

Harita Seating Systems Limited

Regd. Off: Jayalakshmi Estates, No.29 (Old No.8), Haddows Road, Chennai – 600 006, India.
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CIN: L27209TN1996PLC035293 E-Mail: corpsec@scl.co.in

14th August 2018

National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor,
Plot No. 1/C, "G" Block,
Bandra-Kurla Complex,
Bandra (E), Mumbai 400 051.

Scrip code: HARITASEAT

Dear Sir,

**Sub : Intimation on the Proceedings of Annual General Meeting (AGM)
and Disclosure of Voting Results.**

We wish to inform you that the 22nd Annual General Meeting of the Company (AGM) was held on 13th August 2018, at "Kasturi Srinivasan Hall (Mini Hall), The Music Academy' New No.168 (Old No.306), T.T.K. Road, Royapettah Chennai 600 014 and business mentioned in the Notice dated 10th May 2018 convening the AGM were transacted.

In this connection, we enclose the following:

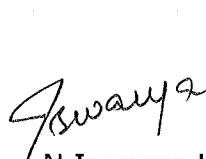
Proceedings of AGM in compliance with Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – I
Voting Results of AGM in compliance with Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Annexure – II
Scrutinizer's Report in compliance with Rule 20 of the Companies (Management and Administration) Rules, 2014.	Annexure – III

The said results declared by the Chairman of the meeting and the report submitted by the scrutinizer are also placed on the Company's Website and Notice board.

This is for your information and record.

Thanking you,

Yours faithfully,
For HARITA SEATING SYSTEMS LIMITED


N Iswarya Lakshmi
Company Secretary

Encl : a/a

Works : Belagondapalli, Thally Road, Hosur – 635 114.India.
Ph: + 91 4357 233445 Fax: + 91 4347 233460
Website : www.haritaseating.com

Annexure - I

Summary of Proceedings of the 22nd Annual General Meeting

The 22nd Annual General Meeting (AGM) of the members of Harita Seating Systems Limited ("the Company") was held on Monday, 13th August 2018 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. Mr H Lakshmanan, Chairman, chaired the meeting. The Chairman introduced the directors on the dais. The requisite quorum being present, the Chairman called the meeting to order. He also recorded the presence of the Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company. The Chairman delivered his speech.

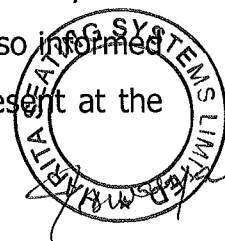
Notice, Auditors Report and Secretarial Auditors Report were taken as read as all the above had been available with the shareholders. The Chairman informed that both the Statutory Auditors Report and Secretarial Auditors Report were free from any qualification / observation or other remarks.

The following items of business, as per the Notice of 22nd AGM were transacted:

1. Adoption of both standalone and consolidated audited financial statements for the year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon;
2. Re-appointment of Mr Martin Grammer, as a director, liable to retire by rotation;
3. Re-appointment of Mr L Bhadri as an Independent Director for the second term of three years, by way of a special resolution; and
4. Re-appointment of Ms Sasikala Varadachari as an Independent Director for the second term of three years, by way of a special resolution.

Clarifications were provided to the queries raised by the members.

The Chairman informed that the Company in terms of Section 108 of the Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014, as amended, had provided the members the facility to cast their vote electronically from 10th August 2018 (9.00 A.M.) to 12th August 2018 (5.00 P.M). Chairman also informed the members that the ballot papers were distributed to the members present at the

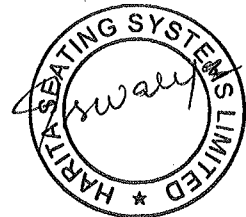


AGM hall. Members who were present at the AGM and who had not cast their votes electronically were provided an opportunity to cast their votes at the meeting through ballot papers.

The Board of Directors had appointed Mrs B Chandra, practicing company secretary, as the scrutinizer to supervise the e-voting and ballot voting process. The Chairman informed the members that the consolidated results of e-voting and ballot voting would be announced within 48 hours and also intimated to the stock exchange and posted on the website and notice board of the Company.

The Chairman then thanked the members present and declared the meeting as closed. The meeting concluded at 11.25 A.M.

