

Notice to the Shareholders

NOTICE is hereby given that the nineteenth annual general meeting of the shareholders of the Company will be held at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168, (Old No. 306) T. T. K Road, Royapettah, Chennai 600 014 on Thursday, the 6th August 2015 at 10.00 a.m. to transact the following business:

ORDINARY BUSINESS

1. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT the audited balance sheet as at 31st March, 2015, the statement of profit and loss, notes forming part thereof, the cash flow statement for the year ended on that date and the consolidated financial statements, together with the directors' report and the auditors' report thereon as circulated to the members and presented to the meeting be and the same are hereby approved and adopted."

2. To consider passing the following resolution as an ordinary resolution:

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

3. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT the re-appointment of M/s. Sundaram & Srinivasan, Chartered Accountants, Chennai, having Firm Registration No. 004207S, allotted by The Institute of Chartered Accountants of India, as statutory auditors of the Company to hold office, from the conclusion of this annual general meeting till the conclusion of the next annual general meeting for the second year in the transitional period of three consecutive years as recommended by the audit committee and approved by the board of directors of the Company, in terms of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 on such

remuneration, as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditors in addition to reimbursement of service tax, travelling and out-of-pocket expenses, be and is hereby ratified."

SPECIAL BUSINESS

4. To consider passing the following resolution as an ordinary resolution:

"RESOLVED THAT Ms Sujatha Balaji (holding DIN 03486129), who was appointed as an additional, non-executive and non-independent director and who holds office upto the date of this annual general meeting, in terms of Section 161 read with Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, be and is hereby appointed as a non-executive and non-independent director of the Company, liable to retire by rotation."

By order of the Board

Chennai
19th May 2015

N Iswarya Lakshmi
Company Secretary

Registered Office:
"Jayalakshmi Estates"
No.29 (Old No.8), Haddows Road
Chennai - 600 006

Notes:

- 1) **A member entitled to attend and vote at the meeting is entitled to appoint one or more Proxies to attend and vote instead of himself/herself and the Proxy or Proxies so appointed need not be a member or members, as the case may be, of the Company. The instrument appointing the Proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney or other authority shall be deposited at the registered office of the Company, not later than 48 hours before the time fixed for holding the meeting. A person shall not act as a Proxy for more than 50 members and holding in aggregate not more**

than ten percent of the total voting share capital of the Company. However, a single person may act as a Proxy for a member holding more than ten percent of the total voting share capital of the Company provided that such person shall not act as a Proxy for any other person.

- 2) The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 (the Act 2013), in respect of the special businesses, as set out in the Notice is annexed hereto.
- 3) The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-Voting').

The facility for voting through Ballot papers shall be made available at the nineteenth Annual General Meeting (AGM) and the members attending the AGM who have not cast their vote by remote e-Voting shall be eligible to vote at the AGM.

- 4) The register of members and the share transfer register will remain closed for a period of two days viz., 5th August, 2015 and 6th August, 2015 for the purpose of AGM.
- 5) In terms of Section 205A read with Section 205C of the Companies Act, 1956, the dividends declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the Report on Corporate Governance, forming part of the Annual Report attached to this Notice. Members who have not encashed their dividend warrants in respect of the above period mentioned in the Corporate Governance Report are requested to make their claim(s) by surrendering the unencashed warrants immediately to the Company. Pursuant to Investor Education and Protection Fund

(Uploading of information regarding unpaid and unclaimed amount lying with companies) Rules, 2012, the Company will provide / host the required details of unclaimed amounts referred to under Section 205C (2) of the Companies Act, 1956 on its website and also on the website of the Ministry of Corporate Affairs (MCA) in the relevant form every year.

- 6) Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.
- 7) Electronic copy of the Annual Report and the Notice of the AGM *inter alia* indicating the process and manner of e-Voting along with Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes, unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the above documents are being sent in the permitted mode.
- 8) Members are requested to notify any change in their address to the Company immediately. Members holding shares in electronic form are requested to advise change of their address to their Depository Participants.
- 9) As a measure of economy, copies of the Annual Report will not be distributed at the venue of AGM. Members are, therefore, requested to bring their copies of the Annual Report to the AGM.
- 10) Members are requested to affix their signatures at the space provided on the Attendance Slip annexed to Proxy Form and handover the Slip at the entrance of the meeting hall. Corporate/ Financial institutions members are requested to send a duly certified copy of the board resolution / power of attorney / authority letter authorizing their representatives to attend and vote at the AGM.
- 11) Members may also note that the Notice of AGM and the Annual Report will also

be available on the Company's website www.haritaseating.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the members may also send their requests to investorscomplaintssta@scl.co.in.

