

HARITA SEATING SYSTEMS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 23rd Annual General Meeting of the Company (AGM) will be held on Tuesday, the 13th August 2019 at 10.35 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 to transact the following business:

ORDINARY BUSINESS

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

RESOLVED THAT the standalone and consolidated audited financial statements for the year ended 31st March 2019, together with the Directors' Report and the Auditors' Report thereon as circulated to the Members and presented to the meeting be and 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.

By order of the Board of Directors

Chennai
8th May 2019

N Iswarya Lakshmi
Company Secretary

Registered Office:
"Jayalakshmi Estates"
29, Haddows Road
Chennai - 600 006

Proxy:

- 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 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. During the period beginning 24 hours before the time fixed for commencement of AGM and ending with the conclusion of the AGM, a Member is entitled to inspect the proxies lodged, at any time during the business hours of the Company.

Unclaimed Dividend

3. In terms of Section 124 of the Companies Act, 2013 (the Act, 2013) the dividend 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.

4. Members who have not encashed their dividend warrants in respect of the above period are requested to make their claim(s) by surrendering the un-encashed warrants immediately to the Company.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website and also on the website of the Ministry of Corporate Affairs (MCA) viz., www.iepf.gov.in.

General

5. With a view to serving the Members better and for administrative convenience, Members who

hold shares in identical names and in the same order of names in more than one folio are requested to write to the Company to consolidate their holdings in one folio.

6. A Corporate Member, intending to send its authorised representative to attend the meeting in terms of Section 113 of the Act, 2013 is requested to send to the Company a certified copy of the Board Resolution / Power of Attorney authorizing such representative to attend and vote on its behalf at the meeting.
7. Members may also note that the Notice of AGM and the Annual Report will also be available on the Company's website viz., www.haritaseating.com for their download. The physical copies of the aforesaid documents including annexures along with Notice will also be available at the Company's Registered Office for inspection during 10.00 a.m. to 12.00 Noon on all working days, from 6th July 2019 till the date of AGM.
8. 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 meeting.
9. Members are requested to affix their signatures at the space provided in the Attendance Slip annexed to Proxy Form. Members / Proxies / Authorised Representatives are requested to bring the Attendance Slips duly filled in for attending the meeting. Members are requested to write their Folio Number in the Attendance Slip for attending the meeting and handover the Slip at the entrance of the meeting hall.

Members holding shares in electronic form

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN to the Depository Participant(s) (DP) with whom they are maintaining their demat accounts.
11. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC Code, Mandates, Nominations, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., to their DP.
12. The Company will not entertain any direct request from such Members for deletion or change of such bank details. Instructions, if any, already given by Members in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares in electronic form.
13. Electronic copy of the Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form are being sent to all the Members whose e-mail IDs are registered with the Company / DPs for communication purposes, unless any Member has requested for a hard copy of the same.
14. 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.

Members holding shares in physical form

15. Members can submit their PAN details to the Company / Share Transfer Agent (STA).
16. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, Mandates, Nomination as per Section 72 of the Act, 2013 by filling Form SH-13, Power of Attorney, Change of Address / Name / e-mail Address / Contact Numbers, etc., with the Company / STA. Blank forms (SH-13) will be supplied on request.

17. Members holding shares in physical form, in their own interest, are requested to dematerialize the shares to avail the benefits of electronic holding / trading.

For members who have not registered their e-mail address, physical copies of Annual Report and the Notice of the AGM *inter-alia* indicating the process and manner of e-Voting alongwith Attendance Slip and Proxy Form are being sent in the permitted mode.

Voting

18. 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').

19. The facility for voting through Ballot Papers shall be made available at the venue of AGM and the Members attending the AGM who have not cast their vote by remote e-Voting shall be able to vote at AGM.
20. In case of joint holders attending AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
21. 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 Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company has provided facility to exercise votes through electronic voting system to Members holding shares as on 6th August 2019 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 remote e-Voting process through the platform provided by NSDL viz., www.evoting.nsdl.com.

The voting rights of the Members / beneficial owners will be reckoned on the Equity Shares held by them as on the Cut-off Date. Members as on the cut-off date 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 - www.evoting.nsdl.com;
 - (ii) Enter the login credentials, i.e., User ID and Password mentioned in your e-mail. However, if you have 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) You 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) You 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'. You 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 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 at bchandra1@gmail.com, with a copy marked to e-voting@nsdl.co.in;
- (xii) Members can cast their vote online from 10th August 2019 (Saturday) (9 a.m.) till 12th August 2019 (Monday) (5 p.m.) through remote e-Voting, thereafter the remote e-Voting module will be disabled by NSDL for voting and hence e-Voting will not be allowed after the aforesaid date and time.