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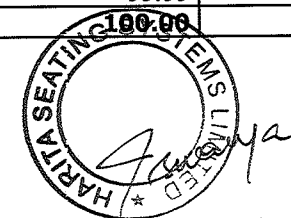


Results of voting through electronic means and physical ballot

Date of the AGM	13 th August 2018
Total number of shareholders on record date	9,866
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	11 1189
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	Nil

Resolution 1	Adoption of audited financial statements (standalone and consolidated) and reports of the Board of Directors and the Auditors for the year ended 31 st March 2018.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,144,962	100.00	5,144,962	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	5,144,962	5,144,962	100.00	5,144,962	-	100.00	-
Public- Institutions	E-Voting		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total	172,371	-	-	-	-	-	-
Public- Non Institutions	E-Voting		397,151	16.20	397,121	30	99.99	0.01
	Poll		2,803	0.11	2,803	-	100.00	-
	Total	2,451,707	399,954	16.31	399,924	30	99.99	0.01
Total		7,769,040	5,544,916	71.37	5,544,886	30	100.00	0.00



Resolution 2	Re-appointment of Mr Martin Grammer (DIN: 00061786), as a director liable to retire by rotation.	
Resolution required: (Ordinary/ Special)	Ordinary	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5,144,962	5,144,962	100.00	5,144,962	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		5,144,962	100.00	5,144,962	-	100.00	-
Public-Institutions	E-Voting	172,371	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,451,707	397,151	16.20	397,121	30	99.99	0.01
	Poll		2,703	0.11	2,703	-	100.00	-
	Total		399,854	16.31	399,824	30	99.99	0.01
Total		7,769,040	5,544,816	71.37	5,544,786	30	100.00	0.00

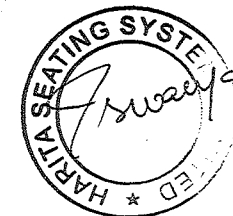
Resolution 3	Re-appointment of Mr L Bhadri as an Independent Director for the second term of three years, by way of a special resolution.	
Resolution required: (Ordinary/ Special)	Special	
Whether promoter / promoter group are interested in the agenda / resolution?	No	

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]* 100	% of Votes against on votes cast (7)=[(5)/(2)]* 100
Promoter and Promoter Group	E-Voting	5,144,962	5,144,962	100.00	5,144,962	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		5,144,962	100.00	5,144,962	-	100.00	-
Public-Institutions	E-Voting	172,371	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,451,707	397,101	16.20	397,071	30	99.99	0.01
	Poll		2,803	0.11	2,803	-	100.00	-
	Total		399,904	16.31	399,874	30	99.99	0.01
Total		7,769,040	5,544,866	71.37	5,544,836	30	100.00	0.00

Handwritten signature and circular stamp of the company secretary.

Resolution 4	Re-appointment of Ms Sasikala Varadachari as an Independent Director for the second term of three years, by way of a special resolution.	
Resolution required: (Ordinary/ Special)		Special
Whether promoter / promoter group are interested in the agenda /		No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,144,962	5,144,962	100.00	5,144,962	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		5,144,962	100.00	5,144,962	-	100.00	-
Public-Institutions	E-Voting	172,371	-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public- Non Institutions	E-Voting	2,451,707	397,101	16.20	397,071	30	99.99	0.01
	Poll		2,803	0.11	2,803	-	100.00	-
	Total		399,904	16.31	399,874	30	99.99	0.01
Total		7,769,040	5,544,866	71.37	5,544,836	30	100.00	0.00





B.CHANDRA
PRACTISING COMPANY SECRETARY

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Chennai – 26

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bchandracocecy@gmail.com
H/P: 9840276313, 9840375053

FORM NO. MGT - 13

Report of the Scrutinizer(s) [Pursuant to rule section 108 & 109 of the Companies Act, 2013 and rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014 as amended upto date]

Dated 14th August 2018

To

The Chairman,

of the Annual General Meeting of M/s. HARITA SEATING SYSTEMS LIMITED, held on 13th August, 2018 at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, No.168, (Old No. 306) T. T. K Road, Chennai 600 014 at 10.00 a.m.

Subject: Voting at Annual General Meeting - Ordinary Resolution(s) and Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under – Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 read with Rule 21 of the Companies (Management & Administration) Rules, 2014 as amended till date.

