

PROCEEDINGS OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF HARITA SEATING SYSTEMS LIMITED HELD ON WEDNESDAY, THE 6TH AUGUST 2014, AT 10.00 A.M. AT KASTURI SRINIVASAN HALL (MINI HALL), 'THE MUSIC ACADEMY', NEW NO. 168 (OLD NO. 306), T.T.K. ROAD, ROYAPETTAH, CHENNAI 600 014

Present

Directors

Mr H Lakshmanan, chairman
Mr C N Prasad, director
Mr S I Jaffar Ali, director
Mr Martin Grammer, director

Statutory Auditors

Mr M Balasubramaniam, Partner
M/s.Sundaram & Srinivasan
Chartered Accountants, Chennai

Scrutinizer appointed by the Board

Mr K Sriram, Partner, M/s.S Krishnamurthy & Co.,
Company Secretaries, Chennai

In attendance

Mr A G Giridharan, president cum manager
Mr A Baskar, general manager - finance
Ms N Iswarya Lakshmi, company secretary

Members

793 members in person and 1 member through proxy

Mr H Lakshmanan, chairman occupied the chair.

Chairman called the meeting to order, as the requisite quorum was present.

Chairman then informed the members that the Register of Directors' and Key Managerial Personnel and their shareholdings, in terms of Section 170 read with Section 171 of the Companies Act, 2013, (the Act 2013) and Register of Contract in terms of Section 189 of the Act 2013 were kept open for inspection during the annual general meeting and made accessible during the continuance of the said meeting.

CHAIRMAN'S
INITIAL

Chairman, with the consent of the members present, took the Notice dated 22nd May 2014 convening the 18th annual general meeting of the Company as read (Notice of AGM) and also the Independent Auditors' Report and its annexure to the members as read, in terms of Section 145 of the Act 2013, since the same was an unqualified report.

Chairman then delivered his speech to the members, relating to industry review, performance of the Company for 2013-14, performance of the subsidiary viz., Harita Fehrer Limited during 2013-14, payment of dividend, new product development, new initiatives undertaken by the Company and outlook for the year 2014-15.

After concluding his speech, Chairman informed about the opportunity given to the shareholders for ensuring their wider participation and voting on all the resolutions placed before them in the annual general meeting through 'E-voting' as mandated under the statutes - both the Companies Act 2013 and Clause 35B of the Listing Agreement.

Chairman also explained that the Company provided the E-voting facility through the "National Securities Depository Limited (NSDL)" and in view of this, 'voting by shows of hands' has been dispensed with.

Chairman informed that, as per the requirements under statutes, the 'E-Voting' period was kept open from 31st July 2014 (9.00 a.m.) to 2nd August 2014 (6.00 p.m.).

Chairman informed that Mr K Sriram, Partner, M/s S Krishnamurthy & Co., company secretaries, Chennai, who was appointed as the Scrutinizer by the Board for scrutinizing the E-voting process had submitted his report on the "Results of E-Voting" on all the resolutions placed before the members.

He then invited the members to seek clarifications / queries, if any, on the agenda items of Notice of AGM placed before them for approval.

At the outset, shareholders raised queries pertaining to (i) lower dividend pay-out as compared to last year; (ii) delisting of shares from Madras Stock Exchange Limited; (iii) Reasons for increase in expenses; (iv) Bonus issue; and (v) steps taken by the management with regard to payment of unclaimed dividends.

Chairman, after providing the opportunity to each of such shareholders for seeking any clarification on all the items on the agenda placed before them, explained and responded to all the queries raised by the shareholders.

Chairman then, after providing all the clarifications as sought by the shareholders, reiterated that, since the Company has provided E-Voting facility to the members to vote between 31st July 2014 to 2nd August 2014, it was obligatory on the part of the Company to provide similar voting rights to those members, who were personally present in the meeting hall, in person or through proxies, to vote in proportion to the shares held by them.

He therefore announced that the Poll would be arranged through the issue of "ballot form" for voting on all the resolutions contained in the ordinary and special business of the Notice of AGM.

He then informed that "ballot forms" are distributed to the shareholders present and he requested the Scrutinizer to help the shareholders for casting their votes through ballot form and conduct the Poll process. Then, the shareholders and the proxies, after getting the 'ballot form' exercised their voting as per the procedures explained to them by the Scrutinizer.

