



33RD **ANNUAL REPORT** **2019-2020**



BHARAT SEATS LIMITED



BHARAT SEATS LIMITED

Corporate Information

Board of Directors

- | | |
|-----------------------------|--|
| 1. Mr. Rohit Relan | Chairman and Managing Director (DIN: 00257572) |
| 2. Mr. Toshiya Miki | Director-Nominee-Suzuki Motor Corporation, Japan (DIN: 07505339) |
| 3. Mr. Raman Venkat Challa | Director-Nominee-Maruti Suzuki India Limited (DIN: 07093663) |
| 4. Ms. Sharda Relan | Director (DIN: 00252181) |
| 5. Mr. Ajay Relan | Director (DIN: 00257584) |
| 6. Mr. Girish Narain Mehra | Independent Director (DIN: 00059311) |
| 7. Mr. Prateep Kumar Lahiri | Independent Director (DIN: 00039653) |
| 8. Mr. Ravindra Gupta | Independent Director (DIN: 01521168) |
| 9. Ms. Shyamla Khera | Independent Director (DIN: 06929439) |
| 10. Mr. Arvind Varma | Independent Director (DIN: 02225281) |

Corporate Identity Number

CIN: L34300DL1986PLC023540

Bankers

HDFC Bank Ltd.
Yes Bank Ltd.
MUG Bank, Ltd.
State Bank of India
IDBI Bank Ltd.

Registered Office

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

Works

Plant 1

Plot No. 1, Maruti Udyog Joint Venture Complex,
Gurugram - 122 015 (Haryana)

Plant 2

Plot No. Musttil No. 226, Kila No. 7/1,
Village Bhorkalan, Tehsil - Farukhnagar,
Gurugram (Haryana)

Plant 3

Plot No. 26, Sector-3A,
Maruti Supplier Park, IMT, Manesar, Gurugram(Haryana)

Plant 4

New Survey/ Block No.30 (Old Revenue Survey no. 403/9)
Moje Naviyani, Taluka Dasada, Distt. Surenderanagar,
Part of Nihon Industrial Park, Gujarat

Plant 5

Plot No. 665, Sector-37, Pace City II, Gurugram (Haryana)

Plant 6

Plot No. 702, Sector-37, Pace City II, Gurugram (Haryana)

Auditors

M/s S.R. Batliboi & Co. LLP
Chartered Accountants
Gurugram

Listed at

BSE Limited

Chief Financial Officer

Mr. Sanjeev Kumar

Company Secretary And Compliance Officer

Ms. Ritu Bakshi

Registrar And Share Transfer Agent

Alankit Assignments Limited
4E/2, Alankit House, Jhandewalan Extension,
New Delhi - 110 055

E-Mail and Website

Investor_relations@bharatseats.net, www.bharatseats.com

CONTENTS

Notice	02-15
Board's Report	16-39
Management Discussion & Analysis	40-42
Report on Corporate Governance	43-59
Auditors' Report	60-66
Balance Sheet	67
Statement of Profit & Loss Account	68
Statement of Changes In Equity	69
Cash Flow Statement	70
Notes to the Financial Statements	71-114



BHARAT SEATS LIMITED

(CIN: L34300DL1986PLC023540)

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

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

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

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of BHARAT SEATS LIMITED will be held on Monday, 21st September, 2020 at 11 a.m. through Video Conferencing (VC) / Other Audio Video means (OAVM) to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the audited Financial Statements of the Company for the year ended 31st March, 2020 together with the reports of the Directors and Auditors thereon and in this regard pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the audited financial statements of the Company for the year ended 31st March, 2020 together with the reports of the Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare dividend on equity shares for the financial year ended March 31, 2020 and in this regard to pass the following resolution as an **Ordinary Resolution**:

"Resolved that pursuant to the recommendation of the board of directors of the Company, dividend at the rate of Re.0.50 per Equity share of Rs.2/- each on the paid up equity share capital of the Company be and is hereby declared to be paid to the members of the Company."