Dear Sir,

I, **B Chandra**, Practising Company Secretary, having my office at AG3, Ragamalika, No.26 Kumaran Colony Main Road, Vadapalani, Chennai 600 026, appointed as Scrutinizer as per the letter dated 10th May 2018 for the purpose of remote e- voting and through ballot, at the Annual General Meeting of M/s. HARITA SEATING SYSTEMS LIMITED, held on 13th August, 2018 at Kasturi Srinivasan Hall (Mini Hall), The Music



Academy, No. 168, (Old No. 306) T.T.K Road, Chennai 600 014 at 10.00 a.m. on the below mentioned resolutions, hereby submit my report as under:

a.	Pursuant to Sections 101, 108 of the Companies Act 2013 and Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended upto date, the notice convening the meeting have been dispatched to all the members of the Company through electronic means (wherever email ids were available) on 17 th July, 2018 and to the other shareholders by registered post on 17 th July, 2018 and subsequently, the Notice convening the Annual General Meeting was also placed on the website of the Company. The members of the Company were given an option to vote electronically on e-voting platform, provided by the National Securities Depository Limited (NSDL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper "BUSINESS STANDARD" on 19 th July, 2018 and a vernacular newspaper "MAKKAL KURAL" on the same date.
c.	The remote e-voting period commenced on 10 th August, 2018 at 09:00 A.M. and ended on the close of 12 th August, 2018 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of the voting period i.e., on 12 th August, 2018 at 05:00 P.M, the NSDL portal was blocked for voting.
e.	The List of share holders who cast their votes through remote e voting were unblocked in the presence of two witnesses on 13 th August, 2018.
f.	The Corporate members who had participated in the remote e-voting and who had provided the scanned copy of the resolution passed at the Board of Directors / Power of Attorney for authorization to exercise their votes through e voting have been taken into account.

At the Annual general meeting held at the scheduled time, date and venue, the Chairman announced a poll through ballot taking into account the provisions of law as well as the Companies (Management & Administration) Rules, 2014 as amended till date by the Ministry of Corporate Affairs.



The polling papers in **Form MGT-12** as per Companies (Management & Administration) Rules, 2014 were distributed to the shareholders present. The shareholders cast their votes in the two ballot boxes kept at convenient locations in the Venue.

1. At the time fixed for closing of the poll by the Chairman both the 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. The poll papers were reconciled with the records maintained by the Company and the authorizations/proxies lodged with the company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid.

The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To adopt Audited Financial Statements including consolidated Financial Statements of the Company for the Financial Year ended 31 st March 2018 together with the reports of Board of Director's and Auditor's thereon.	Ordinary
2	To Re-appoint Mr. Martin Grammer (DIN : 00061786) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
3	To Re-appoint Mr. L Bhadri as an Independent Director for the second term of three years, by way of a Special Resolution.	Special
4	To Re-appoint Ms. Sasikala Varadachari as an Independent Director for the second term of three years, by way of a Special Resolution.	Special



The results of the remote e-voting by electronic means and ballot voting are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S.No	Number of members who cast their votes either by e-voting/ poll in the AGM		Number of members who cast valid Votes	Number of members whose votes were considered <u>invalid</u>
	ASSENT	DISSENT		
1	51	1	52	5
2	50	1	51	4
3	50	1	51	4
4	50	1	51	4

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution S.No	No. of Votes Cast		Total - Valid Votes	Assent %	Dissent %	Passed with requisite majority /Not Passed
	IN FAVOUR	AGAINST				
1	5544886	30	5544916	99.9995	0.0005	Passed as ordinary resolution
2	5544786	30	5544816	99.9995	0.0005	Passed as ordinary resolution
3	5544836	30	5544866	99.9995	0.0005	Passed as special resolution
4	5544836	30	5544866	99.9995	0.0005	Passed as special resolution

Since the requisite no. of votes cast in favour exceeded the no. of votes cast against in respect of resolutions in S No.1 & 2, and in respect of resolutions No 3 and 4, no. of votes cast in favour exceeded three times of the no. of votes cast against, I hereby report that the above resolutions were passed with requisite majority.



B. Chandrasekhar

4. The poll papers and all other relevant records have been sealed and kept under my safe custody for handing over to the Company after signing of the minutes by the Chairman.
5. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the Company, once the Minutes are approved and signed.

Thanking you,

Yours Sincerely,



B CHANDRA

Company Secretary in Practice

CP No 7859

Encl: Polling Papers 26 in number.