN: L34300DL1986PLC023540
Registered Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi 110070
Phones: +91 9643339870-74
E-mail: seats@bharatseats.net **Website**: www.bharatseats.com

Postal Ballot Notice

(Pursuant To Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014)

e-VOTING COMMENCES ON: Wednesday, September 9, 2026 Time: 9:00 AM(IST)	**e-VOTING ENDS ON: Thursday, October 8, 2026 Time: 5: 00 PM(IST)**

Dear Member(s),

NOTICE is hereby given that pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('Act'), Companies (Management and Administration) Rules, 2014, ('Rules') (including any statutory modification or re-enactment thereof for the time being in force), read with the General Circular no. 03/2025 dated 22nd September 2025, and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as 'the MCA Circulars'), Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR Regulations') and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force), the Resolutions as set out in this Postal Ballot Notice ("Notice") are proposed for consideration by the Shareholders of Bharat Seats Limited ('Company'), by the process of Postal Ballot through remote electronic means (remote e-voting) only.

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

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those members whose names appear in the Register of Members, list of Beneficial Owners maintained by the Company, National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") ('Depositories'), Alankit Assignments Limited ('RTA') as on September 4, 2026 (the 'Cut-Off Date') and whose e-mail addresses are registered with the Company, Depositories, RTA on the said date. A person who is not a member as on the Cut-off Date should treat this Notice for informational purposes only.

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 LODR 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 Board of Directors has appointed Mr. Rupinder Singh 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. Further, the Company has engaged NSDL to provide Remote e-Voting facility to the Equity Shareholders of the Company.

The Scrutinizer will submit his report to the Chairman or to any other person authorized by him, after completion of the scrutiny within 2 (two) working days of the conclusion of the Postal Ballot process i.*e. on or before October 10, 2026.* The results of the Postal Ballot will be announced on or before October 10, 2026 and would be displayed on the website of the Company: www.bharatseats.com, and will be communicated to the BSE Limited and National Stock Exchange of India Limited where the Company's equity shares are listed, the Depository(s) and the Registrar and Share Transfer Agent, and also displayed on the notice board at the registered office of the Company.

Items of businesses requiring approval of the Equity Shareholders through Postal Ballot by **remote e-voting** are given below:

SPECIAL BUSINESS(ES):

1. To appoint Mr. Vipin Garg (DIN:10985209) as Nominee Director of Maruti Suzuki India Limited, in the category of Non-Executive and Non-Independent Director of the Company

To consider and, to give assent or dissent to the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") including any statutory modification(s) or re-enactment thereof for the time being in force, and concurring with the recommendation of Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Vipin Garg (DIN:10985209), in respect of whom the Company has received a nomination from Maruti Suzuki India Limited and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director (Non-Executive and Non-Independent Director) of the Company, liable to retire by rotation."

2. To approve the appointment of Mr. Arvind Kapur (DIN: 00096308) as an Independent and Non-Executive Director.

To consider and, to give assent or dissent to 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, ("LODR Regulations") including any statutory modification(s) or re-enactment thereof for the time being in force and the Articles of Association of the Company, Mr. Arvind Kapur (DIN: 00096308), in respect of whom the board is of the opinion that he fulfils the conditions specified in the Companies Act, 2013, and who has submitted a declaration confirming that he meets the criteria of independence as per Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160 of Act 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 October 9, 2026 to October 8, 2031 and whose office shall not be liable to retire by rotation."

3. To enhance the Borrowing powers of the Company

To consider and, to give assent or dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through Postal Ballot on July 14, 2014, and pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013 and other applicable sections, if any, of the Companies Act, 2013 and rules made thereunder(including any statutory modifications or re-enactment thereof for the time being in force), and in accordance with the provisions of the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, any sum or sums of money on such terms and conditions as the Board may deem fit, which together with the moneys already borrowed by the Company (apart from temporary loans obtained/ to be obtained from the Company's Bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company, free reserves and share premium account,(that is to say, reserves not set apart for any specific purpose), provided that the maximum amount to be borrowed by the Board shall not at any time exceed Rupees Four Hundred Crore or the aggregate of the paid up capital, free reserves and share premium account of the Company, (that is to say Reserves not set apart for any specific purpose at the relevant time), whichever is higher."