3. To appoint Mr. Raman Venkat Challa (DIN: 07093663) who retires by rotation at this meeting as a Director and being eligible offers himself for re-appointment and in this regard to pass the following resolution as an **Ordinary resolution**:

"Resolved that Mr. Raman Venkat Challa (DIN: 07093663) who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

Special Business:

4. **Remuneration to Mr. Rohit Relan, Chairman and Managing Director of the Company**

To consider, and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"Resolved that in accordance with the provisions of Section 197 read with schedule V of the Companies Act, 2013, all other applicable provisions, if any, of

the Companies Act, 2013, including any statutory modifications or re-enactment thereof, and any other laws prevailing for the time being in force and in accordance with the recommendation made by the Nomination and Remuneration Committee and by the Board, Shri Rohit Relan, Chairman and Managing Director(CMD) of the Company be paid the same remuneration as was approved by the shareholders at the Annual General Meeting held on 20th July, 2016 for the rest of his tenure as Managing Director, i.e. from 1st October, 2019 to 30th September, 2021, on the following terms and conditions as detailed below:

Salary:

- A. **BASIC SALARY** : Rs. 11,50,000/- per month with the provision of annual increment of Rs.100,000/- per month in the scale of Rs.11,50,000 - Rs.100,000-Rs.12,50,000 per month.
- B. **ALLOWANCES & PERQUISITES**: Rs. 2,50,000/- per month with the provision of annual increment of Rs.50,000/- per month in the scale of Rs.2,50,000 – Rs.50,000-Rs.3,00,000 per month.
- C. In addition to the above, CMD shall also be entitled to the following perquisites:

Company's contribution to Provident Fund as per the rules of the Company.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. Rohit Relan, CMD, shall be paid minimum remuneration as mentioned herein above without any variation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

5. To approve and authorise related party transactions and in this regard to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 188 of the Companies Act, 2013 read with the Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as recommended and approved by the Audit Committee and Board of Directors in their respective meetings held on 12th June, 2020, the consent of the Company be and is hereby accorded for entering into contract or arrangement with the related parties as defined under the Act and the Rules made thereunder, as per details and on terms & conditions as set out under Item no. 5 of the Explanatory Statement annexed to this Notice.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegate such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto."

6. To amend the 'Main Object Clause' of the Memorandum of Association and in this regard to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, NCT of Delhi & Haryana, to append following sub clause (4) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

"(4) To carry on the business as a manufacturer, trader, consignment agent, commission agent, importer, exporter and/ or dealer of safety personal protective equipment (PPE)/ Fabric body coverall/ Hazmat (Hazardous Material) garments, suits for medical and/ or other purposes."

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Rohit Relan, Chairman and Managing Director and Ms. Ritu Bakshi, Company Secretary of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the

aforesaid resolution along with filing of necessary E-form with the Registrar of Companies, NCT of Delhi and Haryana."

By Order of the Board
For Bharat Seats Limited

Ritu Bakshi
Company Secretary
FCS No. 3401

Place : Gurugram
Date : June 12, 2020

NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 in regard to the special business as set out under item no. 4 to item no.6 and the relevant details pursuant to Regulation 26(4) and 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 Director seeking re-appointment at this Annual General Meeting ("AGM") is annexed hereto.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Government of India, Ministry of Corporate affairs allowed conducting Annual General meeting through video conferencing(VC) or other audio video means(OAVM) and dispensed personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular no.14/2020 dated 8th April, 2020, Circular no.17/2020 dated 13th April, 2020 and Circular no.20/2020 dated 5th May, 2020, prescribed the procedures and manner of conducting the Annual General meeting through VC/ OAVM. In terms of the said circulars, the 33rd Annual General Meeting(AGM) of the members can be held through VC or OAVM. Hence, Members can attend and participate in the meeting through VC/ OAVM only. The notice of the 33rd AGM will be available on the website of the Company at www.bharatseats.com and on the website of BSE Limited at www.bseindia.com and also on the website of CDSL(agency for providing the remote e-voting facility and e-voting system during the AGM) at www.evotingindia.com. The detailed procedure for participating in the meeting through VC/ OAVM is annexed herewith (Refer Serial no.29) and is available at the Company's website www.bharatseats.com.
3. Since the AGM is being conducted through VC/ OAVM, there is no provision for appointment of proxies. Accordingly, appointment of proxies by the members will not be available.
4. Members are requested to participate on first come first serve basis, as participation through video conferencing is limited and will be closed on expiry of 15 minutes from the scheduled time of the AGM. However, the participation of members holding 2% or

