



26TH ANNUAL REPORT 2012-2013



BHARAT SEATS LIMITED

BOARD OF DIRECTORS

| | |
|------------------|---|
| N.D. RELAN | <i>Chairman</i> |
| YOICHI KOJIMA | <i>(Nominee-Suzuki Motor Corporation)</i> |
| I.V. RAO | <i>(Nominee-Maruti Suzuki India Ltd.)</i> |
| ROHIT RELAN | <i>Managing Director</i> |
| AJAY RELAN | <i>Director</i> |
| P.K. LAHIRI | <i>Director</i> |
| G.N. MEHRA | <i>Director</i> |
| GAUTAM KHAITAN | <i>Director</i> |
| KISHAN N. PARIKH | <i>Director</i> |
| RAVINDRA GUPTA | <i>Director</i> |

BANKERS

STATE BANK OF TRAVANCORE
THE BANK OF TOKYO - MITSUBISHI UFJ LTD.
YES BANK LTD.
IDBI BANK LTD.

REGD. OFFICE

D-188, OKHLA INDUSTRIAL AREA, PHASE - 1,
NEW DELHI - 110 020

FACTORY

PLANT 1
PLOT NO. 1, MARUTI UDYOG JOINT VENTURE COMPLEX,
GURGAON - 122 015 (HARYANA)
PLANT 2
PLOT NO. MUSTTIL NO. 226, KILA NO. 7/1,
VILLAGE BHORAKALAN, TEHSIL - FARUKHNAGAR,
GURGAON (HARYANA)
PLANT 3
PLOT NO. 26, SECTOR-3A,
MARUTI SUPPLIER PARK, IMT, MANESAR
GURGAON (HARYANA)

AUDITORS

M/S S.S. KOTHARI MEHTA & CO.
CHARTERED ACCOUNTANTS
NEW DELHI

LISTED AT

BOMBAY STOCK EXCHANGE LIMITED

CHIEF FINANCIAL OFFICER

SANJEEV KUMAR

**COMPANY SECRETARY &
COMPLIANCE OFFICER**

RITU BAKSHI

**REGISTRAR &
SHARE TRANSFER AGENT**

M/S ALANKIT ASSIGNMENTS LIMITED
2E/21, ALANKIT HOUSE,
JHANDEWALAN EXTENSION,
NEW DELHI - 110 055

C O N T E N T S

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**NOTICE**

NOTICE is hereby given that the Twenty Sixth Annual General Meeting of the members of BHARAT SEATS LIMITED will be held on Monday, 29th July, 2013 at 11:00 a.m. at Air Force Auditorium, Subroto Park, New Delhi - 110010 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2013 and the Profit & Loss Account for the year ended on that date together with the report of the Board of Directors and Auditors thereon.
2. To declare a dividend on equity shares.
3. To appoint a Director in place of Mr. G.N. Mehra, who retires by rotation and being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr. P.K. Lahiri, who retires by rotation and being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr. Gautam Khaitan, who retires by rotation and being eligible, offers himself for reappointment.
6. To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:
"RESOLVED THAT M/s S.S. Kothari Mehta & Co., Chartered Accountants, the retiring Auditors of the Company, be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS :

7. To consider and if deemed fit, to pass the following resolution, with or without modification, as a Special Resolution:
"Resolved that pursuant to provisions of section 314 read with Director's Relatives(Office or Place of Profit)Rules, 2011, including any statutory modifications or re-enactment thereof and all other applicable provisions of the Companies Act, 1956, consent of the Company be and is hereby accorded to the appointment of Mr. Rishabh Relan, son of Mr. Rohit Relan, Managing Director and a relative of Mr. N.D.Relan, Chairman of the company be appointed to hold office or place of profit as Chief Operating Officer (COO), or any other designation which the Board/ Committee of the board may decide from time to time w.e.f. 16th August, 2012, on such remuneration and terms and conditions as set out in the explanatory statement attached to this notice."
8. To consider and if deemed fit, to pass the following resolution, with or without modification, as a Special Resolution:
"Resolved that pursuant to section 113 of the Companies Act, 1956 read with the Companies(Issue of Share Certificate) Rules, 1960, and any other applicable provisions/ rules/ schedules, if any, of the Companies Act, 1956 including any statutory amendment or reenactments, in accordance with Articles of Association of the Company and other applicable laws for the time being in force, if any, consent of the Company be and is hereby accorded that the minimum physical lot of share certificate of the Company shall be hundred and the Board of Directors of the Company be and are hereby authorized to modify the minimum physical lot of share certificate.
FURTHER RESOLVED that the Board of Directors be and are hereby authorized to accept or refuse the rematerialisation request below the minimum lot of hundred shares.
FURTHER RESOLVED that the Board of Directors be and are hereby authorized to recover the administrative changes from the members to process the rematerialisation of shares.
FURTHER RESOLVED that no further permission/ reference shall be required from member for creating or modifying any internal rule/ regulation to process the rematerialisation request or any other request in connection with physical lot of share certificate."