- 12) In terms of Section 108 of the Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ('the Rules') and Clause 35B of the Listing Agreement, the Company has provided the facility to exercise votes through electronic voting system, to members holding shares as on 30th July 2015, being the "Cut-Off Date" ("Cut-Off" for the purpose of Rule 20(4)(vii) of the Rules) fixed for determining voting rights of members entitled to participate in the e-Voting process through the e-Voting platform provided by NSDL by typing the URL: <https://www.evoting.nsdl.com>.

The voting rights of the members/beneficial owners will be reckoned on the Equity Shares held by them as on 30th July, 2015, i.e., "Cut-Off Date" for the purpose. Members as on the Cut-Off Date, i.e., 30th July, 2015, only shall be entitled to avail the facility of remote e-Voting or Ballot paper.

The instructions for remote e-Voting are as under:

- (A) For members - who receive notice of AGM through e-mail:
- i. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>;
 - ii. Enter the login credentials, i.e., User ID and Password mentioned in your email. Your Folio No. DP:ID will be your User ID. However, if you are already registered with NSDL for e-Voting, you can use your

existing User ID and Password for casting your votes;

- iii. Initial password is provided in the body of the e-mail;
- iv. After entering the details appropriately, click on LOGIN;
- v. Members will reach the Password Change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$ etc). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential;
- vi. Members need to login again with the new credentials;
- vii. On successful login, the system will prompt you to select the EVEN, i.e., Harita Seating Systems Limited;
- viii. On the voting page, the number of shares (which represents the number of votes) as held by the member as on the Cut-Off-date will appear. If you desire to cast all the votes assenting/dissenting to the resolutions, then enter all the number of shares and click "FOR" / "AGAINST", as the case may be or partially in "FOR" and partially in "AGAINST", but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the 'Cut-Off date'. Members may also choose the option "ABSTAIN" and the shares held will not be counted under either head;
- ix. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio / demat account;
- x. Cast your votes by selecting an appropriate option and click on "SUBMIT". A confirmation box will be displayed. Click 'OK' to confirm or 'CANCEL' to modify. Once you confirm, you will not be allowed

to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolutions;

- xi. Corporate / Institutional members (i.e other than individuals, HUF, NRI etc) are required to send scanned copy (PDF/JPG Format) of the relevant board resolution / authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail sriram.krishnamurthy@rediffmail.com. They may also upload the same in the e-Voting module in their login. The scanned image of the above documents should be in the naming format "Corporate Name EVEN No."

- xii. Members can cast their vote online from 3rd August, 2015 (Monday) (9 a.m.) till 5th August, 2015 (Wednesday) (5 p.m.) through remote e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The remote e-Voting will not be allowed beyond the aforesaid date and time. The remote e-Voting module will be disabled by NSDL for voting thereafter.

Only members as on the Cut-Off date, attending the AGM who have not cast their vote by remote e-Voting will be able to exercise their voting right at the AGM through ballot paper.

The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but will not be entitled to cast their vote again.

A person who is not a member as on the Cut Off date should treat this Notice for information purposes only; and

- xiii. In case of any query, the member may refer the Frequently Asked Questions (FAQs) for Members and remote e-Voting user manual

for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

- (B) For members who receive the Notice of AGM in physical form:

- (i) Initial password is provided as below / at the bottom of the Attendance Slip for the AGM.

EVEN (remote e-Voting Event Number)	USER ID	PASSWORD / PIN

- (ii) Please follow steps from Sl. No. (ii) to (xiii) under heading (A) above to vote through e-Voting platform.

- (C) General Instructions:

- (i) Members holding shares as on the "Cut-off Date" i.e., 30th July, 2015 will be entitled to vote through remote e-Voting or at the venue of the AGM through ballot paper;
- (ii) The Notice of AGM is being sent (by email where email ID is available and in physical form in other cases) to the members holding shares of the Company as on 3rd July 2015;

Where Notice of AGM is sent by email, User ID and password are sent in the email itself. Where Notice of AGM is sent in physical form, User ID and Password are printed at the bottom of the Attendance Slip for attending the AGM sent along with the Notice;

Shareholders who become members of the Company, after despatch of Notice of AGM i.e., 3rd July, 2015 and hold shares as on 30th July, 2015 may obtain the User ID and password for e-Voting by sending email, intimating DP ID and Client ID / Folio No. to raman@scl.co.in or member may send an e-mail request to evoting@nsdl.co.in or can vote through ballot paper distributed at the AGM. Remote e-Voting shall be open from 3rd August, 2015 (Monday) (9 a.m.) till 5th August, 2015 (Wednesday) (5 p.m.).

