BHARAT SEATS LIMITED

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

09.10.2018

Corporate Relationship Department
Bombay Stock Exchange Limited
Floor 25, P.J.Towers
Dalal Street
Mumbai – 400 001

REF: CODE : 523229

Sub: Annual Report Submission pursuant to Regulation 34 of the SEBI (Listing Obligations And Disclosure Requirement) Regulations, 2015

Dear Sir

Please find attached 31^{st} Annual Report (2017-2018) of our Company, pursuant to Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 for the year ended 31^{st} March, 2018.

The Annual General Meeting of the Company was held on 25^{th} September, 2018 at 11 a.m. at Air Force Auditorium Subroto Park, New Delhi.

FOR BHARAT SEATS LIMITED

Ritu Bakshi

(RITU BAKSHI)
COMPANY SECRETARY

Encl: As Above

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

31 ST ANNUAL REPORT 2017-2018

BHARAT SEATS LIMITED

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. VENKAT RAMAN CHALLA	DIRECTOR-NOMINEE-MARUTI SUZUKI INDIA LIMITED (DIN: 07093663)
	4.	MRS. 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.	MRS. SHYAMLA KHERA	INDEPENDENT DIRECTOR (DIN: 06929439)
	10.	MR. KISHAN N.PARIKH	INDEPENDENT DIRECTOR (DIN: 00453209)
	11.	MR. ARVIND VARMA	INDEPENDENT DIRECTOR (DIN: 02225281)

CORPORATE IDENTITY NUMBER	CIN: L34300DL1986PLC023540
BANKERS	HDFC BANK LTD. STATE BANK OF INDIA THE BANK OF TOKYO - MITSUBISHI UFJ LTD. YES BANK LTD. 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 BHORAKALAN, TEHSIL - FARUKHNAGAR, GURUGRAM (HARYANA) **PLANT 3** PLOT NO. 26, SECTOR-3A, MARUTI SUPPLIER PARK, IMT, MANESAR, GURUGRAM(HARYANA) **PLANT 4** PLOT NO. 677 SECTOR 37 PACE CITY II, GURUGRAM(HARYANA) **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	SANJEEV KUMAR
COMPANY SECRETARY AND COMPLIANCE OFFICER	RITU BAKSHI
REGISTRAR AND SHARE TRANSFER AGENT	M/S ALANKIT ASSIGNMENTS LIMITED 3E/7, ALANKIT HEIGHTS, JHANDEWALAN EXTENSION, NEW DELHI - 110 055
E-MAIL AND WEBSITE	Investor_relations@bharatseats.net, www.bharatseats.com

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BHARAT SEATS LIMITED

(CIN: L34300DL1986PLC023540)
Registered Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070.
E-mail: Investor_relations@bharatseats.net, Website: www.bharatseats.com
Phone: +91 9810808631, Fax: 0124-2341188

NOTICE

NOTICE is hereby given that the Thirty First Annual General Meeting of the members of BHARAT SEATS LIMITED will be held on Tuesday, 25th September, 2018 at 11 a.m. at Air Force Auditorium, Subroto Park, New Delhi - 110010 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, 2018 including the Audited Balance Sheet as at 31st March , 2018, Profit & Loss Account for the year ended on that date together with the reports of the Board of 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, 2018 including the Audited Balance Sheet as at 31st March, 2018, Profit & Loss Account for the year ended on that date together with the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. To declare dividend on equity shares and in this regard 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.1 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. Toshiya Miki (DIN: 07505339) who retires by rotation at this meeting as a Director and in this regard pass the following resolution as an **Ordinary resolution**:

   "**Resolved that** pursuant to Section 152 of the Companies Act, 2013, Mr. Toshiya Miki (DIN: 07505339) who retires by rotation at this meeting be and is hereby appointed as a Director of the Company, liable to retire by rotation."

By Order of the Board
For Bharat Seats Limited

Ritu Bakshi
Company Secretary
FCS No. 3401

Date: 10.8.2018
Place: Gurugram

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

NOTES:

1. (i) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

   The instrument appointing proxy (Proxy Form), in order to be effective must be deposited at the registered office of the Company, not less than 48 (Forty-Eight) hours before the commencement of the Annual General Meeting. Proxy Form is enclosed with the Notice.

   Members are requested to note that a person can act as proxy on behalf of the Members not exceeding 50 (fifty) and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent, of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.

   A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 (Twenty Four) hours before the time fixed for the commencement of the Annual General Meeting and ending with the conclusion of the Annual General Meeting, provided that not less than 3 (three) days of notice in writing is to be given to the Company.

   (ii) Members / proxies / authorized representatives are requested to bring duly filled admission / attendance slips sent herewith along with the notice of the Annual General Meeting at the Meeting.

