

HARITA SEATING SYSTEMS LIMITED

Regd. Office: "Jayalakshmi Estates", No. 29, Haddows Road, Chennai – 600 006.

Website: www.haritaseating.com ; E-mail id: corpsec@scl.co.in

Tel: 044-2827 2233 Fax: 044 - 2825 7121 CIN: L27209TN1996PLC035293

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (the Rules) under the Companies Act, 2013 (the Act 2013), for obtaining approval of the members, by way of Special Resolutions, through Postal Ballot including voting by electronic means for the businesses as set out in the Postal Ballot notice.

The draft of the resolutions to be passed, together with the Explanatory Statement, pursuant to Section 102(1) of the Act 2013, setting out the material facts and reasons thereto, for this purpose are being sent to the members, along with Postal Ballot form, so as to enable members for sending their assent or dissent in writing by Postal Ballot means.

The Company is pleased to provide the facility for voting through 'electronic means' to enable members for casting their votes by selecting appropriate options for the Resolutions, in accordance with the provisions of the Act 2013 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations).

In accordance with Regulation 44 of Listing Regulations and in terms of Section 110 of the Act 2013 and the Rules made thereunder, the Company for this purpose, has engaged National Securities Depository Limited (NSDL), an agency authorized by the Ministry of Corporate Affairs (MCA), for facilitating the members to communicate their assent or dissent through "electronic means" in respect of the Resolutions.

The detailed procedures for voting through "electronic means" are given below the Explanatory Statement attached herewith.

The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as on the Cut-off date, viz., 17th May 2019. A person who is not a member as on the Cut-off date should treat this notice for information purposes only.

The board of directors of the Company (the board) has appointed M/s B Chandra and Associates, Company Secretaries, Chennai, as Scrutinizer, at its meeting held on 8th May 2019, for conducting the voting by "post" and through "electronic means" in a fair and transparent manner.

Members are, therefore, requested to carefully read the instructions printed for voting by "post" or through "electronic means", namely by –

- (i) returning the Postal Ballot form duly completed, as per the instructions contained in the Postal Ballot form, in the attached self-addressed postage pre-paid envelope, so as to reach the Scrutinizer not later than 5.00 p.m. on 25th June 2019; or
- (ii) casting their votes electronically from Monday, 27th May 2019 (9.00 a.m.) to Tuesday, 25th June 2019 (5.00 p.m.) by following the procedures as explained in the Explanatory Statement.

The Scrutinizer will submit his report on the results of voting by means of "post" and through "electronic means" to the Chairman of the Company or any authorised person of the Company, after completion of the scrutiny of Postal Ballot forms and voting by "electronic means".

The results will be announced by any one of the directors of the Company, at the registered office of the Company at "Jayalakshmi Estates", No. 29, Haddows Road, Chennai 600 006, Tamilnadu, India, on Wednesday, the 26th June 2019.

The last date of voting, i.e., Tuesday, the 25th June 2019 will be taken as the date of passing of the said Resolutions by the members of the Company.

Members requiring any clarification may contact Ms N Iswarya Lakshmi, Company Secretary at the registered office of the Company at the address given above or through e-mail viz., ni.iswarya@scl.co.in.

All documents, referred to in this Notice and in the Explanatory Statement referred to under Section 102(1) of the Act 2013, are open for inspection at the registered office of the Company, during office hours on all working days between 10.00 A.M. and 12.00 Noon upto Tuesday, the 25th June 2019.

The said Notice of Postal Ballot and Ballot Form have also been placed on the Company's website viz., www.haritaseating.com and at <https://www.nsdl.co.in> for use by the Members.

SPECIAL BUSINESSES

Item No. 1

RE-APPOINTMENT OF MR H LAKSHMANAN AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 3 (THREE) CONSECUTIVE YEARS

To consider passing the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr H Lakshmanan (DIN 00057973), who holds office as an Independent Director upto 5th August 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 6th August 2019 to 5th August 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

Item No. 2

RE-APPOINTMENT OF MR S I JAFFAR ALI AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 3 (THREE) CONSECUTIVE YEARS

To consider passing the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr S I Jaffar Ali (DIN 00058955), who holds office as an Independent Director upto 5th August 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 6th August 2019 to 5th August 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

Item No. 3

RE-APPOINTMENT OF MR C N PRASAD AS AN INDEPENDENT DIRECTOR OF THE COMPANY FOR THE SECOND TERM OF 3 (THREE) CONSECUTIVE YEARS

To consider passing the following resolution as a special resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and 160 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr C N Prasad (DIN 01950656), who holds office as an Independent Director upto 5th August 2019 and being eligible, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for the second term of 3 (three) consecutive years, i.e. from 6th August 2019 to 5th August 2022 and to receive remuneration by way of fees, reimbursement of expenses for participation in the meetings of the board and / or committees thereof and profit related commission, if any, in terms of applicable provisions of the Companies Act, 2013 and as determined by the board from time to time.”