NOTES :

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and such proxy need not be a member of the Company. A proxy to be effective shall be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the meeting.
2. The relevant details relating to item nos. 3, 4, and 5 pursuant to Clause 49 of the Listing Agreement executed with the Stock Exchange and an Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956, relating to item no. 7 & item no. 8 to be transacted at the Meeting are annexed hereto.
3. A member or his/ her proxy is requested to bring their Attendance Slip along with their copy of Annual Report to the Meeting.
4. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID and those who hold shares in physical form are requested to write their Folio Number in the attendance slip for attending the meeting.



5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. All documents referred to in the accompanying Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days between 9:30 a.m. to 11:30 a.m. upto the date of Annual General Meeting.
7. (a) The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 24th July, 2013 to Monday, 29th July, 2013, both days inclusive.
(b) The Dividend on Equity Shares, if declared at the meeting, will be paid on or after 29th July, 2013 to those shareholders whose names appear in the Register of Members on 29th July, 2013; in case of shares held in dematerialised form, the dividend thereon, will be paid to Beneficial Owners, as per details furnished by the Depositories, as on that date.
8. (a) In order to provide protection against fraudulent encashment of dividend warrants, Members who hold shares in physical form are requested to intimate the Company's Registrars and Transfer Agents, M/s Alankit Assignments Limited, under the signature of the Sole/ First Joint holder, the following information to be incorporated on dividend warrants:
 - a. Name of the Sole/ First joint holder and the Folio Number.
 - b. Particulars of Bank Account, viz.:
 - Name of the Bank
 - Name of the Branch
 - Complete Address of the Bank with Pin Code Number
 - Account Type, whether Saving Account (SA) or Current Account(CA)
 - Bank Account Number
 - (b) Members who hold shares in dematerialised form may kindly note that their Bank Account details, as furnished by their Depositories to the Company, will be printed on their dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for deletion of or change in such Bank Account details. Members who wish to change such Bank Account details are therefore requested to advise their Depository Participants about such change with complete details of Bank Account.
9. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified true copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
10. All unclaimed dividends declared upto the financial year ended 31st March, 1995 have been transferred to the General Revenue Account of the Central Government as required by the Companies Unpaid Dividend (Transfer to the General Revenue Account of the Central Government) Rules, 1978.
11. Pursuant to the provisions of section 205A(5) and 205C of the Companies Act, 1956, the Company has transferred the Unclaimed or unpaid dividends for the financial years ended 31st March, 1996 to 31st March, 2005 to the Investor Education and Protection Fund(the IEPF) established by the Central Government.
12. Dividend for the financial year ended 31st March, 2006 and thereafter which remain unpaid or unclaimed for a period of seven years from the date they became due for payment will be transferred to Investor Education & Protection Fund (IEPF). Members who have not encashed their Dividend warrants may approach the Registered office of the Company for revalidation of the Dividend warrants. Members are requested to note that no claims shall lie against the Company or the IEPF in respect of any amounts which were unpaid or unclaimed for a period of seven years from the dates that they first became due for payment and no payment shall be made in respect of any such claim. The unpaid dividend for the financial year ended March 31, 2006 is due for transfer to IEPF on 22nd June, 2013.
13. Members desirous of making a nomination in respect of their shareholding in the Company as permitted under Section 109A of the Companies Act, 1956 are requested to submit the prescribed Form-2B for the purpose to the registered office of the Company.
14. Members are requested to send their queries, if any, on the accounts and operations of the Company to the Company Secretary at least 7 days before the Annual General Meeting.
15. The Company has designated an exclusive e-mail ID namely, investor_relations@bharatseats.net for receiving and addressing investors' grievances.
16. The Ministry of Corporate Affairs has undertaken a 'Green Initiative in Corporate Governance' and allowed companies to share documents with its shareholders through the electronic mode. Members are requested to support this green initiative by registering/ updating their email addresses, in respect of shares held in dematerialised form