- (iii) Mr K Sriram, Practising Company Secretary (C.P No. 2215), Chennai has been appointed by the board as Scrutinizer for conducting the remote e-Voting process and voting through ballot papers at the AGM, in a fair and transparent manner.
 - (iv) The Scrutinizer will, immediately after the conclusion of the voting at the AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-Voting in the presence of at least two witnesses, not in the employment of the Company and make, not later than three days from the conclusion of the AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the chairman of the Company, or a person authorised by him in writing, who shall countersign the same.
 - (v) The Scrutinizer will submit his report to the Chairman, or a person authorised by him in writing, who will declare the result of the voting. The results declared along with the Scrutinizer's report will be placed on the Company's website www.haritaseating.com & on the website of NSDL <https://www.evoting.nsdl.com> and shall also be communicated to the Stock Exchange. All the resolutions, subject to receipt of requisite number of votes, shall be deemed to be passed at the AGM scheduled to be held on 6th August, 2015.
 - (vi) All documents referred to in the accompanying Notice of AGM and the Explanatory Statement will be open for inspection at the Registered Office of the Company during 10.00 a.m. to 12.00 noon on all working days up to and including the date of the AGM.
- 13) In terms of Clause 49(VIII)(E) of the Listing Agreement with the Stock Exchanges, a brief profile of directors, who are proposed to be re-appointed / appointed in this AGM, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors of the Company are given below:
- I. **Mr Martin Grammer**
Born on 5th June, 1960 in Amberg, Germany, Mr Martin Grammer holds a degree in Business Economics from University Nuremberg, Germany. He was co-opted as a director on 21st January, 2004.
He has vast experience in international marketing and consultancy areas. He has served in internationally renowned companies which include Magna International Inc., Toronto, Canada, a leading supplier to the global automotive industry and Roland Berger & Partner, a leading international management consultant in Germany and Europe.
He held the position as managing director and member of executive committee board of Grammer AG, Germany for ten years, a leading supplier to the global automotive industry. During 2003 - 2008, he served as a member of the board of directors of GHE S.P.A, Milano, Italy, a leading supplier of European bus and train interiors industry with manufacturing locations in Italy, Germany, Spain, UK, Czech Republic and Mexico.
He does not hold any position as a director in any other Indian Company or a member of any committee of directors of any other Company and he is not related to any director of the Company.

HARITA SEATING SYSTEMS LIMITED

He holds 10,87,600 equity shares of the Company, as one of the promoters of the Company.

II. Ms Sujatha Balaji

Born on 3rd March, 1974, Ms Sujatha Balaji is a qualified chartered accountant having over 16 years of experience in the fields of accounts, finance and taxation.

She was co-opted as an additional, non-executive and non-independent director of the Company by the board on 11th February, 2015.

She does not hold any share in the Company and is not related to any director of the Company.

Details of her other directorships are given below:

S.No.	Name of the Company	Nature of Interest
1.	Harita Rubber Products Limited	Director
2.	Sundaram Plastics Limited	Director
3.	Neo Strategic Motors Limited	Director

She is not a member of any committee of the board.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (the Act 2013)

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying Notice dated 19th May 2015 and shall be taken as forming part of the Notice.

Item No. 4

Ms Sujatha Balaji, was appointed as an additional, non-executive and non-independent director of the Company in terms of Section 161 read with Section 149 of the Companies Act, 2013 (Act 2013), at the board meeting held on 11th February 2015.

In terms of Section 161 of the Act 2013, she will vacate office at this AGM and be eligible to be appointed at the AGM, as recommended by the Nomination and Remuneration Committee and by the Board.

A notice has been received from a member under Section 160 of the Act, 2013, along with a requisite deposit signifying its intention to propose the

candidature of Ms Sujatha Balaji and to move the resolution set out in Item No. 4 of this Notice.

Ms Sujatha Balaji is deemed to be interested in this resolution since it relates to her appointment as director of the Company.

None of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of this Notice.

The board, therefore, recommends the ordinary resolution, as set out in item No.4, for approval by the shareholders of the Company.

Chennai
19th May 2015

Registered Office:
"Jayalakshmi Estates",
No.29, Haddows Road,
Chennai - 600 006.

