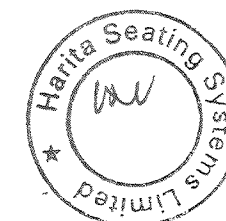


Results of voting through electronic means and physical ballot

Date of the AGM	8 th August 2016
Total number of shareholders on cut off date	
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	1 1154
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) for the year ended 31 st March 2016.
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 casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,154,900	100.00	5,154,900	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	5,154,900	5,154,900	100.00	5,154,900	-	100.00	-
Public-Institutions	E-Voting		674,969	99.90	674,969	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	675,612	674,969	99.90	674,969	-	100.00	-
Public- Non Institutions	E-Voting		403,992	20.84	403,992	-	100.00	-
	Poll		12,035	0.62	12,035	-	100.00	-
	Total	1,938,528	416,027	21.46	416,027	-	100.00	-
Total		7,769,040	6,245,896	80.39	6,245,896	-	100.00	-

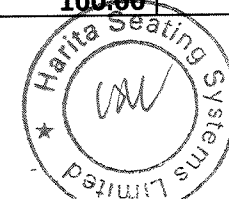


Resolution 2	Re-appointment of Mr Martin Grammer as director, who retires by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,154,900	100.00	5,154,900	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	5,154,900	5,154,900	100.00	5,154,900	-	100.00	-
Public-Institutions	E-Voting		674,969	99.90	674,969	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	675,612	674,969	99.90	674,969	-	100.00	0.00
Public- Non Institutions	E-Voting		403,992	20.84	403,957	35	99.99	0.01
	Poll		12,035	0.62	12,035	-	100.00	-
	Total	1,938,528	416,027	21.46	415,992	35	99.99	0.01
Total		7,769,040	6,245,896	80.39	6,245,861	35	100.00	0.00

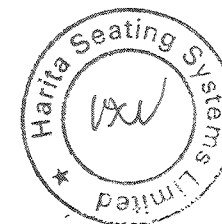
Resolution 3	Ratification of re-appointment of M/s Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,154,900	100.00	5,154,900	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	5,154,900	5,154,900	100.00	5,154,900	-	100.00	-
Public-Institutions	E-Voting		674,969	99.90	674,969	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	675,612	674,969	99.90	674,969	-	100.00	-
Public- Non Institutions	E-Voting		403,992	20.84	403,992	-	100.00	-
	Poll		12,035	0.62	12,035	-	100.00	-
	Total	1,938,528	416,027	21.46	416,027	-	100.00	-
Total		7,769,040	6,245,896	80.39	6,245,896	-	100.00	-



Resolution 4	Approving the payment of commission to non-executive directors of the Company effective 1 st April 2015
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 casted (2)	% of Votes casted on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes casted (6)=[(4)/(2)]*100	% of Votes against on votes casted (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		5,154,900	100.00	5,154,900	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	5,154,900	5,154,900	100.00	5,154,900	-	100.00	-
Public-Institutions	E-Voting		674,969	99.90	674,969	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	675,612	674,969	99.90	674,969	-	100.00	-
Public- Non Institutions	E-Voting		403,992	20.84	403,992	-	100.00	-
	Poll		12,035	0.62	12,035	-	100.00	-
	Total	1,938,528	416,027	21.46	416,027	-	100.00	-
Total		7,769,040	6,245,896	80.39	6,245,896	-	100.00	-





K SRIRAM, B.Com, ACA, FCS
Practising Company Secretary

Scrutiniser's Report

[Pursuant to Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management and Administration) Rules, 2014]

9th August 2016

To,
The Chairman,
Harita Seating Systems Limited
"Jayalakshmi Estates", 29, Haddows Road,
Chennai-600 006.

Dear Sir,

Sub: E-voting and ballot process in respect of your Company's 20th Annual General meeting (AGM) on 8th August 2016 - submission of Scrutiniser's report

Your Board of Directors have, vide resolution passed on 20th May 2016, appointed me to act as the Scrutiniser for the remote e-voting and the ballot processes, in connection with the said AGM. I am submitting my consolidated report as under:

1. National Securities Depository Limited (NSDL), the agency selected by your Company to provide the e-voting platform for the remote e-voting process, allotted E-voting Event Number (EVEN) 104313 for the same.
2. Notice convening the 20th AGM (along with the Annual report for the year ended 31st March 2016) was sent to 6,132 members (including shareholders whose shares were lying in Harita Seating Systems Limited- Unclaimed Suspense Account) of the Company as on 8th July 2016, as set out below:
 - (a) Through e-mail (sent by NSDL) to 3,171 members on 13th July 2016.
 - (b) Through registered parcel/ speed post/ airmail (sent by Sundaram-Clayton Limited, the share transfer agent) to 2,961 members, on 13th July 2016.
 - (c) Through e-mail (wherever available) as well as through registered parcel / speed post, in the case of 912 members residing in Chennai [included in both (a) and (b) above].
 - (d) Through registered parcel to 19 members, in respect of whom the e-mails sent by NSDL were returned undelivered, on 19th July 2016.
3. The notice sent to the shareholders was also submitted to the stock exchanges in which the Company's shares are listed on 14th July 2016.
4. The prescribed particulars with regard to the remote e-voting process were duly advertised on 14th July 2016 in Business Standard (in English) and Makkal Kural (in Tamil).
5. **1st August 2016** was fixed as the **cut-off date** for the purpose of determining the eligibility to participate in the said e-voting and ballot processes.