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 to the Frequently Asked Questions (FAQs) 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) The Notice of AGM is being sent (by e-mail where e-mail ID is available and in physical form in other cases) to the Members holding shares of the Company as on 6th July 2019;

Where Notice is sent by e-mail, User ID and Password are sent in the e-mail itself. Where Notice is sent in physical form, User ID and Password are printed at the bottom of the Attendance Slip for the AGM sent alongwith the Notice;

Shareholders who become Members of the Company, after despatch of Notice and hold shares as on 6th August 2019 may obtain the User ID and Password for e-Voting by sending an e-mail, 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 venue of AGM;
- (ii) M/s B. Chandra & Associates, Company Secretaries (Firm No. P2017TN065700), Chennai has been appointed by the Board of Directors as Scrutinizer for conducting the remote e-Voting process and voting through Ballot Papers at the AGM, in a fair and transparent manner;
- (iii) The Scrutinizer shall, immediately after the conclusion of the voting at AGM, first count the votes cast at the meeting, thereafter unlock the votes through remote e-Voting in the presence of atleast two witnesses, not in employment of the Company and make, within 48 hours from the conclusion of AGM, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the Company or any other Director, who shall countersign the same; and
- (iv) The Scrutinizer will submit their report to the Chairman, or any other Director of the Company, who will declare the result of the voting. The results declared alongwith the Scrutinizer's report will be placed on the Company's website www.haritaseating.com & on the website of NSDL 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 13th August 2019.
22. Route-map to the venue of AGM is provided in the Attendance Slip;
23. Any query relating to financial statements must be sent to the Company's Registered Office atleast 7 days before the date of AGM;
24. In accordance with the provisions of Article 132 of the Articles of Association of the Company, Mr Martin Grammer will retire by rotation at AGM and being eligible, offer himself for re-appointment; and
25. In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards

on General Meeting, brief profile of the Director, who is proposed to be re-appointed / appointed in this AGM, nature of his expertise in specific functional areas, other Directorships and Committee Memberships, his 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 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.

He has attended four board meetings held during the year 2018-19. He holds 10,87,600 equity shares of the Company.

By order of the Board

Chennai
8th May 2019

N Iswarya Lakshmi
Company Secretary

Harita Seating Systems Limited

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

CIN:L27209TN1996PLC035293, Email: investorscomplaintssta@scl.co.in

Phone: 044-28272233, Fax : 044-28257121

Website: www.haritaseating.com

ATTENDANCE SLIP

Name and Address of the Shareholder	Folio No.	:
	DP ID / Client ID	:
	No. of Shares held	:

I / We being the Registered Shareholder/Proxy for the Registered Shareholder of the Company hereby record my / our presence at the 23rd Annual General Meeting of the Company being held at Kasturi Srinivasan Hall (Mini Hall), The Music Academy, New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600014 on Tuesday, **13th August 2019 at 10.35 a.m.**

Name of the Shareholder / Proxy

Signature of the Shareholder / Proxy

Note: Please fill up this attendance slip and hand it over at the entrance of the meeting hall at the registration desk. Members are requested to bring their copies of the Annual Report to the AGM.