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such act, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provision of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any of the applicable laws."

4. Creation of charges, mortgages, hypothecation on the immovable and movable properties of the Company under Section 180(1)(a) of the Companies Act, 2013

To consider and, to give assent or dissent to the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Special Resolution passed by the shareholders through Postal Ballot on July 14, 2014, the consent of the members of the Company be and is hereby accorded, in terms of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder(including any statutory modifications or re-enactment thereof for the time being in force), to the Board to pledge, mortgage, hypothecate and/or charge for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority, as the Board in its absolute discretion thinks fit, on all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking of the Company of every nature and kind whatsoever and/or creating a floating charge in all or any movable or immovable properties of the Company, as may be agreed to between the Company and the banks, financial institutions and any other lenders so as to secure the borrowings by the Company, together with interest costs, charges, expenses and all other monies payable by the Company to the concerned Lenders / Institutions, under the respective arrangements entered into / to be entered by the Company and/or Board.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such act, deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any other person as it may deem fit subject to the provision of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 or under any of the applicable laws."

By Order of the Board of Directors
For Bharat Seats Limited

Ritu Bakshi
Company Secretary
FCS No.3401

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

Place: Gurgaon
Date: August 4, 2026

Notes:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in regard to the special businesses 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 September 4, 2026 (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 NSDL. 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 i.e. September 4, 2026 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. Once the vote on resolution is cast by the Members, the Members shall not be allowed to change it subsequently.

5. The resolution passed by the Members through postal ballot shall be deemed to have been passed at a duly convened general meeting of the Members.

6. 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.

7. 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 National Securities Depository Limited (NSDL). The instructions for e-voting are annexed to this Notice.

   Remote e-voting timeline:

Commencement of e-voting	**Wednesday, September 9, 2026 from 9:00 AM(IST)**
Conclusion of e-voting	**Thursday, October 8, 2026 at 5:00 PM(IST)**

8. Member cannot exercise his/her vote through proxy on Postal Ballot.

9. 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 October 8, 2026 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.

10. The Company has appointed Mr. Rupinder Singh 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.

11. Relevant documents referred to in the Postal Ballot Notice and the Statement under Section 102 of the Act are available for inspection only through electronic mode on all working days from the date of commencement of e-voting period i.e. **September 9, 2026 from 9:00 AM(IST)** upto the last date for e-voting i.e. **October 8, 2026 at 5:00 PM(IST)**. Members seeking inspection may send an e-mail to investor_relations@bharatseats.net.

12. The instructions for E-voting are as under:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

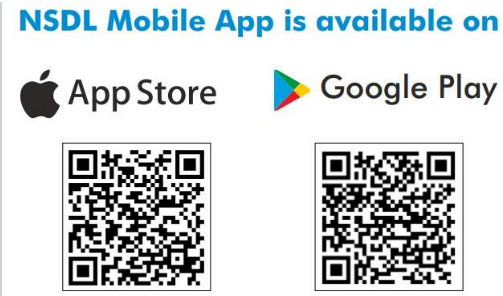
Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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 email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 5. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Shareholders holding securities in demat mode with CDSL	1. 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 users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. 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. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on

	login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

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. NSDL and CDSL.

Login type	**Helpdesk details**
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	**Your User ID is:**
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsbhatiacs@aol.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking

on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolution set out in this notice:

1. In case shares are held in physical mode please provide 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 www.bharatseats.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to www.bharatseats.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item no.1:

The Members are informed that Maruti Suzuki India Limited, a Joint Venture partner of the Company, vide its nomination letter dated July 27, 2026 has nominated Mr. Vipin Garg (DIN:10985209) as Nominee Director in the category of non-Executive, non-Independent , liable to retire by rotation on the Board of the Company, in place of Mr. Venkat Raman Challa (DIN: 07093663) , Nominee Director of the Company, in accordance with the provisions of the Companies Act, 2013, SEBI LODR Regulations and the Articles of Association of the Company.