By order of the Board
For Harita Seating Systems Limited

Place: Chennai
Date: 8th May 2019

N Iswarya Lakshmi
Company Secretary

Encl:

- 1) Explanatory Statement in terms of Section 102 (1) of the Companies Act 2013 and the procedures for voting through “electronic means” and “post”.
- 2) Postal ballot form & self-addressed postage pre-paid envelope.

Annexure to the Notice of Postal Ballot dated 8th May 2019

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 IN RESPECT OF THE SPECIAL RESOLUTIONS

The following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying notice dated 8th May 2019 and shall be taken as forming part of the notice.

Item Nos. 1 to 3

Mr H Lakshmanan (DIN 00057973), Mr S I Jaffar Ali (DIN 00058955) and Mr C N Prasad (DIN 01950656) were appointed as Independent Directors (IDs) of the Company and they hold office upto 5th August 2019 ("first term").

It is proposed to re-appoint them as IDs, not liable to retire by rotation, for the second term of three consecutive years w.e.f. 6th August 2019. As per Section 149 of the Companies Act, 2013 (the Act 2013) such re-appointment requires the approval of the shareholders by way of Special Resolution.

Both the Nomination and Remuneration Committee of directors and the board were of the opinion, after evaluating their performance, appropriate mix of skills, experience, competency and other attributes, that their continued association would be of immense benefit to the Company and it is desirable to continue to avail their services as IDs.

All these IDs fulfil the terms and conditions specified under the Act 2013 and rules made thereunder for their appointment as IDs.

They meet the criteria of independence as prescribed both under Section 149(6) of the Act 2013 and under Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations).

The IDs are entitled to receive remuneration by way of fees and reimbursement of expenses for participation in the meetings of the board and / or committees and profit related commission, if any, in terms of Section 197 and other applicable provisions of the Act 2013 and as determined by the board from time to time, within the overall limits specified under the Act 2013 as well as the Listing Regulations.

The members' approval sought by way of Special Resolution through this Postal Ballot notice will also be considered as approval in terms of Regulation 17 of Listing Regulations for the re-appointment of those IDs who have crossed / who will be crossing 75 years of age during their second term.

A brief profile of all IDs, who are proposed to be re-appointed for second term of three years in terms of the applicable provisions of the Act 2013, nature of their expertise in specific functional areas, their other directorships and committee memberships, their shareholding and relationship with other directors in the Company are appended to the notice annexed hereto.

Copy of draft letter of appointment of the IDs setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

Notices have been received from members of the Company under Section 160 of the Act 2013, signifying their intention to propose the candidatures of the aforesaid IDs and to move the resolutions as set out in item nos. 1 to 3 of this notice.

Except M/s. H Lakshmanan, S I Jaffar Ali and C N Prasad, directors, being appointees, none of the other directors or key managerial personnel of the Company or their relatives is concerned or interested, financially or otherwise, in their respective resolutions for appointment as set out in item nos. 1 to 3 of this notice.

The board therefore recommends the Special Resolutions as set out at item nos. 1 to 3 of the Notice for approval by the shareholders of the Company.

By order of the Board
For Harita Seating Systems Limited

Place: Chennai
Date: 8th May 2019

N Iswarya Lakshmi
Company Secretary

NOTES:

- (1) The Company is pleased to provide members a facility to exercise their right to vote on the Postal Ballot resolution by 'electronic means' and the special business may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL), in compliance with the provisions of Section 110 of the Act 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and Regulation 44 of Listing Regulations.