with their respective Depository participants and in respect of shares held in physical form with the Company or its Transfer Agent.

Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956

The following Explanatory Statement set out all material facts relating to the Special Business mentioned under Item No. 7 & item no. 8 of the accompanying Notice dated 25th April, 2013:

Item No. 7

Approval of the members is being sought under Section 314 and other applicable provisions, if any, of the Companies Act, 1956, for the appointment of Shri Rishabh Relan, who is son of Mr. Rohit Relan, Managing Director and a relative of Mr. N.D. Relan, Chairman of the Company to hold and continue to hold office in the Company w.e.f. 16th August, 2012.

The terms of appointment of Mr. Rishabh Relan are as follows:

Salary:

A. Basic: Rs. 1,80,000/- per month.

B. Other entitlements:

- I) Medical for self and family: actual for self and family including premium of mediclaim policy.
- II) Leave travel allowance: for self and family as per company rules.
- III) Earned/ privilege leave: leave accumulated, but not availed – as per company rules.
- IV) Provident fund, Pension Fund: as per Company Rules.
- V) Gratuity : as per payment of Gratuity Act, 1972 including any amendment or re-enactment thereof.

He will also be entitled for such other perquisites and allowances in accordance with the rules of the company or as may be agreed by the board from time to time, including restructuring the remuneration package in accordance with the provisions of section 314 of the Companies Act, 1956 and Directors Relatives(Office or Place of Profit) Rules, 2011, subject to maximum permissible limit prescribed under the said rules.

Mr. Rishabh Relan is son of Mr. Rohit Relan, Managing Director. He is 22 years old, young & dynamic personality. He did his Graduation-Bachelors in Science in Industrial Engineering from Georgia Institute of Technology, Atlanta, U.S.A. He has also done diploma – 6 sigma in lean manufacturing from Institute of Industrial Engineering in United States.

Keeping in view the above qualifications of Mr. Rishabh Relan, the proposal for appointment of Mr. Rishabh Relan in the place of profit as Chief Operating Officer(COO) was approved by the Board and recommended before the members for approval.

Taking into consideration his qualifications, it is proposed to appoint Shri Rishabh Relan, to be primarily responsible for business development in domestic and international market and finance planning.

Shri Rishabh Relan is son of Mr. Rohit Relan, Managing Director and relative of Mr. N.D. Relan, Chairman. His appointment and remuneration is therefore covered under section 314 of the Companies Act, requiring Shareholders' approval by means of a Special Resolution. Hence the Special Resolution contained in the accompanying notice which the Directors recommend for your approval.

None of the directors is concerned or interested in this resolution except Mr. N.D.Relan, Chairman and Mr. Rohit Relan, Managing Director of the Company.

Item No.8

In order to follow better corporate governance practices and in line with green initiative taken by the Ministry of Corporate Affairs by encouraging paperless compliances, your Board of Directors propose to fix a minimum lot of physical share certificates as 100, subject to your approval.

This will avoid/educe the unnecessary paper work and expenses of printing, posting cost and other incidental cost.

The Board of Directors recommend passing of resolution as set out at Item no. 8 of the notice.

None of the Director of the Company is interested in the abovesaid resolution.