Educational Qualification

Mr. Vipin Garg is BE(Hons.) in Mechanical Engineering from IIT Roorkee.

Experience

Mr. Vipin Garg has distinguished career spanning more than three decades with Maruti Suzuki India Limited (MSIL). Presently he is heading the Quality Assurance Vertical and Rohtak R&D Centre in MSIL. He has played a pivotal role in strengthening Quality systems, supplier development and capability enhancement across the value chain. Amid an evolving regulatory landscape, he provides strategic oversight to the Conformity of Production (COP) function, ensuring compliance of vehicles with applicable regulatory and certification requirements. A strong advocate of innovation, Mr. Garg has been instrumental in driving Digitalization and AI-led transformation across MSIL Quality Assurance and the supplier base. He has also served as a key member of SIAM’s Technical Committee, contributing to the formulation and implementation of India’s automotive Recall Policy.

Other Board Membership

FMI Automotive Components Private Limited

In accordance with the provisions of section 161 of the Companies Act, 2013, ‘Additional Director’ shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. However pursuant to regulation 17(1C) of SEBI LODR Regulations, every listed company shall ensure that approval of shareholders for appointment of a person on the board of director is taken at next General Meeting or within a time period of three months from the date of appointment, whichever is earlier.

The Board, in its meeting held on August 04, 2026, on the recommendation of Nomination and Remuneration Committee, approved his appointment as Additional (Nominee) Director in the category of Non-Executive, Non-Independent, liable to retire by rotation and recommended the Ordinary Resolution set out at item no.1 of the accompanying notice for approval of the shareholders of the Company.

The Board considered it desirable to avail the expertise and experience of Mr. Vipin Garg and his of the view that the Company will greatly benefit from his appointment as a Director.

The Company has received requisite disclosures from Mr. Vipin Garg namely:

I. Consent to act as a Director of the Company in form DIR-2 in accordance with section 152 of the Companies Act, 2013.
II. Declaration in form DIR-8 that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.
III. Disclosure of Interest in Form MBP-1 in terms of Section 184(1) of the Companies Act, 2013.

A copy of notice and other relevant documents are available for inspection by the members through electronic mode on all working days from the date of commencement of e-voting period i.e. . **September 9, 2026 from 9:00 AM(IST)** upto the last date for e-voting i.e. **October 8, 2026 at 5:00 PM(IST)**.

Mr. Vipin Garg has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20th 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.

In the opinion of the Board, Mr. Vipin Garg is a person of integrity and fulfils the conditions specified under the Act read with Rules thereunder and the Listing Regulations for his appointment as an Independent Director of the Company.

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

Except Mr. Vipin Garg, None of the Directors, Key Managerial Personnel and/ or their relatives is/ are interested or concerned financially or otherwise, in the said resolution.

The Board recommends Resolution set forth in item no.1 for approval of the Members as an Ordinary Resolution.

Item no.2:

The Members are informed that as per the recommendation of the Nomination and Remuneration Committee and based on the expertise, skills, rich experience and knowledge of Mr. Arvind Kapur, the Board in its meeting held on 04^{th} August, 2026, recommended for approval of members, appointment of Mr. Arvind Kapur as a non-executive Independent Director for a term of five years with effect from October 9,2026. As provided under section 152(6) of the Companies Act, 2013. Mr. Arvind Kapur shall not be liable to retire by rotation.

Approval of shareholders is sought by means of Special Resolution.

The Company has received all statutory disclosures/ declarations, including:

i. Consent in writing to act as director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

ii. Declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of the section 149 of the Act and under LODR Regulations.

iii. Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI or any other such authority.

iv. Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

v. Confirmation that he is in compliance with Rules 6(1) and Rule 6(2) of the Appointment Rules, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs, and

Members may please note that as per the provisions of Regulation 25(2A) of the SEBI LODR Regulations Special Resolution is required for an appointment of Independent Director. Special resolution is also required as per the provisions of Regulation 17(1A) of the LODR Regulations, as 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 75 years unless a Special Resolution is passed to that effect. Since Mr. Arvind Kapur is beyond the age of 75 years, prior approval of the Members of the Company is being sought by way of a Special Resolution for the same.

