

## HARITA SEATING SYSTEMS LIMITED

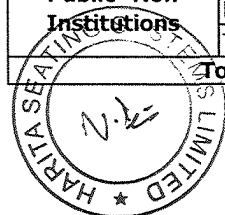
Annexure - II

### Results of voting through Remote e-Voting and Insta Poll

<b>Date of Court Convened General Meeting</b>	04-12-2019
<b>Total number of shareholders on record date (25/10/2019)</b>	9,658
<b>No. of shareholders present in the meeting either in person or through proxy:</b> Promoters and Promoter Group: Public:	9 659
<b>No. of Shareholders attended the meeting through Video Conferencing</b> Promoters and Promoter Group: Public	N.A.

<b>Resolution 1</b>	Resolution for approval of the Composite Scheme of Amalgamation amongst Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited and Minda Industries Limited and Their Respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act,2013.
<b>Resolution required: (Ordinary/ Special)</b>	Special
<b>Whether promoter / promoter group are interested in the agenda / resolution?</b>	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
<b>Promoter and Promoter Group</b>	E-Voting	51,44,962	51,44,962	100.00	51,44,962	-	100.00	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		51,44,962	51,44,962	100.00	51,44,962	-	100.00
<b>Public- Institutions</b>	E-Voting	1,75,769	1,57,870	89.82	1,57,870	-	100.00	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		1,75,769	1,57,870	89.82	1,57,870	-	100.00
<b>Public- Non Institutions</b>	E-Voting	24,48,309	4,20,852	17.19	4,18,868	1,984	99.53	0.47
	Poll		3,82,497	15.62	3,81,842	655	99.83	0.17
	<b>Total</b>		24,48,309	8,03,349	32.81	8,00,710	2,639	99.67
<b>Total</b>		<b>77,69,040</b>	<b>61,06,181</b>	<b>78.60</b>	<b>61,03,542</b>	<b>2,639</b>	<b>99.96</b>	<b>0.04</b>



**BS B.CHANDRA & ASSOCIATES**  
PRACTISING COMPANY SECRETARIES

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Vadapalani,  
Chennai – 600026  
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**SCRUTINIZER'S REPORT**

To  
Mr H Lakshmanan  
Chairman of the NCLT Convened Meeting of the Equity Shareholders  
of Harita Seating systems Limited  
No.29, Haddows Road,  
Chennai – 600 006

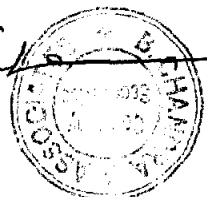
**CONSOLIDATED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING / POSTAL  
BALLOT AND INSTA POLL FACILITY PROVIDED FOR THE NCLT CONVENED MEETING OF THE  
EQUITY SHAREHOLDERS OF THE COMPANY HELD ON DECEMBER 04, 2019, AT 10 00 A.M.**

Dear Sir,

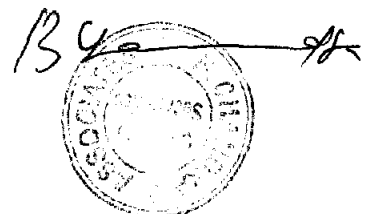
I, **B Chandra, Partner of B Chandra & Associates, Practising Company Secretaries** (Firm Registration No. P2017TN065700) were appointed as Scrutinizers for the purpose of conducting the voting process through Postal Ballot which includes remote e-voting and voting through Insta Poll, an electronic voting facility given at the meeting of the equity shareholders of Harita Seating Systems Limited (the "**Company**") provided by National Securities Depository Limited ("**NSDL**"), at the meeting convened by the Order of the Chennai Bench of the National Company Law Tribunal in Company Application No. CA's 1018 to 1022/CAA/2019, held on Wednesday, December 04, 2019 at 10.00 A.M on the resolution seeking shareholders' approval to the Scheme of Amalgamation amongst Harita Limited ("transferor company 1") and Harita Venu Private Limited ("transferor company 2") and Harita Cheema Private Limited ("transferor company 3") and Harita Financial Services Limited ("transferor company 4") and Harita Seating Systems Limited ("company" or "transferor company 5" or "applicant") and Minda Industries Limited ("transferee company") and their respective shareholders, in terms of the notice dated 22<sup>nd</sup> October, 2019.

I submit our report as under:

1. The Company had engaged the services of National Securities Depositories Limited ("NSDL") for providing the e-voting platform to the equity shareholders (including Public Shareholders) of the Company.

B Chandra  


2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through postal ballot, remote e-voting and the voting conducted through insta poll at the venue of the meeting, on the resolution contained in the notice of the meeting.
3. The cut-off date was Friday, October 25, 2019 for the purpose of determining the equity shareholders (including Public Shareholders) entitled to vote on the resolution seeking their approval.
4. The voting through postal ballot and remote e-voting had commenced at Monday, 4<sup>th</sup> November 2019 at 9.00 a.m. (IST) and had closed at Tuesday, 3<sup>rd</sup> December 2019 at 5.00 p.m. (IST)
5. Our responsibility as Scrutinizers for the voting process (through postal ballot, remote e-voting and voting conducted through insta poll at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through insta poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the notice.
6. The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the notice of the meeting and postal ballot and e-voting along with the relevant annexures referred thereto, postal ballot form along with self-addressed postage pre-paid envelope, proxy form, attendance slip, etc. to the equity shareholders (including Public Shareholders) of the Company (holding the equity shares as of the cut-off date, i.e. Friday, October 25, 2019) on October 30, 2019 and had also published an advertisement in this regard, in the Business Standard (All India Edition) (in English language) and in Makkal Kural (in Tamil language) on October 31, 2019.
7. The remote e-voting module was disabled and blocked by NSDL for voting on Tuesday, the December 3, 2019 at 5.00 P.M.
8. The equity shareholders (including Public Shareholders) were required to send the completed and signed postal ballot forms which should reach us on or before 5.00 p.m. on December 03, 2019. We did not accept any postal ballot form after 5.00 p.m. on December 03, 2019.
9. The votes cast under the e-voting facility were unblocked in the presence of two witnesses on 4<sup>th</sup> December 2019.



