

Harita Seating Systems Limited

Regd. Off : Jayalakshmi Estates, No.29 (Old No.8), Haddows Road, Chennai - 600 006, India.
Tel : +91 (44) 28272233, Fax : 91 (44) 28257121

CIN: L27209TN1996PLC035293
E-Mail: corpsec@scl.co.in

01/02/B/12

7th August 2014

The Manager
Listing Department
National Stock Exchange of India Ltd.
Exchange Plaza, C-1, Block - G
Bandra-Kurla Complex
Bandra (E), Mumbai 400 051.

Scrip Code: HARITASEAT

Dear Sir,

**Sub : Outcome of the 18th Annual General Meeting (AGM) of the Company held on
6th August 2014**

We wish to inform you that the shareholders of the Company at the 18th annual general meeting of the Company (AGM) held on Kasturi Srinivasan Hall (Mini Hall), The Music Academy, No.168, (Old No. 306) T. T. K Road, Chennai 600 014 approved all the items of business as contained in the notice convening the said AGM.

Chairman of the Company, in order to regulate the meeting of the shareholders, provided the facility of voting through 'ballot' papers to all those shareholders and proxy holders, who attended the AGM and who did not participate in E-voting, in proportion to their shareholding, for all the subjects, as contained in Item Nos.1 to 7 of the Notice of the AGM.

All the resolutions were passed by the shareholders, with requisite majority.

In this connection, we enclose the following:

- Results of voting through electronic means and physical ballot;
- Scrutinizer's Report on e-voting; and
- Scrutinizer's Report on physical ballot provided to the shareholders who attended the AGM personally and did not participate in the e-voting process.

The said results declared by the Chairman and the reports submitted by the scrutinizer are also uploaded on the Company's Website and are also advised to the Depository viz., National Securities Depository Limited, to publish the same in their website.

Thanking You,

Yours faithfully,
For HARITA SEATING SYSTEMS LIMITED


N Iswarya Lakshmi
Company Secretary

Encl: a/a

Works : Harita Seating Systems Limited
Belagondapalli, Thally Road, Hosur - 635 114, India.
Ph : +91 4347 233445, Fax : +91 4347 233460
Website : www.haritaseating.com

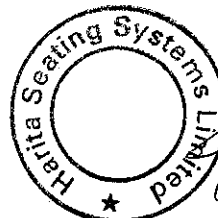
Details of voting results

(i) Attendance of members:

Date of the Annual General Meeting	6th August 2014	
Total number of shareholders as on Cut-off Date / Book Closure	4,051	
No. of shareholders present in the meeting either in person or through proxy:	Total : 794	
	Members Present in person	Through Proxy
Promoters and promoter group	1	-
Public	792	1
No. of shareholders attended the meeting through video conferencing	-----	

(ii) Voting by members:

Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
1	Adoption of Accounts for the year ended 31 st March 2014	Ordinary	E-Voting & Physical Ballot	All these resolutions were passed with requisite majority
2	Reappointment of Mr Martin Grammer, director	Ordinary	E-Voting & Physical Ballot	
3	Appointment of M/s Sundaram & Srinivasan as Statutory Auditors	Ordinary	E-Voting & Physical Ballot	
4	Ratification of remuneration payable to Cost Auditors	Ordinary	E-Voting & Physical Ballot	



Item No. in the notice	Subject	Resolution (ordinary / special)	Mode of voting	Remarks
5	Appointment of Mr H Lakshmanan, as an Independent Director	Special	E-Voting & Physical Ballot	All these resolutions were passed with requisite majority
6	Appointment of Mr S I Jaffar Ali, as an Independent Director	Special	E-Voting & Physical Ballot	
7	Appointment of Mr C N Prasad, as an Independent Director	Special	E-Voting & Physical Ballot	

(iii) Results of Poll / postal ballot / E-voting by members:

The mode of voting for all resolutions was:

- (i) e-voting; and
- (ii) physical ballot provided to the shareholders who attended the AGM personally and did not participate in the e-voting process.

Results of voting in the prescribed format is annexed herewith.

