

Annexure - I

Summary of Proceedings of the 21st Annual General Meeting

The 21st Annual General Meeting (AGM) of the members of Harita Seating Systems Limited ("the Company") was held on Wednesday, August 9, 2017 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. 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 21st AGM were transacted:

1. Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31st March 2017 together with the reports of the Board of Directors' and Auditors' thereon.
2. Re-appointment of Mr Martin Grammer as director, who retires by rotation.
3. Appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as Statutory Auditors of the Company.

Clarifications were provided to the queries raised by the members.

The Chairman informed that the Company in terms of Section 108 of the Companies 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 6th August 2017 (9.00 A.M.) to 8th August 2017 (5.00 P.M.) and that there will be no voting by show of hands at the meeting. Chairman also informed the members that the ballot papers were distributed to the members present at the AGM hall. Members who have not cast their votes electronically were advised to avail 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 10.50 A.M.

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Results of voting through electronic means and physical ballot

Date of the AGM	9th August 2017
Total number of shareholders on record date	7,419
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	11
Public:	1137
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Nil
Public:	

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 2017.
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		5,154,900	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	99.84	674,969	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	676,052	674,969	99.84	674,969	-	100.00	-
Public- Non Institutions	E-Voting		404,220	20.86	404,220	-	100.00	-
	Poll		1,133	0.06	1,133	-	100.00	-
	Total	1,938,088	405,353	20.92	405,353	-	100.00	-
Total		7,769,040	6,235,222	80.26	6,235,222	-	100.00	-

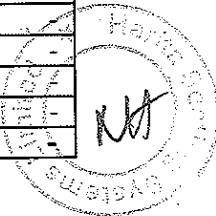


Resolution 2	Re-appointment of Mr Martin Grammer (DIN: 00061786), as a director liable to retire by rotation.
Resolution required: (Ordinary/ Special)	Ordinary
Whether promoter / promoter group are interested in the agenda / resolution?	No

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		5,154,900	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	99.84	674,969	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	676,052	674,969	99.84	674,969	-	100.00	-
Public- Non Institutions	E-Voting		404,220	20.86	404,220	-	100.00	-
	Poll		1,133	0.06	1,133	-	100.00	-
	Total	1,938,088	405,353	20.92	405,353	-	100.00	-
Total		7,769,040	6,235,222	80.26	6,235,222	-	100.00	-

Resolution 3	Appointment of M/s Raghavan, Chaudhuri & Narayanan, Chartered Accountants, Bengaluru, as Statutory Auditors of the Company 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 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		5,154,900	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	99.84	674,969	-	100.00	-
	Poll		-	-	-	-	-	-
	Total	676,052	674,969	99.84	674,969	-	100.00	-
Public- Non Institutions	E-Voting		404,220	20.86	404,220	-	100.00	-
	Poll		1,133	0.06	1,133	-	100.00	-
	Total	1,938,088	405,353	20.92	405,353	-	100.00	-
Total		7,769,040	6,235,222	80.26	6,235,222	-	100.00	-



PS B. CHANDRA
Practising Company Secretary

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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 09th August 2017

To

The Chairman,


of the Annual General Meeting of M/s. HARITA SEATING SYSTEMS LIMITED, held on 09th August, 2017 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) 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 18th May 2017 for the purpose of remote e- voting and through ballot, at the Annual General Meeting of M/s. HARITA SEATING SYSTEMS LIMITED, held on 09th August, 2017 at Kasturi Srinivasan Hall (Mini Hall), The Music

B Chandra

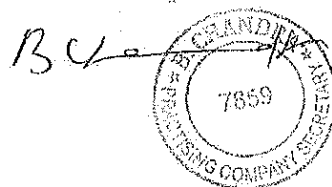


Academy, No.168, (Old No. 306) T.T.K Road, Chennai 600 014 at 10.00 a.m. on the below mentioned resolutions, hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act 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 13 th July, 2017 and to the other shareholders by registered post on the 12 th July, 2017 and subsequently, the Notice convening 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 14 th July, 2017 and a vernacular newspaper "MAKKAL KURAL" on the same date.
c.	The remote e-voting period commenced on 06 th August, 2017 at 09:00 A.M. and ended on the close of 08 th August, 2017 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on 08 th August, 2017 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 09 th August, 2017.
f.	The Corporate members who had participated in the remote e-voting and 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 dated 19-03-2015.

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.

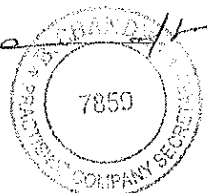
The resolutions for which this Annual General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	To receive, consider and adopt: the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017, together with the Reports of the Board of Directors and the Auditors thereon.	Ordinary
2	To appoint a Director in the place of Mr. Martin Grammer (DIN : 00061786) who retires by rotation and being eligible, offers himself for reappointment.	Ordinary
3	To appoint M/s Raghavan, Chaudhuri & Narayanan,, Chartered Accountants, (Registration No. 0077615), Bengaluru, as the auditors of the Company for a period of five years and fix their remuneration.	Ordinary

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.

B. U. S. R. I. S. A. N. D. A. S. H. I. M.



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 invalid
	ASSENT	DISSENT		
1	71	Nil	71	3
2	71	Nil	71	3
3	71	Nil	71	3

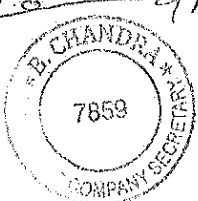
The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution S.No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed with requisite majority /Not Passed
1	6235222	Nil	6235222	100	Nil	Passed as ordinary resolution
2	6235222	Nil	6235222	100	Nil	Passed as ordinary resolution
3	6235222	Nil	6235222	100	Nil	Passed as ordinary 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 to 3, I hereby report that the above resolutions were passed with requisite majority.

- 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.

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 faithfully,



B CHANDRA
Company Secretary in Practice

CP No 7859