By Order of the Board
For BHARAT SEATS LIMITED

REGD. OFFICE:
D-188, OKHLA INDL. AREA
PHASE- I, NEW DELHI - 110020
Dated : 25th April, 2013

(RITU BAKSHI)
COMPANY SECRETARY



**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AT
THE FORTHCOMING ANNUAL GENERAL MEETING
(IN PURSUANCE TO CLAUSE 49 OF THE LISTING AGREEMENT)**

| NAME OF THE DIRECTOR | MR. G. N. MEHRA | MR. P. K. LAHIRI | MR. GAUTAM KHAITAN |
|--|--|--|--|
| DATE OF BIRTH | 24.11.1932 | 28.04.1937 | 06.05.1965 |
| DATE OF APPOINTMENT ON THE BOARD | 22.01.2003 | 22.01.2003 | 04.06.2008 |
| EXPERTISE IN SPECIFIC FUNCTIONAL AREA | FINANCE | FINANCE | LAW |
| QUALIFICATIONS | RETD. I.A.S | RETD. I.A.S | B.COM, LL.B |
| DETAILS OF SHARES HELD IN THE COMPANY | 20,000 | NONE | NONE |
| DIRECTORSHIP HELD IN OTHER COMPANIES AS ON 31.3.2013 | <ol style="list-style-type: none"> 1. AMRIT CORP. LTD. 2. SUBROS LTD. 3. U.P.HOTELS LTD. 4. USHA BRECO LTD. 5. ACTION CONSTRUCTION EQUIPMENT LTD. 6. AMRIT BANASPATI COMPANY LIMITED | <ol style="list-style-type: none"> 1. INDIAN SCHOOL OF MINES UNIVERSITY, DHANBAD 2. SHIV VANI OIL & GAS EXPLORATION SERVICES LTD. 3. VISHWAKARMA HOUSING FINANCE LTD. | <ol style="list-style-type: none"> 1. J.K. SUGAR LTD. 2. SALORA INTERNATIONAL LTD. 3. ARAVALI SECURITIES & FINANCE LTD. 4. KRBL LTD. 5. FACOR ALLOYS LTD. 6. QH TALBROS LTD. 7. MEDSAVE HEALTHCARE (TPA) LTD. 8. ARCOTECH LTD. 9. ZAMBON (INDIA) PVT. LTD. 10. WASSERSTEIN ADVISORS INDIA PVT. LTD. 11. ASAS INVESTMENTS PVT. LTD. 12. VASUDHA COMMERCIAL PVT. LTD. 13. NIPSHELL BUILDERS PVT. LTD. 14. JEEVAN VIHAR PROPERTIES PVT. LTD. 15. HOWDEN INSURANCE BROKERS INDIA PVT. LTD. 16. TEXMACO INFRASTRUCTURE & HOLDINGS LTD. 17. ARCOTECH UNIEXPAT LTD. 18. ARCOFEMI HEALTHCARE LTD. 19. TEMPLE RESEARCH PVT. LTD. 20. FASTER HYDRAULICS PVT. LTD. 21. BOUTIQUE HOTELS INDIA PVT. LTD. 22. ROOT INVEST PVT. LTD. 23. ASAS TEC. PVT. LTD. 24. DOM ADVISORY SERVICES PVT. LTD. 25. ADVANTECH IT SOLUTIONS PVT. LTD. 26. SIGHT LIFE INDIA 27. A A NEWSLINE PVT. LTD. 28. ASAS PROJECTS PVT. LTD. |



| NAME OF THE DIRECTOR | MR. G. N. MEHRA | MR. P. K. LAHIRI | MR. GAUTAM KHAITAN |
|--|---|------------------|--|
| CHAIRMAN/ MEMBER OF THE "COMMITTEES OF OTHER COMPANIES" ON WHICH HE IS DIRECTOR AS ON 31.3.2013 | <ol style="list-style-type: none"> 1. USHA BRECO LTD. (CHAIRMAN – AUDIT COMMITTEE) 2. ACTION CONSTRUCTION EQUIPMENTS LTD. (MEMBER- AUDIT COMMITTEE, REMUNERATION COMMITTEE) 3. AMRIT CORP. LTD. (CHAIRMAN – AUDIT COMMITTEE, REMUNERATION, COMMITTEE MEMBER – SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE) 4. SUBROS LTD. (CHAIRMAN – AUDIT COMMITTEE, SHAREHOLDERS/ INVESTORS GRIEVANCE COMMITTEE MEMBER -REMUNERATION COMMITTEE) 5. AMRIT BANASPATI CO.LTD. (MEMBER – AUDIT COMMITTEE) | NONE | <ol style="list-style-type: none"> 1. SALORA INTERNATIONAL LTD.(CHAIRMAN – AUDIT COMMITTEE) 2. J.K.SUGAR LTD.(MEMBER – AUDIT COMMITTEE, SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE) 3. ARCOTECH LTD.(CHAIRMAN – AUDIT COMMITTEE, MEMBER - REMUNERATION COMMITTEE) 4. ARAVALI SECURITIES & FINANCE LTD. (MEMBER – AUDIT COMMITTEE, SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE) 5. TEXMACO INFRASTRUCTURE & HOLDINGS LTD. (MEMBER –AUDIT COMMITTEE, SHAREHOLDERS' / INVESTORS' GRIEVANCE COMMITTEE) 6. FACOR ALLOYS LTD. (MEMBER – REMUNERATION COMMITTEE) |