The Nomination and Remuneration Committee("NRC") had finalized the desired attributes for the selection of the Independent Director(s) such as experience, expertise and independence etc. Based on those attributes, the NRC recommended the candidature of Mr. Arvind Kapur.

In the opinion of the Board, Mr. Arvind Kapur fulfils the conditions for independence specified in the Act, the rules made thereunder and LODR regulations and such other laws and regulations for the time being in force, to the extent applicable to the Company and he is independent of the Management. The Board noted that Mr. Arvind Kapur is a person of integrity who possesses required expertise and his background and experience are aligned to the role and capabilities identified by the NRC and that he is eligible for appointment as an Independent Director. The Board was satisfied that his association as Non-Executive Independent Director will be beneficial to the Company due to the following reasons:

a) Mr. Arvind Kapur, the Promoter, Chairman, and Managing Director of Rico Auto Industries Limited, brings over 45 years of extensive experience in the automotive industry. He has developed deep expertise across all critical facets of the business and is recognized as a key industry leader.

b) Mr. Kapur has served as a Director on the Boards of several prominent companies and actively contributes to various professional organizations. Notably, he served as the President of the Automotive Component Manufacturers Association of India (ACMA) for the 2011-12 term and has been a representative on the Executive Body of the Confederation of Indian Industry (CII).

c) Mr. Kapur is a graduate of St. Stephen's College, Delhi, and is an alumnus of Harvard Business School, USA.

Mr. Kapur has also confirmed that he is not debarred from holding the office as a Director of the Company by virtue of any SEBI order or any such authority pursuant to circulars dated 20th 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.

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 Mr. Arvind Kapur is attached in Annexure I to this Notice.

Electronic copy of the draft letter for his 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.

Mr. Arvind Kapur is not related to any other Director or Key Managerial Personnel of the Company.

Mr. Arvind Kapur does not hold any shares in the Company, either in his individual capacity or on a beneficial basis for any other person.

The Board recommends Resolution set forth in item no.2 for approval of the Members as a Special Resolution.

Except Arvind Kapur, None of the Directors, Key Managerial Personnel and/ or their relatives is/ are interested or concerned financially or otherwise, in the said resolution.

Item no.3 & 4:

The shareholders of the Company vide postal ballot on July 14, 2014 by way of Special resolution authorised the Board of Directors to borrow, so as to the maximum amount to be borrowed by the Board shall not at any time exceed Rupees Two Hundred Crores or the aggregate of the paid up capital and free reserves of the Company, that is to say Reserves not set apart for any specific purpose at the relevant time, whichever is higher.

Section 180(1)(a) and 180(1)(c) of the Companies Act, 2013 provides that the Board of Directors can exercise certain powers, subject to the approval of the shareholders of the company through Special Resolution.

Section 180(1)(c) provides that the approval of shareholders by way of special resolution is required, to borrow money, where the money to be borrowed, together with the money already borrowed by the Company will exceed the aggregate of the Company's paid-up share capital, free reserves and securities premium, apart from temporary loans obtained from the company's bankers in the ordinary course of business. Further Section 180(1)(a) provides that the approval of shareholders by way of special resolution is required to pledge, mortgage, hypothecate and/or charge all or any part of the moveable or immovable properties of the Company and the whole or part of the undertaking(s) of the Company.

The Company may require funds in future for capital expenditure and other non-working capital requirements of the Company. Further, for enhanced borrowings of the Company, it would be required to mortgage its assets both present and future in favour of lenders. The Board of Directors of the Company at its Meeting held on 04th August, 2026 has considered and further recommended the enhancement of borrowing power of the Company over and above the aggregate of paid up share capital, free reserves and share premium account or Rs. 400 Crores (Four Hundred crores) , whichever is higher, and to secure such borrowings by pledging, mortgaging, hypothecating the movable or immovable properties of the Company for the borrowings made by the Company, for the approval of Shareholders of the Company.