- (2) A statement pursuant to Section 102(1) of the Act 2013 setting out the material facts concerning the special businesses to be transacted is annexed hereto.
- (3) Notice along with the Postal Ballot Form is being sent to the members whose names appear on the register of members / list of beneficial owners as received from NSDL and Central Depository Services (India) Limited (CDSL) as on 17th May 2019 (Cut-off date).
- (4) The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Share Transfer Agent (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self-addressed postage pre-paid envelope.
- (5) Members, who have received the Notice by e-mail and who wish to vote through physical form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.haritaseating.com, where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form, so as to reach the Scrutinizer on or before Tuesday, 25th June 2019 (5.00 P.M.).
- (6) Resolutions passed by the members through Postal Ballot including voting by electronic means shall be deemed to have been passed as if it has been passed at a General Meeting of the members convened in that behalf.
- (7) Pursuant to the provisions of Section 110 of the Act 2013 read with the Companies (Management and Administration) Rules, 2014 and in terms of Regulation 44 of Listing Regulations, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL as the Authorised Agency to provide e-Voting facility. Instructions for the process to be followed for voting through "electronic means" are annexed to the Notice.
- (8) The members can opt for only one mode of voting, i.e., either by physical ballot or e-Voting. In case members cast their votes through both the modes, voting done by e-Voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid. There will be only one Postal Ballot form irrespective of number of jointholders.
- (9) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the Cut-off date, being the date fixed for determining the voting rights of members entitled to participate in the e-Voting process through e-Voting platform provided by NSDL by typing the URL: www.evoting.nsdl.com.
- (10) A member cannot exercise his/her vote by proxy on Postal Ballot.
- (11) The board of directors has appointed M/s B Chandra & Associates, Company Secretaries (Firm No. P2017TN065700), Chennai as Scrutinizer to conduct the Postal Ballot voting process including voting through electronic means, in a fair and transparent manner.
- (12) The Scrutinizer will submit their report to the Chairman or in his absence to any one of the directors of the Company, after the completion of scrutiny, and the results of voting by Postal Ballot (including voting through electronic means) will be declared by placing it along with the Scrutinizer's report on the Company's website viz., www.haritaseating.com and communicated to the Stock Exchange.
- (13) The resolutions, if approved by the requisite majority shall be deemed to have been passed on the last date of voting, i.e., Tuesday, the 25th June 2019.
- (14) In case of any query, members may refer to the Frequently Asked Questions (FAQs) for members and e-Voting user manual for members available at downloads section of www.evoting.nsdl.com or contact NSDL at the telephone no. viz., 022-24994600.
- (15) Members who have not registered their e-mail addresses are requested to register the same with the Company's Share Transfer Agent / Depository Participant(s) for sending future communication(s) in electronic form.

Instructions for process to be followed by members opting to vote through electronic means

1. Members who do not have access to e-Voting facility, are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed and postage prepaid envelope, so as to reach the Scrutinizer on or before Tuesday, the 25th June 2019, at the following address:

M/s B Chandra & Associates,
Company Secretaries
Scrutinizer,
C/o. Sundaram-Clayton Limited,
Share Transfer Agent,
Unit: Harita Seating Systems Limited,
'Jayalakshmi Estates', No. 29, Haddows Road, Chennai - 600 006.

2. The instructions for Members for e-Voting are as under:

- (a) In case of Members receiving e-mail from NSDL [for members whose email IDs are registered with the Company / Depository Participants(s)]:

- (i) Open e-mail and then open PDF file viz., "Harita Seating Systems Limited e-Voting.pdf" with their Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password;
- (ii) Launch internet browser by typing the following URL: www.eVoting.nsd.com;
- (iii) Click on shareholder – Login;
- (iv) Enter User ID and password as initial password noted in step (i) above. Click Login;
- (v) Password change menu appears. Change the password with new password with minimum 8 digits/ characters or combination thereof. Note the new password. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential;
- (vi) Home page of e-Voting opens. Go to "e-Voting" icon and select "Active e-Voting Cycles";
- (vii) Select "EVEN" of Harita Seating Systems Limited;
- (viii) Now Members are ready for e-Voting as Cast Vote page opens;
- (ix) Cast the vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted;
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed;
- (xi) 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 Authorized Signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail: bchandra1@gmail.com with a copy marked to evoting@nsdl.co.in and raman@scl.co.in ;
- (xii) Members who have cast their vote through Postal Ballot Form shall not be entitled to vote electronically; and
- (xiii) Members can cast their vote online from Monday, 27th May 2019 (9.00 a.m.) to Tuesday, 25th June 2019 (5.00 p.m.) through e-Voting. Once the vote on a resolution is cast by the member, the member will not be allowed to change it subsequently. The e-Voting will not be allowed beyond the aforesaid date and time. The e-Voting module will be disabled by NSDL thereafter.

- (b) In case of Members receiving Postal Ballot Form by Post:

- (i) Initial password is provided as below/at the bottom of the Postal Ballot Form.