**DIRECTORS' REPORT**

Dear Shareholders

Your Directors have pleasure in presenting the 26th Annual Report together with the Audited Accounts for the year ended 31st March, 2013

FINANCIAL RESULTS

Rupees in lakhs

| PARTICULARS | 2012-2013 | 2011-2012 |
|--|------------------|------------------|
| NET REVENUE FROM OPERATIONS | 60216.44 | 43205.01 |
| OTHER INCOME | 127.86 | 56.12 |
| PROFIT BEFORE FINANCIAL CHARGES & DEPRECIATION | 2482.48 | 1730.18 |
| LESS: FINANCE COSTS | 647.18 | 334.84 |
| PROFIT BEFORE DEPRECIATION & TAXATION | 1835.30 | 1395.34 |
| LESS: | | |
| A) DEPRECIATION | 1133.39 | 671.19 |
| B) PROVISION FOR TAXATION | | |
| - CURRENT TAX(NET OF MAT CREDIT ENTITLEMENT) | - | 32.77 |
| - DEFERRED TAX | 166.89 | 122.93 |
| NET PROFIT AFTER TAX | 535.02 | 568.45 |
| ADD: BROUGHT FORWARD FROM PREVIOUS YEAR | 50.00 | 50.00 |
| PROFIT AVAILABLE FOR APPROPRIATION | 585.02 | 618.45 |
| APPROPRIATIONS: | | |
| PROPOSED DIVIDEND | 251.20 | 251.20 |
| CORPORATE DIVIDEND TAX | 42.69 | 40.75 |
| TRANSFER TO GENERAL RESERVE | 241.13 | 276.50 |
| BALANCE CARRIED FORWARD TO BALANCE SHEET | 50.00 | 50.00 |

PERFORMANCE REVIEW

During the year under review, the sales volume of 4 wheeler seat sets increased to 492384 seat sets, as compared to 466887 seat sets in the year ended 31st March, 2012, i.e. an increase by 5%.

The gross revenue from operations and other income for the financial year under review was Rs. 68,294.40 lacs as against Rs 47,982.63 lacs for the previous financial year, i.e. an increase by 42.33%. The profit before finance costs, depreciation and taxation is Rs. 2482.48 lacs for the financial year under review as against Rs. 1730.18 lacs for the previous financial year, i.e. an increase by 43.48%. The profit after tax squeezed by 5.88%, to Rs. 535.02 lacs as compared to Rs. 568.45 lacs, last year. This decline is mainly due to heavy investment for capacity expansion at BSL's plant at Gurgaon and set up of new plants at Borakalan and Manesar, which has led to increase in bank borrowings and consequently, increase in interest cost and depreciation.

OPERATIONS

Your Company is well on the way to future growth. With the establishment of the new seat plant at Manesar in the Maruti Suzuki Vendor park, we have already been awarded business for the top selling model of Maruti Suzuki India Ltd. (MSIL) – 'Swift', the production of which will start this year.

You would be happy to know that at Manesar, we have been awarded the business of seat sets for next model of MSIL, the production of which will start in 2014.

Your Company has always been very quality conscious. To further upgrade the quality norms, your Company has set up a robotic welding facility for the seat frames, thereby ensuring the highest safety standards in the Car Seat.