For HARITA SEATING SYSTEMS LIMITED

N Iswarya Lakshmi
N Iswarya Lakshmi
Company Secretary

Harita Seating Systems Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

Date of declaration of results: 6th August 2014 (Being the date of Annual General Meeting)

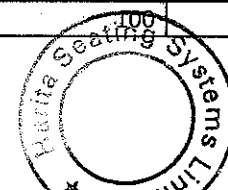
Total shareholders as on 8th July 2014 : 4,051

Details of voting on the ordinary / special resolutions as detailed in the notice of 18th Annual General Meeting

Resolution No. 1	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Adoption of Accounts for the year ended 31st March 2014	Promoter and Promoter Group	51,54,900	51,54,900	100.00%	51,54,900	-	100.00%	0.00%
	Public - Institutional holders	6,75,169	6,74,969	99.97%	6,74,969	-	100.00%	0.00%
	Public - Others	19,38,971	5,80,123	29.92%	5,80,123	-	100.00%	0.00%
	Total	77,69,040	64,09,992	82.51%	64,09,992	-	100.00%	0.00%

Resolution No. 2	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Reappointment of Mr Martin Grammer, director	Promoter and Promoter Group	51,54,900	51,54,900	100.00%	51,54,900	-	100.00%	0.00%
	Public - Institutional holders	6,75,169	6,74,969	99.97%	6,74,969	-	100.00%	0.00%
	Public - Others	19,38,971	5,80,123	29.92%	5,80,123	-	100.00%	0.00%
	Total	77,69,040	64,09,992	82.51%	64,09,992	-	100.00%	0.00%

Resolution No. 3	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Appointment of M/s Sundaram & Srinivasan as Statutory Auditors	Promoter and Promoter Group	51,54,900	51,54,900	100.00%	51,54,900	-	100.00%	0.00%
	Public - Institutional holders	6,75,169	6,74,969	99.97%	6,74,969	-	100.00%	0.00%
	Public - Others	19,38,971	5,80,123	29.92%	5,80,023	100	99.98%	0.02%
	Total	77,69,040	64,09,992	82.51%	64,09,892	100	100.00%	0.00%



Signature

Harita Seating Systems Limited

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

Date of declaration of results: 6th August 2014 (Being the date of Annual General Meeting)

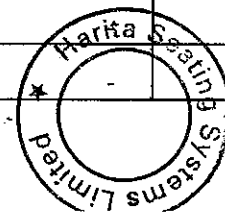
Total shareholders as on 8th July 2014 : 4,051

Details of voting on the ordinary / special resolutions as detailed in the notice of 18th Annual General Meeting

Resolution No.4	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Ratification of remuneration payable to Cost Auditors	Promoter and Promoter Group	51,54,900	51,54,900	100.00%	51,54,900	-	100.00%	0.00%
	Public - Institutional holders	6,75,169	6,74,969	99.97%	6,74,969	-	100.00%	0.00%
	Public - Others	19,38,971	5,80,123	29.92%	5,80,023	100	99.98%	0.02%
	Total	77,69,040	64,09,992	82.51%	64,09,892	100	100.00%	0.00%

Resolution No.5	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Appointment of Mr H Lakshmanan as an Independent Director	Promoter and Promoter Group	51,54,900	51,54,900	100.00%	51,54,900	-	100.00%	0.00%
	Public - Institutional holders	6,75,169	6,74,969	99.97%	6,74,969	-	100.00%	0.00%
	Public - Others	19,38,971	5,80,123	29.92%	5,80,123	-	100.00%	0.00%
	Total	77,69,040	64,09,992	82.51%	64,09,992	-	100.00%	0.00%

Resolution No.6	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Appointment of Mr S I Jaffar Ali as an Independent Director	Promoter and Promoter Group	51,54,900	51,54,900	100.00%	51,54,900	-	100.00%	0.00%
	Public - Institutional holders	6,75,169	6,74,969	99.97%	6,74,969	-	100.00%	0.00%
	Public - Others	19,38,971	5,80,123	29.92%	5,80,123	-	100.00%	0.00%
	Total	77,69,040	64,09,992	82.51%	64,09,992	-	100.00%	0.00%



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Harita Seating Systems Limited

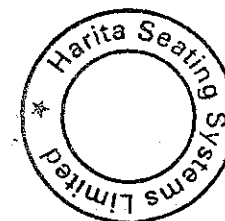
Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-Voting / ballot paper are furnished below:

Date of declaration of results: 6th August 2014 (Being the date of Annual General Meeting)

Total shareholders as on 8th July 2014 : 4,051

Details of voting on the ordinary / special resolutions as detailed in the notice of 18th Annual General Meeting

Resolution No.7	Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour – on votes polled	% of votes against – on votes polled
Appointment of Mr C N Prasad as an Independent Director	Promoter and Promoter Group	51,54,900	51,54,900	100.00%	51,54,900	-	100.00%	0.00%
	Public - Institutional holders	6,75,169	6,74,969	99.97%	6,74,969	-	100.00%	0.00%
	Public - Others	19,38,971	5,80,123	29.92%	5,80,123	-	100.00%	0.00%
	Total	77,69,040	64,09,992	82.51%	64,09,992	-	100.00%	0.00%



Isuaya

4th August 2014

To,
The Chairman,
Harita Seating Systems Limited
"Jayalakshmi Estates",
No. 29 (Old No.8), Haddows Road,
Chennai-600006

Dear Sir,

Sub: **Electronic voting** process under Section 108 of the Companies Act, 2013 ("Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("Rule") and Clause 35B of the listing agreement with stock exchanges-Submission of **Scrutiniser's report**

The Board of Directors of your company have, vide a resolution passed on 22nd May 2014, decided to provide the members of your company a facility to exercise their right to vote on all the **7 (seven) resolutions** as set out in the Notice calling for the Annual General Meeting on 6th August 2014 ("AGM"), by 'electronic means', and appointed me as a **Scrutiniser** for the said electronic voting process.

I submit my report as under:

1. **National Securities Depository Limited (NSDL)** was selected by the company to provide the e-voting platform.
2. The company had **4,049 members** on the **Register of Members/ List of Beneficial owners** as on the record date namely **8th July 2014**.
3. **The despatch of notice of the AGM ("AGM notice")**, along with the annual report, by registered book post to **3,324 members**, including **2,774 members** who had not provided any email address, was **completed on 11th July 2014**.
4. **AGM notice**, along with annual report, was also sent through electronic means by NSDL on **14th July 2014** to **1,275 members** who had provided email address for receipt of documents in electronic mode. In the case of 13 such members, where emails returned undelivered, AGM notices were despatched by registered book post on **17th July 2014**.
5. The AGM notice:
 - (a) Mentioned that all the business set out in the notice may be transacted through electronic voting system.
 - (b) Indicated the process and manner for voting by electronic means and
 - (c) Mentioned **31st July 2014 (9.00 am) to 2nd August 2014 (6.00 pm)** as the time period during which votes may be cast ("e-voting period").
6. NSDL provided the login id and also the password/ facility for generating password to enable members to cast their votes electronically.
7. The company published advertisements on **16th July 2014** in "**Business Line**" an English newspaper in English language and in "**Makkal Kural**" a Tamil newspaper in English language about having sent the AGM notice and also specifying therein the matters prescribed in the Rule with regard to e-voting.
8. At the end of the e-voting period, I have unblocked the electronic votes cast in the presence of two witnesses not in the employment of the company and have prepared this report.



Harita Seating Systems Limited
Scrutiniser's Report - 4th August 2014

9. The shareholding stated in the electronic ballot was matched/ confirmed with Register of Members/ List of Beneficial owners as on the record date.
10. The particulars of all the electronic votes cast by members of the company have been recorded by me electronically in a separate register maintained for the purpose.
11. A summary of the e-voting is given below:

Particulars	Number of members	Number of shares/ votes
Total eligible members/ votes as on 8 th July 2014	4,049	77,69,040
Participating members/ votes cast during e-voting period for each of the seven items of business set out in AGM notice	48	53,28,556