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

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) of item No. 2(a) above to cast vote;

- (c) If Members are already registered with NSDL for e-Voting, then they can use their existing user ID and password for casting the vote; and

- (d) Members can also update their mobile number and e-mail Id in the user profile details of the folio which may be used for sending future communication(s).

3. Members, who have registered their e-mail Id for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can obtain the Ballot Form from Share Transfer Agent, Sundaram-Clayton Limited, Unit : Harita Seating Systems Limited at "Jayalakshmi Estates", 1st Floor, No.29, Haddows Road, Chennai – 600 006 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizers by Post at the address given at Sl. No. 1 above.
4. The Scrutinizer, after completion of the scrutiny, will submit their report to the Chairman of the Company or in his absence, to anyone of the director of the Company. The results of the Postal Ballot and e-Voting will be declared by any one of the directors of the Company, on Wednesday, the 26th June 2019 at the Registered Office of the Company. The results shall also be announced to the Stock Exchanges where shares of the Company are listed and on the Company's notice board and website www.haritaseating.com.
5. In case of any query, members may contact the Company at investorscomplaintssta@gmail.com.
In terms of Regulation 36 (3) of Listing Regulations, read with Secretarial Standards on General Meetings, brief profile of the Directors, who are proposed to be re-appointed, nature of their expertise in specific functional areas, are given below:

MR H LAKSHMANAN

Mr H Lakshmanan, aged 85 years, joined TVS Group in 1953 and raised to the position as Executive Director of Sundaram-Clayton Limited (SCL) in 1982.

He plays a vital role in the management of SCL Group Companies and has contributed to the phenomenal growth of the Companies with his untiring efforts since its inception.

The following are some of his core functional areas -

- facilitating the proper working of the Board;
- acting as the leading representative of the Company in all its dealings with the Stakeholders like Members, Financial Institutions, Regulators, Government, Vendors, Dealers etc.;
- maintaining good shareholder relations;
- assisting the existence of an effective strategic planning system and the appropriate consideration of future development possibilities;
- enabling the Board to play an active role in strategic review and that development proposals and planning issues are referred to the Board for discussion and approval;
- establishing the basic priorities, ethical values, policies, attitudes and culture for the Company;
- ensuring that probity is maintained in accounting, reporting and all other aspects;
- monitoring the Senior Management Personnel's performance against established criteria/measures of financial and operating performance, in conjunction with the Board;
- with six decades of experience mostly devoted to human resource development, he played an important role in inter personnel relationship with workers' union, employees representatives and had a unique distinction of performing exemplary work on industrial relations of companies in SCL group; and
- acting as counsellor, adviser and listener to the Chief Executive and to other Members of the Board.

He is not related to any other Director or Key Managerial Personnel of the Company.

He holds 2,020 Equity Shares of Rs.10/- each in the Company.

He has attended all the six Board meetings held during the year 2018-19.

He is the Chairman of the Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company. He is also a member of the Nomination and Remuneration Committee.

Details of his other Directorships / Memberships / Chairmanships of Committees are given below:

| S. No. | Name of the Company | Position held | Committee membership/ Chairmanship |
|--------|--|---------------|--|
| 1. | TVS Motor Company Limited | Director | Nomination and Remuneration Committee |
| | | | Corporate Social Responsibility Committee |
| 2. | Sundaram Auto Components Limited | Chairman | Audit Committee* |
| | | | Nomination and Remuneration Committee |
| | | | Corporate Social Responsibility Committee* |
| 3. | Harita Fehrer Limited | Director | Audit Committee |
| | | | Corporate Social Responsibility Committee* |
| 4. | Harita NTI- Limited | Director | Corporate Social Responsibility Committee |
| 5. | Chennai Business Consulting Services Limited | Director | - |
| 6. | Harita Techserv Limited | Director | - |
| 7. | TVS Training and Services Limited | Director | - |
| 8. | TVS Capital Funds Private Limited | Director | Governance Committee (Audit Committee) |
| | | | Nomination and Remuneration Committee |
| 9. | TVS Investments Private Limited | Director | - |
| 10. | Lakson Technology Private Limited | Director | - |
| 11. | TVS Ornaics Private Limited | Director | - |
| 12. | VS Trustee Private Limited | Director | - |
| 13. | VS Investment and Consultancy Services Private Limited | Director | - |
| 14. | Cheema Investments and Holdings Private Limited | Director | - |
| 15. | TSS Staffing Solutions Private Limited | Director | - |
| 16. | TVS Educational and Training Services Private Limited | Director | - |
| 17. | TVS Motor (Singapore) Pte Limited | Director | - |
| 18. | TVS Motor Company (Europe) B.V. | Director | - |

(*) Indicates committees in which he holds the position as Chairman

MR S I JAFFAR ALI

Mr S I Jaffar Ali, aged 81 years, is a post-graduate in economics from Madras University and also a law graduate from Madras Law College. He was co-opted as a director of the Company on 22nd January 1997.