10. On Wednesday, December 04, 2019, at the venue of the NCLT convened meeting, at the end of discussion, the Chairman of the meeting directed for conducting the voting through insta poll facility for the equity shareholders (including Public Shareholders) who were present at the meeting but who had not cast their vote earlier either through the postal ballot or remote e-voting module of NSDL.
11. After the time fixed for closing of voting through insta poll by the Chairman, the electronic voting facility was locked in my presence.
12. The same was subsequently opened in my presence and the insta poll output was received by the undersigned. The results received were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
13. The postal ballot forms, which were incomplete and/or which were otherwise found to be defective were treated as invalid.
14. Thereafter, the following consolidated report on result of voting by equity shareholders (including Public Shareholders) through postal ballot, remote e-voting and the voting conducted through insta poll at the venue of the meeting of equity shareholders, in terms of the Companies Act, 2013 and NCLT order, was prepared.

**The following resolution was considered:**

"RESOLVED THAT pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, the rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of Hon'ble National Company Law Tribunal, Chennai Bench ("NCLT") and subject to such other approvals, permissions and sanctions of regulatory and other authorities, as may be necessary and subject to such conditions and modifications as may be prescribed or imposed by the NCLT or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to mean and include one or more Committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this Resolution), the arrangement embodied in the Composite Scheme of Amalgamation amongst Harita Limited ("Transferor Company 1") and Harita Venu Private Limited ("Transferor Company 2") and Harita Cheema Private Limited ("Transferor Company 3") and Harita Financial Services Limited ("Transferor Company 4") and Harita Seating Systems Limited ("Transferor Company 5" or the "Company") and Minda Industries Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") placed before this meeting and initialed by the Chairman of the meeting for the purpose of identification, be and is hereby approved.

B  
[Signature]  
[Circular Stamp]

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which Parties deem appropriate or which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper."

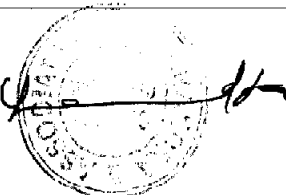
**(a) Voted in favour of the resolution: (including Promoter and Public)**

Manner of Voting	Number of members voted	Number of votes cast by them (in terms of number of shares held)
Postal Ballot	600	3,81,842
E-Voting **	102	57,21,700
<b>Total</b>	<b>702</b>	<b>61,03,542</b>
** Out of which Voting conducted through Insta Poll facility at the venue of the meeting (in person or by proxy)	36	771
<b>% of the total number of members voted</b>	96.83%	
<b>% of total number of valid votes cast (in terms of number of shares held)</b>	99.96%	

**(b) Voted against the resolution: (including Promoter and Public)**

Manner of Voting	Number of members voted	Number of votes cast by them (in terms of number of shares held)
Postal Ballot	12	655
E-Voting **	11	1,984
<b>Total</b>	<b>23</b>	<b>2,639</b>
** Out of which Voting conducted through Insta Poll facility at the venue of the meeting (in person or by proxy)	2	201
<b>% of the total number of members voted</b>	3.17%	
<b>% of total number of valid votes cast (in terms of number of shares held)</b>	0.04%	

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**(c) Invalid / Abstained Votes:**

Manner of Voting	Number of members voted	Number of votes cast by them (in terms of number of shares held)
Postal Ballot	27	5,159
E-Voting **	0	0
<b>Total</b>	27	5,159
** Out of which Voting conducted through Insta Poll facility at the venue of the meeting (in person or by proxy)	NIL	NIL

**(d) Summary:**

Category	No of shares held by voting shareholders	No of Valid Votes	No of votes assenting / % to the valid votes	No of votes dissenting / % to the valid votes
Promoters	51,44,962	51,44,962	51,44,962/100	NIL
Public	9,66,378	9,61,219	9,58,580/99.72	2639/0.28
<b>Total</b>	61,11,340	61,06,181	61,03,542	2639

I hereby declare that the resolution for approving the Scheme of Amalgamation amongst Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited, Harita Financial Services Limited, Harita Seating Systems Limited and Minda Industries Limited and their respective shareholders has been approved by requisite majority representing three fourth in value of the equity shareholders and the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

The results of voting by Insta Poll facility, the assent, dissent and invalid votes received, and all other relevant records in connection with the above resolution were sealed and handed over to the Company Secretary for safe keeping.

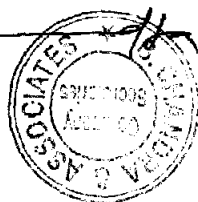
Thanking you,

Yours faithfully,

For B Chandra & Associates

Company Secretaries in Practice

B Chandra  
Partner  
CP No. 7859



Place: Chennai

Date: 04.12.2019