more is not restricted on first come first serve basis. Members can login and join 30 (Thirty) minutes prior to the scheduled time of meeting and window for joining can be kept open till the expiry of 15 minutes after the scheduled time. Participation is restricted to 1000 members only.

5. Members can raise questions two days in advance at investor_relations@bharatseats.net. However, it is requested to raise the queries precisely and in short to enable to answer the same.
6. Shareholders holding shares in identical order of names in more than one folio are requested to write to the Company or to the office of the Registrar and Share Transfer Agent, Alankit Assignments Limited, enclosing their share certificate(s) to enable the Company to consolidate their holdings in one single folio.
7. Corporate members are requested to send at vijays1@alankit.com or investor_relations@bharatseats.net before e-voting/ attending annual general meeting, a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 15, 2020 to Monday, September 21, 2020, both days inclusive, for determining the entitlement of the shareholders to the Dividend for 2019-2020, if declared.
9. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the meeting, will be credited/ dispatched between 21st September, 2020 to 20th October, 2020 to those shareholders whose names appear in the Register of Members on September 14, 2020. In case of shares held in dematerialised form, the dividend thereon, will be paid to Beneficial Owners, as per details furnished by the Depositories, i.e. National Securities Depository Limited and Central Depository Services (India) Limited as on the close of business hours on September 14, 2020.
10. Members who hold shares in dematerialised form may kindly note that their Bank Account details, registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Alankit Assignments Ltd. cannot act on any request received directly from the members holding shares in dematerialised form, 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.
11. Members holding shares in physical form and desirous of either registering bank particulars or changing bank

particulars already registered against their respective folios for payment of dividend, are requested to notify the Company/ Alankit Assignments Ltd. In case any member is unable to submit their details for remittance of dividend through ECS, their dividend warrants/ cheques shall be despatched upon normalization of the postal services, post covid-19.

12. The Company has transferred the unpaid or unclaimed dividends declared up to the financial years 2011-2012, from time to time on due dates to the Investor Education and Protection Fund (the IEPF) established by the Central Government.
13. Pursuant to the provisions of the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed dividends lying with the Company as on 31st March, 2019, on the website of the IEPF Authority viz. www.iepf.gov.in and on the website of the Company and the same can be accessed through the link: www.bharatseats.com/unclaimed-dividend-31-03-2019/.
14. Members are requested to note that, dividends if not encashed for a period of seven years from the date of transfer to Unpaid dividend account of the Company, are liable to be transferred to the IEPF. The shares in respect of such unclaimed dividend if not encashed for a consecutive period of 7 (seven) years are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the Company within the stipulated time line.

Due dates for transfer of unclaimed/ unpaid dividends for the financial year 2012-13 and thereafter to IEPF are as follows:

F.Y. Ended	Declaration Date	Due Date
March 31, 2013	July 29, 2013	August 26, 2020
March 31, 2014	July 21, 2014	August 18, 2021
March 31, 2015	July 17, 2015	August 14, 2022
March 31, 2016	July 20, 2016	August 17, 2023
March 31, 2017	September 21, 2017	October 19, 2024
March 31, 2018	September 25, 2018	October 24, 2025
March 31, 2019	September 19, 2019	October 16, 2026

- 15 (a) Adhering to the various requirements set out in the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has, during the financial year 2019-20, transferred to the IEPF Authority, all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer i.e. September 7, 2019. Details of shares transferred to the IEPF Authority are available on the website of the Company and the same can be accessed through the link: www.bharatseats.com/unclaimed-dividend-31-03-2019/.



bharatseats.com/wp-content/uploads/2020/05/details-of-equity-shares.pdf. The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: www.iepf.gov.in.