Your Company has started manufacture and supply of extruded components for the prestigious top selling models of MSIL. Your Company has also been awarded the Roof Moulding for the various top selling models of MSIL, the production of which will commence during 2013-2014.

As regards the two wheeler business, your Company has been awarded the order from Suzuki Motor Cycle India Pvt. Ltd. for the Seating system for the new model of Scooter, the production of which will commence in 2014.

EXPANSION AND FUTURE PROSPECTS

Your company has completed the building construction work at the newly acquired Land in the Vendor Park of Maruti Suzuki India Ltd, Manesar to house complete seat manufacturing plant. The production in this plant for seats sets of 'Swift' model shall commence in 2013.

DIVIDEND

Your Directors are pleased to recommend for the approval of the shareholders, a dividend of 40% (Re. 0.80/- per share) for the financial year ended 31st March, 2013.

CONSERVATION OF ENERGY, RESEARCH & DEVELOPMENT, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, research & development, technology absorption, foreign exchange earnings and outgo pursuant to Section 217(1)(e) of the Companies Act, 1956 read with Companies(Disclosure of particulars in the report of Board of Directors)Rules, 1988 is annexed hereto as Annexure I, forming part of this Report.

DIRECTORS

In accordance with the Articles of Association of the Company and relevant provisions of the Companies Act, 1956, Mr. G. N. Mehra, Mr. P. K. Lahiri and Mr. Gautam Khaitan are liable to retire by rotation at the ensuing Annual General Meeting and being eligible, offer themselves for reappointment.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the listing agreement with the Stock Exchange, the report on Corporate Governance and Management Discussion and Analysis Report have been included in this Annual Report as separate section, alongwith the Auditors' Certificate.

FIXED DEPOSITS

Your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and as such, no amount of principal or interest was outstanding as on the date of the Balance Sheet.

LISTING

The Equity shares of the Company are listed at Bombay Stock Exchange. The Company has paid listing fees to the Stock Exchange for the year: 2013-14.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 217(2AA) of the Companies Act, 1956, the Directors confirm that :

- (I) In the preparation of the annual accounts, the applicable accounting standards have been followed and no material departures have been made from the same.
- II) Appropriate accounting policies have been selected and applied consistently and judgments and estimates made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at 31st March, 2013 and of the profit or loss of the Company for the year ending 31st March, 2013;
- (III) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (IV) The annual accounts have been prepared on a going concern basis.



HUMAN RESOURCES

Our relations with the employees are very cordial. Your Directors would like to place on record their appreciation of the efficient and loyal services rendered by all employees of the Company, without whose wholehearted efforts, the overall satisfactory performance of the Company would not have been possible.

PARTICULARS OF EMPLOYEES

As required under the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, the particulars of employees are set out in Annexure II.

AUDITORS

M/s S.S. Kothari Mehta & Co., Chartered Accountants retire at the Annual General Meeting and being eligible offer themselves for reappointment, which if made, will be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956.

ENVIRONMENT

The Company is not involved in any type of activity hazardous to environment. The Company strictly adheres to the provisions of environmental laws. There is no trade effluent generated by the Company, which may cause pollution. Our Company is an ISO14001 certified company.

The ISO14001 Certification was renewed during the year.

ACKNOWLEDGEMENTS

The Directors place on record their deep appreciation of the valuable assistance and co-operation extended to the Company by Suzuki Motor Corporation, Japan, Maruti Suzuki India Ltd., Suzuki Motor Cycle India Private Limited, Toyo Seats, Japan, Houwa Kogyo Co Ltd, Nagoya, Japan, Inoac Corporation, Japan, Esaki Seisakusyo, Japan, State Bank of Travancore, Bank of Tokyo- Mitsubishi UFJ Ltd., Yes Bank, IDBI Bank Ltd., various departments of Central Government and Haryana State Government. The directors convey their deep appreciation to employees at all levels for their commitment and collective team work.

Your support as shareholders is greatly valued.

Your Directors thank you and look forward to the future with confidence.

For and on behalf of the Board
BHARAT SEATS LIMITED

PLACE : New Delhi
DATED : 25th April, 2013

(N. D. RELAN)
CHAIRMAN