   (iii) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are requested to send a certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend and vote in their behalf at the Meeting.

   (iv) In case of joint holders attending the Annual General Meeting, only such joint holders who is higher in the order of names will be entitled to vote.

2. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 19th September, 2018 to Tuesday, 25th September, 2018, both days inclusive, for determining the entitlement of the shareholders to the Dividend for 2017-18, if declared.

3. The Dividend on Equity Shares, as recommended by the Board of Directors, if declared at the meeting, will be credited/ dispatched between 25th September, 2018 and 24th October, 2018 to those shareholders whose names appear in the Register of Members on 18th September, 2018, after giving effect to valid transfer requests lodged with the Company on or before 18th September, 2018. 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 18th September, 2018.

4. 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. 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 write to the Company/ Alankit Assignments Ltd.

5. The Company has transferred the unpaid or unclaimed dividends declared up to the financial years 2009-2010, from time to time on due dates to the Investor Education and Protection Fund(the IEPF) established by the Central Government.

6. 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 21st September, 2017 (date of the previous Annual General Meeting) 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/pdf/unclaimed-dividend-as-on-agm-21-9-2017.pdf.

7. Members are requested to note that, dividends if not encashed for a consecutive 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 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 2010-11 and thereafter to IEPF are as follows:

F.Y. Ended	Declaration Date	Due Date
March 31, 2011	August 4, 2011	September 1, 2018
March 31, 2012	July 26, 2012	August 24, 2019
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

8. (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 2017-18, 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. October 31, 2017. 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/pdf/website-disclosure-for-iepf-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.iepf.gov.in/IEPFA/refund.html in Form IEPF-5 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.

9. SEBI has decided that securities of listed companies can be transferred only in dematerialized form from December 5, 2018. In view of the above and to avail various benefits of dematerialization, members are advised to dematerialize shares held by them in physical form.

10. To prevent fraudulent transactions, members are requested to notify any change in address or demise of any member, as soon as possible.

11. 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/DOP1/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.

12. 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.

13. Details of the Director retiring by rotation at the ensuing Meeting, in pursuance to Regulation 26 (4) & clause 36(3), Chapter IV of the SEBI(Listing Obligations & Disclosure Requirements)Regulations, 2015, and Secretarial Standards in General Meeting issued by ICSI in respect of Directors seeking appointment/ reappointment at this Annual General Meeting is also annexed forms integral part of the notice.

14. 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.

15. Electronic copy of the Annual Report for 2017-18 is being sent to all the members whose email IDs are registered with the Company/ Depository Participant, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report is being sent in the permitted mode.

16. Electronic copy of the Notice of the Thirty First Annual General Meeting of the Company indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository participant, unless the member has requested for a hard copy of the same. For members who have not registered their email IDs, physical copies of the Notice along with process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

17. The Notice for the Annual General Meeting and the Annual Report will be available for inspection at the Registered Office of the Company on all working days between 9:30 a.m. to 11:30 a.m. up to the date of Annual General Meeting. The above said shall also be available on the Company's website at: www.bharatseats.com.

18. 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

19. 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.

20. The Company has designated an exclusive e-mail ID namely, investor_relations@bharatseats.net for receiving and addressing investors' grievances.

21. 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.

22. Voting options:

I) In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management And Administration) Rules, 2015, the Company is providing facility to members to exercise their right to vote on resolutions proposed to be considered at the 31st Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the Annual General Meeting ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

II) The facility for voting through ballot paper shall be made available at the Annual General Meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

III) The members who have cast their vote by remote e-voting prior to the Annual General Meeting, may also attend the Annual General Meeting, but shall not be entitled to cast their vote again.

IV) The remote e-voting period begins on Saturday, 22nd September, 2018 at 9:00 a.m. and ends on Monday, 24th September, 2018 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September, 2018, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

V) The process and manner for remote e-voting is as under:

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(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 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 Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(vii) After entering these details appropriately, click on "SUBMIT" tab.

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

(ix) For Members 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 for Bharat Seats Limited.

(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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

(xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

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

VI) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or send email to Company at Investor_relations@bharatseats.net or contact the Company or Registrar & Share Transfer Agent.

VII) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut off date i.e. 18th Sep., 2018.

VIII) Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of Annual General Meeting and holding shares as on the cut off date i.e. 18th Sep., 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or send email to Company at Investor_relations@bharatseats.net. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using 'Forgot Use Details/Password' option available on www.evotingindia.com.

IX) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through ballot paper.

X). Mr. R.S. Bhatia, Company Secretary in Practice (Membership Number: FCS 2599) has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

XI) The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.

XII) The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who can countersign the same and declare the result of the voting forthwith.

XIII) The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bharatseats.com and will be communicated to the BSE Ltd. immediately after the declaration of result by the Chairman or a person authorized by him in writing.