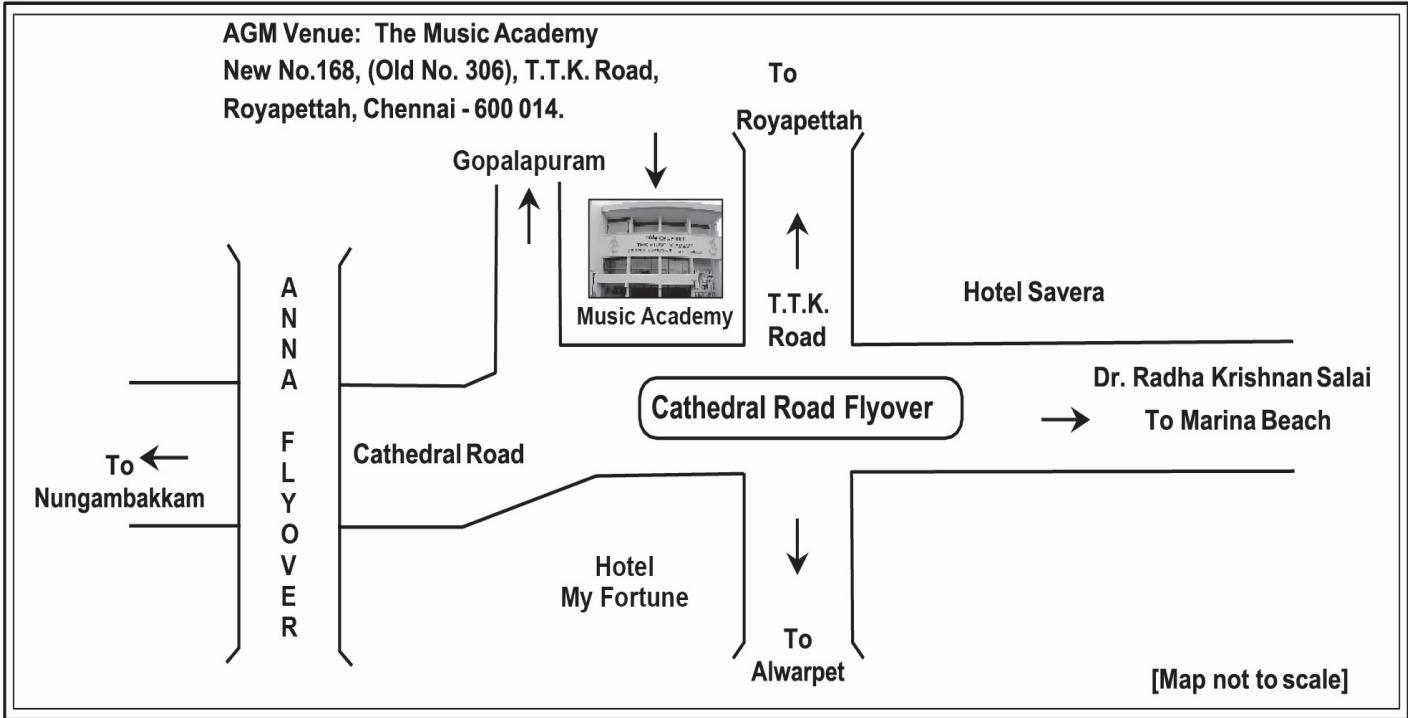
E-VOTING

Users who wish to opt for e-voting may use the following login credentials.

EVEN (E-Voting Event Number)	USER ID	PASSWORD

Please follow the steps for e-voting procedure as given in the Notice of AGM or by logging on to www.evoting.nsdl.com

Route map for the venue of AGM of Harita Seating Systems Limited to be held on Tuesday, 13th August 2019 at 10.35 A.M.



Harita Seating Systems Limited

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

CIN:L27209TN1996PLC035293, Email: investorscomplaintssta@scl.co.in

Phone: 044-28272233, Fax : 044-28257121

Website: www.haritaseating.com

PROXY FORM

FORM No. : MGT 11

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

CIN	: L27209TN1996PLC035293	E-Mail ID	:
Name of the Company	: Harita Seating Systems Limited	Folio No.	:
Registered Office	: Jayalakshmi Estates, No.29 Haddows Road, Chennai – 600 006	DP ID / Client ID	:
Name of the Member(s) Registered Address	:	No. of Shares	:

I/We being the Member(s) of Harita Seating Systems Limited holding _____ Equity Shares, hereby appoint:

S.No.	Name	Address	Email id	Signature	
1					Or failing him
2					Or failing him
3					

as my/our Proxy to attend and vote (on a poll) on my/our behalf at the 23rd Annual General Meeting of the Company to be held at The Kasturi Srinivasan Hall (Mini Hall), The Music Academy New No.168 (Old No.306), TTK Road, Royapettah, Chennai - 600014 on Tuesday, 13th August 2019 at 10.35 a.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
		For	Against
1.	Adoption of audited financial statements including the consolidated financial statements of the Company for the financial year ended 31 st March 2019 together with the reports of the Board of Directors' and Auditors' thereon.		
2.	Re-appointment of Mr Martin Grammer as a director, who retires by rotation.		

Signed thisday of2019

Signature of Member

Signature of Proxy holder

Affix
Revenue
Stamp of
Re.1

Notes:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered office of the Company at "Jayalakshmi Estates", No.29, Haddows Road, Chennai 600 006, not less than 48 hours before the commencement of the meeting.
2. 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.