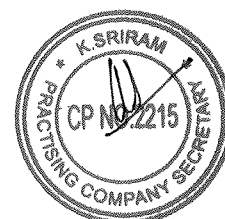
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Harita Seating Systems Limited-20th AGM on 8th August 2016
Scrutiniser's report on remote e-voting and ballot process at the AGM

6. As on the cut-off date, the Company's paid-up equity share capital consisted of 77,69,040 equity shares of ₹10/- each. This included 39,293 equity shares (of 209 equity shareholders) lying in Harita Seating Systems Limited -Unclaimed Suspense Account on which voting rights were frozen in terms of Schedule VI of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR'). Accordingly, **5,989 members were eligible to vote on an aggregate of 77,29,747 equity shares.**
7. The remote e-voting facility was kept open in the NSDL portal from 9.00 am on 5th August 2016 to 5.00 pm on 7th August 2016. Thirty-seven (37) shareholders voted through remote e-voting.
8. The 20th AGM was duly held at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, No.168, (Old No. 306) T. T. K Road, Chennai 600 014 on Monday, the 8th August 2016 at 2.30 p.m.
9. The Chairman announced that a ballot process would be carried out at the AGM venue, to enable those members who were present in person or through proxy but had not voted through remote e-voting to exercise their voting rights.
10. I displayed to the members present the two empty ballot boxes meant to be used for the ballot process and locked them. Ballot papers in Form No. MGT-12, for use in the ballot process, were distributed to the members at the AGM hall who wanted to vote. A total of twenty-seven (27) ballots were cast in the ballot process, out of which nine ballots were treated as invalid for various reasons.
11. On the completion of the voting through ballot process at 3.30 pm:
 - (a) The Chairman declared the meeting as closed.
 - (b) I opened both the ballot boxes in the presence of two witnesses not in the employment of the Company.
 - (c) I also unblocked the votes cast through remote e-voting in the presence of two witnesses not in the employment of the Company.
12. I scrutinized the votes cast through remote e-voting and in the ballot process, and validated the same with the list of eligible members and their holding as on the cut-off date.
13. I have also verified and confirmed that:
 - (a) No voting rights were exercised in respect of the 39,293 equity shares lying in Harita Seating Systems Limited Unclaimed Shares Suspense Account in terms of LODR.
 - (b) No member who had exercised their vote through remote e-voting facility participated in the ballot process at the AGM.
14. I have recorded particulars of the votes cast through remote e-voting and ballot process in a separate register maintained in electronic form.
15. The items of business set out in the notice convening the AGM and covered by the e-voting/ ballot process were:

Item No.	Type of resolution	Subject matter
1.	Ordinary	Adoption of audited financial statements (<i>standalone and consolidated</i>) and reports of the Board of Directors and the Auditors for the year ended 31 st March 2016.
2.	Ordinary	Re-appointment of Mr. Martin Grammer (<i>holding DIN 00061786</i>), as a director liable to retire by rotation.



Harita Seating Systems Limited-20th AGM on 8th August 2016
Scrutiniser's report on remote e-voting and ballot process at the AGM

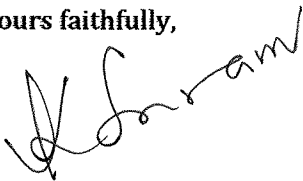
3.	Ordinary	Ratification of re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, (having Firm Registration No. 004207S), as Statutory Auditors for the last year in the transitional term of three consecutive years on such remuneration as may be mutually agreed to.
4.	Special	Approving the payment of commission to non-executive directors of the Company for five years effective 1 st April 2015.

16. The consolidated results of the voting through remote e-voting and the ballot process at the AGM venue are as under:

Item No.	Total valid ballots/votes cast		Valid ballots/ votes cast in favour of the resolution			Valid ballots/ votes cast against the resolution		
	Ballots	Votes cast	Ballots	Votes cast	% of votes	Ballots	Votes cast	% of votes
1.	55	62,45,896	55	62,45,896	100.00%	0	0	0.00%
2.	55	62,45,896	54	62,45,861	100.00%	1	35	0.00%
3.	55	62,45,896	55	62,45,896	100.00%	0	0	0.00%
4.	55	62,45,896	55	62,45,896	100.00%	0	0	0.00%

17. All the four (4) resolutions have been passed with the requisite majority on the date of the AGM, namely 8th August 2016. You may declare the results accordingly.

Thanking you,
Yours faithfully,



K. Sriram,
Practising Company Secretary (CP No: 2215),
Scrutiniser.