He held senior positions in the Indian Police Service and retired in the year 1995 as Inspector General of Police.

He is a member of Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

He has attended all the six Board meetings held during the year 2018-19.

He does not hold any shares of the Company and is not related to any director or Key Managerial Personnel of the Company. Details of his other directorships and membership / chairmanship of committees are given below:

| S. No. | Name of the Company | Position held | Committee membership/ Chairmanship |
|---------------|----------------------------|----------------------|--|
| 1. | Harita Fehrer Limited | Director | Audit Committee – Member Corporate Social Responsibility Committee – Member Nomination and Remuneration Committee – Chairman |

MR C N PRASAD

Mr C N Prasad, aged 72 years, is a graduate in mechanical engineering and postgraduate in manufacturing technology from Cranfield University, UK. He is also an MBA in Technology Management from La Trobe University, Australia. His experience includes 16 years in Hindustan Aeronautics Limited in various areas of manufacturing, production engineering and project management, 3 years in Kinetic Honda, Indore as Works Manager, 15 years in Rane Engine Valves Limited (REVL) as Director and CEO. In WABCO-TVS Limited and Sundaram-Clayton Limited, he held various senior positions over a period of 13 years.

During his tenure as CEO of REVL a strong quality orientation and customer centricity were brought into the Company that resulted in several accolades and achievements. REVL was one of the earliest companies in India to secure ISO 9000 certification in 1993, won the best vendor awards from Maruti and Deutz, Germany. The export business and turnover of REVL grew several folds during his tenure. During his tenure, SCL won several awards and recognitions from customers and external agencies.

He has been awarded ITM Awards for Corporate Excellence in 2006 by ITM Business School and has also been awarded 'Best CEO' by Quality Circle Forum of India (QCFI) for the year 2007.

He published an article on implementing Lean production Systems in Indian conditions in the January 2006 issue of "The Machinist".

He has attended five out of six Board Meetings held during the year 2018-19.

He is the Chairman of the Nomination and Remuneration Committee of the Company. He is also a member of Audit Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.

He does not hold any shares of the Company and is not related to any Director or Key Managerial Personnel of the Company. Details of his other directorships and membership / chairmanship of committees are given below:

| S. No. | Name of the Company | Position held | Committee membership/ Chairmanship |
|---------------|--|----------------------|---|
| 1. | Harita Fehrer Limited | Director | Nomination and Remuneration Committee |
| 2. | Sundaram Auto Components Limited | Director | - |
| 3. | Harita-NTI Limited | Director | Corporate Social Responsibility Committee |
| 4. | Polestar Management Services (OPC) Private Limited | Director | - |

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HARITA SEATING SYSTEMS LIMITED

Registered Office: Jayalakshmi Estates, No.29, Haddows Road, Chennai - 600 006
CIN: L27209TN1996PLC035293; Website: www.haritaseating.com; Email: investorscomplaintssta@scl.co.in
Phone: 044-2827 2233, Fax: 044-2825 7121

Postal Ballot Form

1. Name (s) of Member(s) :
[including joint holders, if any]

2. Registered address of the sole / :
first named member

3. Registered Folio No./ Client ID No.* :
(*Applicable to Member(s) holding
shares in dematerialized form)

4. Number of shares held :

I / we hereby exercise my / our vote in respect of the 'special resolutions' to be passed through postal ballot for the businesses stated in the notice of the Company. I/we have marked my/our assent or dissent to the said resolutions by placing the mark (✓) at the appropriate box below:

| S.NO | Particulars | No. of shares | I / We assent to the resolution (FOR) | I / We dissent to the resolution (AGAINST) |
|------|--|---------------|---------------------------------------|--|
| 1 | Approving the re-appointment of Mr H Lakshmanan as an Independent Director for the second term of 3 consecutive years. | | | |
| 2 | Approving the re-appointment of Mr S I Jaffar Ali as an Independent Director for the second term of 3 consecutive years. | | | |
| 3 | Approving the re-appointment of Mr C N Prasad as an Independent Director for the second term of 3 consecutive years. | | | |

Place :

Date :

Signature of the member

ELECTRONIC VOTING PARTICULARS

| EVEN (E-Voting Event Number) | USER ID | PASSWORD / PIN |
|------------------------------|---------|----------------|
| | | |

Note: Please read the instructions given overleaf carefully before exercising your vote.