By Order of the Board
For Bharat Seats Limited

Ritu Bakshi
Company Secretary
FCS No. 3401

Place: Gurugram
Date: 10.8.2018

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

DETAILS OF DIRECTOR SEEKING REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING IN PURSUANCE TO CLAUSE 36(3) OF CHAPTER IV- RELATING TO DOCUMENTS & INFORMATION TO SHAREHOLDERS OF THE SEBI(LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS)REGULATIONS, 2015

NAME OF THE DIRECTOR	**MR TOSHIYA MIKI**
DIRECTOR IDENTIFICATION NUMBER	07505339
AGE	49 years
DATE OF JOINING THE BOARD	20.01.2017
QUALIFICATION	Graduate from Meijo University in Mechanical
EXPERIENCE INCLUDING EXPERTISE IN SPECIFIC FUNCTIONAL AREA	Mr Toshiya Miki has wide experience in Purchase Cost Control and Business Promotion. Presently, he is Executive Officer(Supply Chain) of MSIL with expertise in Purchase
TERMS & CONDITIONS OF APPOINTMENT/ RE-APPOINTMENT	As per the resolution at item no.3 of the Notice convening Annual General Meeting on 25th September, 2018
REMUNERATION LAST DRAWN, INCLUDING SITTING FEES IF ANY	Rs.80,000/- (Sitting Fees only)
REMUNERATION PROPOSED TO BE PAID	As per existing terms and conditions
RELATIONSHIP WITH OTHER DIRECTORS/ KMP	- None -
NUMBER OF MEETINGS OF THE BOARD ATTENDED DURING THE YEAR	4
CHAIRMANSHIPS/ DIRECTORSHIPS HELD IN OTHER COMPANIES AS ON 31.03.2018	1. SONA KOYO STEERING SYSTEMS LIMITED 2. MARK EXHAUST SYSTEMS LIMITED
CHAIRMANSHIPS/ MEMBERSHIPS OF COMMITTEES OF OTHER COMPANIES AS ON 31.03.2018	None
NO. OF SHARES HELD IN THE COMPANY	None

BOARD'S REPORT

Dear Shareholders

Your Directors have pleasure in presenting the 31st Annual Report together with the Audited Accounts for the year ended 31st March, 2018

FINANCIAL RESULTS Rupees in lakhs

PARTICULARS	2017-2018	2016-2017
REVENUE FROM OPERATIONS	1,00,137.75	94777.38
OTHER INCOME	120.90	148.21
PROFIT BEFORE FINANCIAL CHARGES & DEPRECIATION	6581.48	3839.45
LESS: FINANCE COSTS	320.38	447.12
PROFIT BEFORE DEPRECIATION & TAXATION	6261.10	3392.33
LESS:		
A) DEPRECIATION	1911.08	1710.34
B) PROVISION FOR TAXATION		
- CURRENT TAX(NET OF MAT CREDIT ENTITLEMENT)	1542.02	425.20
- DEFERRED TAX	(61.34)	112.53
- ADJUSTMENT OF TAX RELATING TO EARLIER YEARS	47.83	(73.05)
NET PROFIT AFTER TAX	2821.51	1217.31
ADD: OTHER COMPREHENSIVE INCOME, NET OF TAXES	(19.21)	(7.59)
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	2802.30	1,209.72
TRANSFER TO GENERAL RESERVE	-	-
BALANCE CARRIED FORWARD TO BALANCE SHEET	2802.30	1209.72

FINANCIAL HIGHLIGHTS AND OPERATIONS

The revenue from operations and other income for the financial year under review was Rs. 100,258.65 lakhs as against Rs 94,925.59 lakhs for the previous financial year, i.e. an increase by 5.62%.The profit before finance costs, depreciation and taxation is Rs.6581.48 lakhs for the financial year under review as against Rs 3839.45 lakhs for the previous financial year, i.e. increase by 71.42%. The profit after tax increased to Rs. 2821.51 lakhs, as compared to Rs. 1217.31 lakhs for the previous financial year, i.e. increase by 131.78%. Total comprehensive income for the year increased to Rs. 2802.30 lakhs as compared to Rs. 1209.72 lakhs for the previous financial year, i.e. increase by 131.65%. This is mainly due to increase in volumes and other cost saving measures taken by the Company.

TPM ACTIVITY

To achieve vision, mission and business objectives, we are practicing TPM which is a proven world class practice and we had experienced the benefits of the same methodology.

We have started TPM activity first time in year 1999 at Gurugram Plant under the able guidance of Yamaguchi san and mentoring of our Chairman and Managing Director, Mr. Rohit Relan and learnt numerous new tools and techniques and achieved positive results and BSL Gurugram plant was awarded with Excellence Award in 2006 by JIPM (Japan Institute of Plant Maintenance).