By order of the board
N Iswarya Lakshmi
Company Secretary

HARITA SEATING SYSTEMS LIMITED

Regd. Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai – 600 006.
CIN:L27209TN1996PLC035293, Email: corpsec@scl.co.in; investorscomplaintssta@scl.co.in
Phone: 044-28272233, Fax:044-28257121

ATTENDANCE SLIP

DP ID* & Client id

Folio. No. «folio_no»

NAME AND ADDRESS OF THE MEMBER

No.of shares

I / We hereby record my / our presence at the 19th ANNUAL GENERAL MEETING of the Company held on Thursday, August 6, 2015 at 10.00 a.m. at Kasturi Srinivasan Hall (Mini Hall),The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai-600 014.

*Applicable for investors holding shares in electronic form.

Signature of Shareholder / Proxy

ELECTRONIC VOTING PARTICULARS		
EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD/PIN

FORM No. : MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

HARITA SEATING SYSTEMS LIMITED

Regd. Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai – 600 006. (CIN:L27209TN1996PLC035293)

Name of the Member(s):

Registered address:

E-mail id

Folio no /* Client id

*Dp id

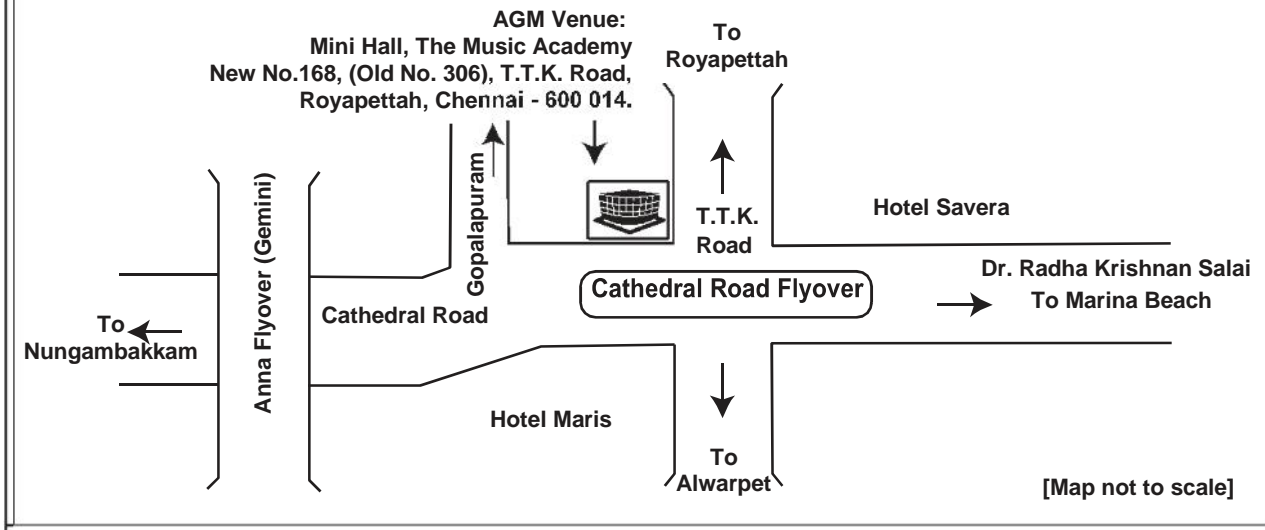
I/We being the member(s) of----- Equity shares of Harita Seating Systems Limited, hereby appoint:

Sl no	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

and whose signature(s) is/are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 19th Annual General Meeting of the Company, to be held on Thursday, August 6, 2015 at 10.00 a.m. at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168 (Old No.306),TTK Road, Royapettah, Chennai-600 014, and at any adjournment thereof in respect of such resolutions as are indicated below:

*Applicable for investors holding shares in electronic form.

Route map for the venue of AGM of Harita Seating Systems Limited to be held on Thursday 6th August 2015 at 10.00 A.M.



** I/Wewish my/our above proxy to vote for the following resolutions in the manner as indicated in the box below:

Ordinary Business	For	Against
1. Adoption of audited financial statements including the consolidated financial statements for the year ended 31 st March 2015 and the reports of the Board of Directors and Auditors thereon		
2. Re-appointment of Mr Martin Grammer as director, who retires by rotation		
3. Re-appointment of M/s.Sundaram & Srinivasan, Chartered Accountants, Chennai as Statutory Auditors and fixing their remuneration		
Special Business:		
4. Appointment of Ms Sujatha Balaji as director, who retires by rotation		

Signed this day of 2015

Signature of shareholder

Affix
Revenue Stamp

Signature of proxy holder

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered office of the Company or at the Office of the Share Transfer Agent at "Jayalakshmi Estates" 29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
2. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than 10% of the total paid up share capital of the Company carrying voting rights. A member holding more than 10% of the total paid up share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
- **4. It is optional to put a in the appropriate column against the resolutions indicated in the Box, If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person, if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.