Resolution				Assent (For)		Dissent (Against)	
No	Nature	Subject matter		Number of valid votes	%	Number of valid votes	%
1.	Ordinary	Adoption of financial statements for FY 2013-14		53,28,556	100.00	0	0.00
2.	Ordinary	Re-appointment of retiring director – Mr. Martin Grammer		53,28,556	100.00	0	0.00
3.	Ordinary	Appointment of M/s Sundaram & Srinivasan, Chartered Accountants, as auditors for the transition period of 3 (three) years		53,28,556	100.00	0	0.00
4.	Ordinary	Ratification of remuneration to M/s. Raman & Associates, Cost Accountants as the Cost Auditors for FY 2014-15		53,28,556	100.00	0	0.00
5.	Special	Appointment and remuneration of independent directors for a term of 5 years from the conclusion of the AGM	Mr. H Lakshmanan	53,28,556	100.00	0	0.00
6.	Special		Mr. S I Jaffar Ali	53,28,556	100.00	0	0.00
7.	Special		Mr. C N Prasad	53,28,556	100.00	0	0.00

12. Hence all resolutions are deemed to be duly passed on the date of the ensuing AGM namely, 6th August 2014.
13. You may accordingly declare the result of the electronic voting.

Thanking you,
Yours faithfully,

K. Sriram
K SRIRAM,
SCRUTINISER.



FORM No. MGT-13

Report of Scrutinizer

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
Mr. H Lakshmanan
Chairman,
Harita Seating Systems Limited,
Jayalakshmi Estates, 29, Haddows Road,
Chennai - 600 006

Sub: 18th Annual General Meeting of the Equity Shareholders of Harita Seating Systems Limited, held on Wednesday the 6th August 2014 at 10.00 am at Kasturi Srinivasan Hall (Mini Hall) "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014

Dear Sir,

I, **K Sriram**, *Practising Company Secretary*, Partner of M/s. S Krishnamurthy & Co., Company Secretaries, appointed as **Scrutinizer** for the purpose of the poll taken on the below mentioned resolutions, at the 18th annual general meeting of the Equity Shareholders of Harita Seating Systems Limited, held on Wednesday the 6th August 2014 at 10.00 am at Kasturi Srinivasan Hall (Mini Hall) "The Music Academy", New No.168 (Old No.306) TTK Road, Royapettah, Chennai 600014, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, two (2) ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized.
3. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The result of the Poll is as under:

Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
1.	Adoption of financial statement for the year ended 31 st March 2014	Ordinary	Number of members present and voting (in person/ by proxy)	15	0	12
			Number of votes cast	10,89,903	0	Did not arise
			% of valid votes cast	100%	0	



FORM No. MGT-13
Harita Seating Systems Limited- Poll on 6th August 2014

Resolution			Voting			
No	Subject-matter	Type		In favour	Against	Invalid
2.	Re-appointment of retiring director - Mr. Martin Grammer (DIN 00061786)	Ordinary	Number of members present and voting (in person/ by proxy)	15	0	12
			Number of votes cast	10,89,903	0	Did not arise
			% of valid votes cast	100%	0	
3.	Appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, as auditors for 3 consecutive years	Ordinary	Number of members present and voting (in person/ by proxy)	14	1	12
			Number of votes cast	10,89,803	100	Did not arise
			% of valid votes cast	99.99%	0.01%	
4.	Ratification of remuneration to Raman & Associates, Cost Accountants for FY 2014-15	Ordinary	Number of members present and voting (in person/ by proxy)	14	1	12
			Number of votes cast	10,89,803	100	Did not arise
			% of valid votes cast	99.99%	0.01%	
5.	Appointment of Mr. H Lakshmanan (DIN 00057973) as a non-executive independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	15	0	12
			Number of votes cast	10,89,903	0	Did not arise
			% of valid votes cast	100%	0	
6.	Appointment of Mr. S I Jaffar Ali (DIN 00088988) as a non-executive independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	15	0	12
			Number of votes cast	10,89,903	0	Did not arise
			% of valid votes cast	100%	0	
7.	Appointment of Mr. C N Prasad (DIN 01980888) as a non-executive independent director for 5 years	Special	Number of members present and voting (in person/ by proxy)	15	0	12
			Number of votes cast	10,89,903	0	Did not arise
			% of valid votes cast	100%	0	

6. An excel file containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
7. The poll papers and all other relevant records were sealed and handed over to the Company Secretary.
8. Please declare the results accordingly.

Thanking you,
Yours faithfully,

K SRIRAM,
Scrutinizer.
Chennai
6th August 2014