Now Bharat Seats Limited (BSL) at Group Level has started TPM activity under the able guidance of Kuramitsu san(TPM Consultant from JMAC, Japan) and mentoring of our CMD, Mr. Rohit Relan. We launched the same in July 2017 with total Management commitment. Now Gurugram Plant has started activity for Second Level Award which is Consistence in Excellence and Manesar, Bhorakalan and TRIM plants are going for Excellence Award in 2020.

To achieve the said objective and award, all manufacturing locations of BSL have started working for model machine (one each in each plant) achieved significant improvements and results in terms of PQCDSME (Productivity, Quality, Cost, Delivery, Safety, Morale and Environment).

TPM kick-off happened in February 2018 in the presence of esteemed guest from our valuable customer (MSIL), our Key Suppliers, Mr. Rohit Relan CMD and BSL Team and Pillars. Now we are in the expansion phase to implement TPM Activity at all manufacturing locations with emphasis on Kaizen, Autonomous Maintenance, Focused Improvements and other Improvement project, activities and actions initiated as per the guidelines of Kuramitsu san.

TRANSFER TO GENERAL RESERVE

During the F.Y 2017-18, the Company has not transferred any amount to General Reserve.

DIVIDEND

Your Directors are pleased to recommend for the approval of the shareholders at the 31st Annual General Meeting, a dividend of 50% (Re 1/- per equity share) for the financial year ended 31.03.2018 . The dividend shall be subject to tax on dividend to be paid by the Company.

TRANSFER TO INVESTOR EDUCATION AND PROTECTION FUND

a. The members of the Company are informed that the dividends that remain unpaid / unclaimed for a period of 7 (seven) years from the date of transfer to the Unpaid / Unclaimed dividend account are required to be transferred to the Investor Education & Protection Fund (IEPF) Authority established by the Central Government.

   Accordingly, during the financial year under review, the Company has transferred Unpaid/ Unclaimed dividend amounting to Rs.1,65,740 lying with the Company for a period of seven years pertaining to the financial year ended on March 31st, 2010.

b. The members of the Company are also informed that as per the new provisions introduced in the year 2016, underlying equity shares on which dividend remain Unpaid/Unclaimed for a period of 7 (seven) consecutive years are required to be transferred to the Investor Education & Protection Fund (IEPF) Authority established by the Central Government.

   Accordingly, during the financial year under review, the Company has transferred the following shares to IEPF Authority:

   (i) 40,827 equity shares in respect of which dividend have not been claimed by the members for seven consecutive years pertaining to the financial year ended on Marh 31, 2010, upto financial year 2016.

SHARE CAPITAL

There is no change in the capital structure of the Company.

CHANGE IN THE NATURE OF BUSINESS

There was no change in the nature of business during the financial year 2017-2018 under review.

AWARDS AND RECOGNITION

During the year, your Company has been awarded:

1. Certificate for Yield Improvement
2. Shield for Overall Performance at Vendor Conference of Maruti Suzuki India Limited, held in Singapore.

Your Company has been awarded:

– a certificate for Fire Safety at Vendor Conference of Maruti Suzuki India Limited held in May, 2018; and

– a shield for cost reduction from Suzuki Motor Cycle India Private Limited.

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion And Analysis as stipulated under Regulation 34 of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 is presented in a separate section, forming part of the Annual Report.

CREDIT RATING

ICRA has assigned its Short Term credit rating of A2+ and Long term Credit rating of A-, indicating the outlook on the long term rating as 'Stable'.

RELATED PARTY TRANSACTIONS

All contracts/ transactions entered into by the Company during the financial year with related parties were in the ordinary course of business and on arm's length basis.

The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at the web link: http://www.bharatseats.com/investors/ Policy on Related Party Transactions.

The information relating to particulars of contracts or arrangements with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 in Form AOC-2 is annexed as Annexure I, forming part of this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of Companies(Accounts) Rules, 2014 is annexed hereto as Annexure II, forming part of this Report.

BOARD ANNUAL EVALUATION

In compliance with the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and guidance note dt. 5th January, 2017, performance evaluation was carried out of the Board, its Committees and individual Directors, including the Chairman of the Board.

Nomination & Remuneration Committee reviewed the evaluation criteria for the Board, its Committees, Executive and non-executive Directors and Chairman of the Company, considering qualification, expertise, attributes and various parameters based on which evaluation of the Board has to be carried out by the Company.

A separate meeting of the independent directors was convened which reviewed the performance of the Board (as a whole), Committees of the Board, the non-independent directors and the Chairman.

The evaluation of Independent Directors was carried out by the Board.

This exercise was carried out through structured evaluation process covering various aspects of the Board such as composition of the Board/ Committees, experience, competencies, performance of specific