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencement of voting : From 9.00 a.m. (IST) on Monday, the 27th May 2019
End of voting : Up to 5.00 p.m. (IST) on Tuesday, the 25th June 2019

(P.T.O.)

HARITA SEATING SYSTEMS LIMITED

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

CIN: L27209TN1996PLC035293; Website: www.haritaseating.com; Email: investorscomplaintssta@scl.co.in

Phone: 044-2827 2233, Fax: 044-2825 7121

Notes / Instructions

- (1) A member desiring to exercise his/her vote by postal ballot may complete this postal ballot form (no other form of photocopy thereof is permitted to be used for the purpose) and send it to the Scrutinizer at the address of the Company in the attached postage pre-paid self-addressed envelope. The postage will be borne and paid by the Company. The Company shall, also accept envelopes containing postal ballot forms, if deposited with the Company in person or if sent by courier at the expenses of the member. Members residing outside India should stamp the envelopes appropriately.
 - (2) Notice is being dispatched to the members by post (electronically by e-mail to those members who have registered their e-mail IDs with the Company), whose name appears in the Register of Members / Record of Depositories as on the date, namely Friday, the 17th May 2019.
 - (3) The Company has appointed M/s B Chandra and Associates, Company Secretaries, Chennai, as Scrutinizer, for conducting the postal ballot process in a fair and transparent manner. The name and address of the Scrutinizer to whom the Postal ballot papers are to be sent are given below:

M/s B Chandra & Associates,
Company Secretaries, Scrutinizer,
C/o. Sundaram-Clayton Limited
"Share Transfer Agent"
Unit: HARITA SEATING SYSTEMS LIMITED
"Jayalakshmi Estates", First Floor
29, Haddows Road, Chennai – 600 006, Tamilnadu
 - (4) This form should be completed and signed (as per specimen signature recorded with the Company/ Depositories) by the members. In case of joint shareholding, this form should be completed and signed by the first named member and in his/her absence, by the next named member. In case, holders of power of attorney sign the Postal Ballot form, reference to the Power of attorney registration by the Company should be mentioned in the Postal Ballot form.
 - (5) Duly completed postal ballot forms should reach to the Scrutinizer not later than by the close of working hours at **5.00 p.m., the Tuesday, 25th June 2019**. Postal ballot forms received, after this date, will be strictly treated as if the reply from such member has not been received.
 - (6) In the case of shares held by bodies corporate, the duly completed postal ballot form should be accompanied by a certified true copy of the relevant resolution / authorization.
 - (7) Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the members as of **17th May 2019**.
 - (8) Members are requested not to send any other paper along with the postal ballot form such as envelopes to the Scrutinizer and the Scrutinizer would destroy any extraneous paper found in such envelope.
 - (9) Votes will be considered invalid on the following grounds:
 - (a) A form other than one issued by the Company has been used;
 - (b) It has not been signed by or on behalf of the members;
 - (c) Signature on the postal ballot form does not match with the specimen signature with the Company / Depositories;
 - (d) It is not possible to determine without any doubt the assent or dissent of the member;
 - (e) Neither assent or dissent is mentioned;
 - (f) Any competent authority has given directions in writing to the Company to freeze the Voting Rights of the member;
 - (g) The envelope containing the postal ballot form is received after the last date prescribed;
 - (h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - (i) It is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - (j) Member has made any amendment to the Resolution or imposed any condition, while exercising his / her vote; and
 - (k) On such other grounds, which in the opinion of the Scrutinizer makes the votes invalid.
- A postal ballot form, which is otherwise complete in all respects and is lodged within the prescribed time limit but is undated shall be considered valid.
- (10) The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
 - (11) The results of the Postal Ballot and e-Voting will be declared by any one of the directors of the Company, on Wednesday, the 26th June 2019 at the Registered Office of the Company at No.29 Haddows Road, Chennai 600 006, Tamil Nadu, India at 4.00 p.m. However the special resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date specified by the Company for receipt of the duly completed postal ballot forms or e-Voting, namely **25th June 2019**.
 - (12) The results will thereafter be published in the Website of the Company viz., www.haritaseating.com and sent to the stock exchange.