It is, therefore, required to obtain approval of members by Special Resolution under Sections 180(1)(a) and 180(1)(c) of the Companies Act, 2013, to enable the Board of Directors to borrow, so as to the maximum amount to be borrowed by the Board shall not at any time exceed Rupees Four Hundred Crores or the aggregate of the paid up capital, free reserves and share premium account of the Company, (that is to say Reserves not set apart for any specific purpose at the relevant time), whichever is higher and to create securities/ charge on the assets/ properties of the Company under the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the said resolutions. The Board recommends the Special Resolution set out at Item No. 3 & 4 of the Notice for approval by the Members.

Annexure I

Relevant details pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment

NAME OF THE DIRECTOR	Mr. Vipin Garg	Mr. Arvind Kapur
DIRECTOR IDENTIFICATION NUMBER	10985209	00096308
AGE	54 years	76 years
DATE OF JOINING THE BOARD	04th August, 2026	Proposed, 9th October, 2026
QUALIFICATION	BE(Hons.) in Mechanical Engineering from IIT Roorkee	Graduation from St. Stephen's College, Delhi
EXPERIENCE INCLUDING EXPERTISE IN SPECIFIC FUNCTIONAL AREA	Career spanning more than three decades, he has been associated with Maruti Suzuki India Limited (MSIL) since 1993. Presently he is heading the Quality Assurance Vertical and Rohtak R&D Centre in MSIL	45 years of extensive experience in the automotive industry

TERMS & CONDITIONS OF RE-APPOINTMENT	As per the resolution at item no. 1 of the Notice	As per the resolution at item no. 2 of the Notice
REMUNERATION LAST DRAWN, INCLUDING SITTING FEES IF ANY	NIL	Not applicable
REMUNERATION PROPOSED TO BE PAID	Only Sitting fee as per Nomination and Remuneration policy	Only Sitting fee as per Nomination and Remuneration policy
RELATIONSHIP WITH OTHER DIRECTORS / KMP	None	None
NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	None	Not applicable
CHAIRMANSHIPS/ DIRECTORSHIPS HELD IN OTHER COMPANIES	1. FMI Automotive Components Private Limited	1.RICO Auto Industries Limited (Chairman, CEO & MD) 2.Subros Limited 3.ASN Manufacturing and Services Private Limited 4.RICO JINFEI Wheels Limited 5.KDB Investments Pvt Ltd 6.Higain Investments Private Limited 7. RICO Auto Industries Inc. USA 8.RICO Auto Industries (U.K) Ltd.
CHAIRMANSHIPS/ MEMBERSHIPS OF COMMITTEES OF OTHER COMPANIES	NIL	*As per details mentioned below
LISTED ENTITIES FROM WHICH THE PERSON HAS RESIGNED IN THE PAST THREE YEARS	NONE	NONE
NO. OF SHARES HELD IN THE COMPANY (INCLUDING SHAREHOLDING AS A BENEFICIAL OWNER)	NONE	NONE
CONFIRMATION PURSUANT TO BSE CIRCULAR DATED 20.06.2018	Mr. Vipin Garg has confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority	Mr. Arvind Kapur has confirmed that he is not debarred from holding the Office of Director by virtue of any SEBI Order or any such authority

***Committee Membership of Mr. Arvind Kapur**

S.No.	Name of the Company	Name of Committee	Designation
1	Rico Auto Industries Limited	1. Finance Committee 2. Nomination & Remuneration Committee 3. Risk Management Committee 4. Audit Committee 5. CSR Committee	Chairman Member Member Member Member
2.	Subros Limited	1. Audit Committee 2. CSR Committee 3. Debenture Committee	Chairman Member Member
3.	Rico Jinfei Wheels Limited	1. Finance Committee	Member

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: Gurgaon
Date: August 4, 2026