After ensuing that all the shareholders and proxies, who were present in meeting hall and participated in the Poll, had cast their votes, the Scrutinizer closed the Poll at around 11.00 a.m. Then, the Scrutinizer took the custody of the Polling boxes for counting the votes and submitting the results to the Chairman.

Chairman then announced that the results, declared both on E-Voting and through ballot form along with the Scrutinizers report, will be placed on the Company's website and on the website of NSDL within two days from the conclusion of the annual general meeting and would be communicated to the Stock Exchanges, where the Company's shares are listed.

Chairman thanked the shareholders for their active support to the Company and declared the formal closure of 18th Annual General Meeting of the Company.

On 7th August 2014, after counting & verification of validity of votes polled through ballot forms, Chairman noted the consolidated report on the results of both E-Voting and poll submitted by the Scrutinizer on all the resolutions placed before the shareholders. The results were then announced through the website of the Company, NSDL as well as the Stock Exchanges, as detailed below:

CHAIRMAN'S
INITIAL

Ordinary business:**Item No:1 – Adoption of annual accounts for the year ended 31st March 2014:**

"RESOLVED THAT the audited balance sheet as at 31st March 2014, the statement of profit and loss and cash flow statement including consolidated financial statements for the year ended on that date, together with the directors' report and the auditors' report thereon as presented to the meeting, be and are hereby, approved and adopted".

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
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%

Result: The ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No:2 – Reappointment of Mr Martin Grammer as non-independent director

"RESOLVED THAT Mr Martin Grammer (holding DIN 00061786), director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company".

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
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%

Result: The ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No:3 – Appointment of statutory auditors:

"RESOLVED THAT M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, having Firm Registration No. 004207S, allotted by The Institute of Chartered Accountants of India, be and are hereby appointed as statutory auditors of the Company to hold office, for the transitional period of three consecutive years from the conclusion of the ensuing annual general meeting, subject to ratification at every annual general meeting, on such remuneration, as may be fixed in this behalf by the board of directors of the Company."

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
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%

Result: The ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Special Business:

Item No: 4 –Ratification of remuneration payable to the Cost Auditors:

"RESOLVED THAT the remuneration of Rs.2 Lakhs, in addition to reimbursement of travel and out-of-pocket expenses, payable to M/s. Raman & Associates, Cost Accountants, Chennai, having Firm Registration No. 000050, allotted by The Institute of Cost Accountants of India, who were appointed as cost auditors of the Company for the year 2014-15, as recommended by the audit committee and approved by the board of directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, be and is hereby ratified."

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
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%

Result: The ordinary resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No:5 – Appointment of Mr H Lakshmanan as independent director for a period of 5 years:

"RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr H Lakshmanan (holding DIN 00057973), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board / committees, and profit related commission, if any, in terms of the applicable provisions of the Companies Act, 2013 as determined by the board from time to time."

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
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%

Result: The special resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No:6 – Appointment of Mr S I Jaffar Ali as independent director for a period of 5 years:

"RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr S I Jaffar Ali (holding DIN 00058955), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board / committees, and profit related commission, if any, in terms of the applicable provisions of the Companies Act, 2013 as determined by the board from time to time."

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
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%

Result: The special resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution

Item No:7 – Appointment of Mr C N Prasad as independent director for a period of 5 years:

"RESOLVED THAT, subject to the provisions of Sections 149, 150, 152, 160 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr C N Prasad (holding DIN 01950656), be and is hereby appointed as a non-executive and independent director of the Company, to hold office for a term of five consecutive years from the conclusion of this Annual General Meeting and to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board /

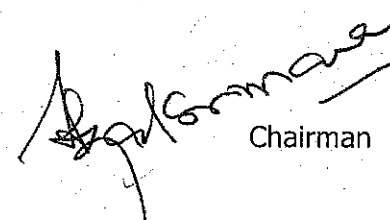
committees, and profit related commission, if any, in terms of the applicable provisions of the Companies Act, 2013 as determined by the board from time to time."

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
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%

Result: *The special resolution was passed as the requisite majority of votes were cast / polled in favour of the resolution*

All the resolutions as contained in item No.1 to 7 of 18th Annual General Meeting of the Company stood deemed to be passed on 6th August 2014, being the date of the relevant Annual General Meeting of the members.

25th August 2014


Chairman

CANCELLED