- (b) Members may note that shares as well as unclaimed dividends transferred to IEPF Authority can be claimed back from them. Concerned members/ investors are advised to visit the weblink : www.mca.gov.in/mcafoportal/run/iepf5service.do, or contact Alankit Assignments Limited for lodging claim for refund of shares and/ or dividend from the IEPF Authority. Members can file only one consolidated claim in a financial year as per the IEPF Rules.
16. SEBI vide notification no. SEBI/LAD-NRO/ GN/2018/24 dated Jun 8, 2018 has amended Regulation 40 of the Listing Regulations mandating transfer of securities in to be carried out only in dematerialized form (except in case of transmission or transposition of shares) which became effective from 1st April, 2019. Accordingly for transfer of shares of listed entities will not be processed unless the securities are held in dematerialized form with depositories. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares.
17. To prevent fraudulent transactions, members are requested to notify any change in address or demise of any member, as soon as possible.
18. Members holding shares in physical mode:
 - (a) are required to submit their permanent Account Number(PAN) and Bank account details to the Company/ Alankit Assignments Limited, if not registered with the Company as mandated by SEBI vide circular dated April 20, 2018 and circular No. SEBI/HO/MIRSD/DOP/1/ CIR/P/2018/73.
 - (b) are advised to register the nomination in respect of their shareholding in the Company.
 - (c) are requested to register/ update their email address with the Company/ Alankit Assignments Limited, for receiving all communications from the Company electronically.
19. Members holding shares in electronic mode:
 - (a) are requested to submit their PAN and Bank account details to their respective DPs with whom they are maintaining their demat accounts.
 - (b) are advised to contact their respective DPs for registering the nomination.
 - (c) are requested to register/ update their email address with their respective DPs for receiving all communications from the Company electronically.
20. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs. Accordingly no resolution is proposed for ratification of appointment of Auditors who were appointed in the Annual General Meeting held on 21st September, 2017.
21. Electronic copy of the Notice of the Thirty Third Annual General Meeting and Annual Report for 2019-2020 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant.
22. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Companies Act, 2013 and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an email to investor_relations@bharatseats.net.
23. 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 Registrar 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
24. 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.
25. The Company has designated an exclusive e-mail ID namely, investor_relations@bharatseats.net for receiving and addressing investors' grievances.
26. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of Listing Regulations,

the Company is pleased to provide the facility to Members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on the cutoff date i.e. September 14, 2020, i.e. the date prior to the commencement of book closure, are entitled to vote on the Resolutions set forth in this Notice. Members may cast their votes on electronic voting system from any place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at 9.00 a.m. (IST) on Thursday, September 17, 2020 and will end at 5.00 p.m. (IST) on Sunday, September 20, 2020. In addition, the facility for voting through electronic voting system shall also be made available at the AGM and the Members who are present in the AGM through video conferencing facility and have not cast their vote by remote e-voting shall be eligible to vote at the AGM through e-voting system. (Refer point no. 29) for detailed procedure to vote through e-voting). Members 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 resolutions are requested to refer the instructions provided at serial no. 29.

27. The Company has appointed Mr. R.S. Bhatia, Company Secretary in Practice, (Membership Number : FCS 2599, CP No. 2514) and failing him, Mr. Hardev Singh, Company Secretary in Practice, (Membership Number: FCS 6673, CP No.3317) to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner.

28. The facility of casting the votes by the members using an electronic voting system will be provided by Central Depository Services (India) Limited (CDSL).

29. The details of the process and manner for remote e-voting are explained herein below:

- (i) The shareholders should log on to the CDSL e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's **EASI/EASIEST** e-services, you can log-in at <https://www.cdslindia.com> from **Login - Myeasi** using your login

credentials. Once you successfully log-in to CDSL's **EASI/EASIEST** e-services, click on **e-Voting** option and proceed directly to cast your vote electronically.

- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> 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 (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting



on the resolutions contained in this Notice.

- (x) Click on the EVSN of the Company.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Shareholders can also cast their vote using CDSL's mobile app "**m-Voting**". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/ RTA email id.** at investor_relations@bharatseats.net or rta@alankit.com.
- 2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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 **Company/RTA email id.**

- 3. The company/RTA shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system, conducted by Registrar and Share Transfer Agent, Alankit Assignments Limited. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- 2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **two days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **two days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.



INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor_relations@bharatseats.net (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM, you may contact Mr. Abhinav Kumar Agrawal or Mr. Vijay Pratap (011-42541234) or write an email to abhinavka@alankit.com or vijayps1@alankit.com and for e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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

By Order of the Board
For Bharat Seats Limited

Ritu Bakshi
Company Secretary
FCS No. 3401

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

Place : Gurugram
Date : June 12, 2020

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF COMPANIES ACT, 2013**ITEM NO. 4**

The re-appointment of Mr. Rohit Relan as Managing Director w.e.f.1.10.2016 and remuneration thereof was approved by shareholders at their 29th Annual General Meeting held on 20th July, 2016, on the lines as approved by board in its meeting held on 15th April, 2016.

The remuneration approved by shareholders was valid for 5 years, provided Company should have 'adequate profits' in terms of the provisions of Schedule V of the Companies Act, 2013. And in case of 'inadequacy of profits', the remuneration payable, as approved by shareholders, was valid only for 3 years from the date of appointment. During the current financial year, there is overall slowdown in the automobile industry. Due to this slowdown, there is 'inadequacy of profits' in BSL in terms of Schedule V of the Companies Act, 2013 and remuneration of Managing Director was valid upto 30.09.2019. Therefore, the proposal for remuneration paid/payable to Mr. Rohit Relan, Chairman and Managing Director for his remaining tenure, i.e. from 01.10.2019 to 30.09.2021, as recommended by the Nomination and Remuneration Committee and approved by the Board in their meeting held on 27th January, 2020 on the same lines as he was receiving earlier, is being placed before the shareholders for approval by means of a Special Resolution.

Mr. Rohit Relan is interested in the resolution to the extend of remuneration payable to him and Mr. Ajay Relan and Mrs. Sharda Relan, Directors are interested in the resolution, being relatives of Mr. Rohit Relan.

The Board recommends the resolution set forth for the approval of members.

General information:

(1) Nature of industry

The Company is engaged in manufacture of Seating System, moulded carpets and extruded components for Car market leader, Maruti Suzuki India Limited as well as seats and frames for Suzuki Motor Cycle India Pvt. Ltd. two wheelers, at their plants at Gurgaon in Haryana.

(2) Date or expected date of commencement of commercial production

The Company is already in production for more than thirty years.

(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus

Not applicable, as the Company is an existing one.

(4) Financial performance based on given indicators

The Financial performance of the Company in relation to various indicators during the years 2018-2019 and 2019-2020 is given hereunder:

	(Rs. in lakhs)	
	2019-20	2018-19
Revenue from operations (Gross)	58,857.47	90,356.85
Net Profit after tax	1,251.89	2,142.05
Dividend	25%	50%

(5) Foreign investments or collaborations, if any.

Financial Collaboration with M/s Suzuki Motor Corporation, Japan, who holds 14.81% of the total equity of the Company. Technical Collaboration with M/s Toyo Seat Co. Ltd., Japan, HTT (Hayashi Telempu) and M/s Inoac Corporation, Japan.

II. Information about Mr Rohit Relan, Chairman and Managing Director:

(1) Background details

Mr. Rohit Relan, Chairman and Managing Director, aged 64 years, is a Chartered Accountant and has done Owner/ President Management programme from Harvard Business School. He is promoter entrepreneur of Bharat Seats Limited.