

## 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:

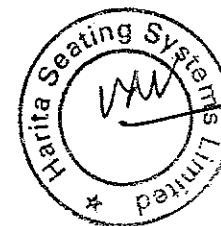
14th October 2015

No. of shareholders as on 4th September 2015:

4,852

Details of voting on the ordinary resolution as detailed in the notice of Postal Ballot dated: 6th August 2015

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
Approving the appointment of Mr L Bhadri as a Non-executive Independent Director of the Company in terms of Section 149,150,152,160 of the Companies Act, 2013	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	4,52,628	23.34%	4,52,148	480	99.89%	0.11%
	Total	77,69,040	62,82,497	80.87%	62,82,017	480	99.99%	0.01%





**B. CHANDRA**  
Practising Company Secretary

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4th Main Road, Kodambakkam,  
Chennai - 24.

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14<sup>th</sup> October, 2015

**SCRUTINIZER'S REPORT**

To

**The Company Secretary**  
M/s. Harita Seating Systems Limited  
"Jayalakshmi Estates",  
No. 29, Haddows Road,  
Chennai - 600 006

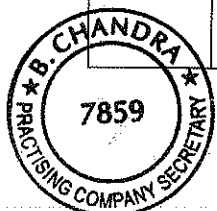
**Subject: Ordinary Resolution under Section 149, 150, 152 and 160 and other applicable provisions, if any of the Companies Act 2013, empowering the Company to appoint Mr. L Bhadri as a Non Executive Independent Director of the Company.**

Dear Sir,

Please refer to your letter dated 6<sup>th</sup> August 2015 appointing me as the Scrutinizer for the purpose of ascertaining the result of the above said resolution(s) passed by means of Postal Ballot process.

As per the information furnished to me by the Company and after carrying out the scrutiny of the Postal Ballot Forms (both by physical mode & e voting) received from the members of the Company, I hereby submit my report as under:

1.1	The Company, on 10 <sup>th</sup> September 2015 completed the dispatch of Postal Ballot Forms along with self-addressed postage prepaid envelope to its Members whose e mail ids are not registered with the Company but whose name(s) appeared on the Register of Members/list of beneficiaries as on 4 <sup>th</sup> September 2015. In respect of those members whose e mail id is registered with the Company, the Postal ballot forms along with the notice and the Statement were sent by e mail on the same
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	date through the Registrar & Transfer Agent M/s Sundaram Clayton Limited. Members were also given the option to vote electronically on e-voting platform, provided by the National Services Depository Limited (NSDL), as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.
1.2	The Public Advertisement with respect to dispatch of postal ballot was published on 11 <sup>th</sup> September 2015 in "BUSINESS STANDARD" English Daily News Paper & "MAKKAL KURAL" Tamil Daily News Paper.
1.3	In terms of the Public Notice, the last date and time fixed to receive the Postal Ballot Forms from the members was not later than close of working hours(i.e. before 5.00 PM on Tuesday, 13 <sup>th</sup> October 2015. In case of E voting, members were requested to cast their votes electronically before 5.00 P.M., Tuesday, 13 <sup>th</sup> October 2015.
1.4	Particulars of all the postal ballot forms received from the Members physically and votes cast electronically have been entered in a register separately maintained for the purpose.
1.5	The postal ballot forms were kept under the safe custody in a sealed and tamper proof ballot box.
1.6	The ballots was opened on 13 <sup>th</sup> October 2015 at 5.00 P.M. in my presence.
1.7	The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched/ confirmed with the Register of Members of the company/list of beneficiaries as on 4 <sup>th</sup> September 2015 as maintained by the Company. Votes cast by e voting were matched with the Register of Members of the company/ list of beneficiaries and checked for duplication viz, voting by both physical and electronic mode. The votes downloaded from the e-Voting system were collated on 13 <sup>th</sup> October 2015 at 5.10 P.M. No duplicate votes were however could be detected.
1.8	All postal ballot forms received and votes cast through e-voting upto 5.00 PM on 13 <sup>th</sup> October 2015, the last date and time fixed by the Company for receipt of the forms, were considered for my scrutiny.
1.9	There were no envelopes containing postal ballot forms received after 5.00 PM on 13 <sup>th</sup> October 2015 and therefore considering them did not arise. .
1.10	271 envelopes containing postal ballot form were returned undelivered.
1.11	I did not find any defaced or mutilated ballot papers.

2. A summary of the postal ballot forms process is given below:

2.1 With reference to resolution proposed to be passed as a Ordinary Resolution under Section 149, 150, 152, 160 of the Companies Act 2013 - Passing of resolution by means of Postal Ballot in terms of Section 110 read with Section 2(65) and all other applicable provisions of the Companies Act 2013 and Rules framed there under.

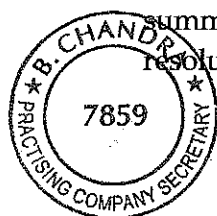


Particulars		No. of postal ballot forms	Total No. of votes
<b>PHYSICAL</b>			
(a)	Total postal ballot forms received	149	4,13,727
(b)	Less: Invalid postal ballot forms (as per register)	13	2,971
(c)	Net valid postal ballot forms/ No. of votes (as per register)	136	4,10,756
(d)	Postal ballot forms / No. of votes with assent to the Resolution	135	4,10,276
(e)	Postal ballot forms / No. of votes with dissent to the Resolution	1	480
<b>E VOTING</b>			
Particulars		Voter Count	Vote Count
(a)	Total count	46	58,71,741
(b)	Invalid votes	--	---
(c)	Valid votes	46	58,71,741
(d)	Total votes – Assent to the resolution	46	58,71,741
(e)	Total votes – Dissent to the resolution	--	--

#### SUMMARY

Particulars	IN NOS. (Shares)	IN %
Total votes – Assent to the resolution	62,82,017	99.992%
Total votes – Dissent to the resolution	480	0.008%
<b>TOTAL</b>	<b>62,82,497</b>	<b>100%</b>

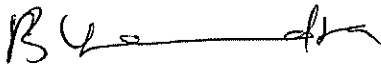
Since 62,82,017 being the no. of votes have given assent to the aforesaid Ordinary Resolution constituting 99.992% of the total number of votes representing net valid votes cast as per summary above, I hereby report that the above said resolution be passed as an ordinary resolution.



3. I have handed over the Postal Ballot Forms, the data sheet relating to e-voting and other related papers/registers, records for the safe custody to Mr. H Lakshmanan, Chairman, authorized by the Board to supervise the postal ballot process.
4. You may accordingly declare the result of the voting by Postal Ballot.

Thanking you,

Yours faithfully,



B Chandra  
Company Secretary in Practice  
CP No. 7859



**Enclosures:** Register of the Scrutinizer  
Total Postal Ballot Forms 149 in numbers  
Data sheet relating to e-voting