



BHARAT SEATS LIMITED

PLOT NO.1, Maruti Udyog Joint Venture Complex, GURUGRAM-122015(Haryana)INDIA
Phones : +91-9643339870-74 Fax : 0124-2341188 E-mail:seats@ snl.net
CIN: L34300DL1986PLC023540 WEBSITE: www.bharatseats.com

23.09.2017

Corporate Relationship Department
BSE Limited
P.J.Towers
Dalal Street
Mumbai – 400 001

REF: SCRIP CODE : 523229

Sub: Voting Results

Dear Sirs

Further to our reporting dated 22.09.2017, this is to inform that an Annual General Meeting of the members of the Company was held on Thursday, 21st September, 2017 at 11 a.m. at Air Force Auditorium, Subroto Park, New Delhi.

The result of the businesses as contained in the Notice has been declared today by the Chairman, based on the report of the Scrutinizer dated 22.09.2017. All items have been passed by requisite majority except item no.8 pertaining to the re-appointment of Mr.T.J.Chacko as Wholetime Director.

The Report of the Scrutinizer is enclosed.

BHARAT SEATS LIMITED
Ritu Bakshi
RITU BAKSHI
COMPANY SECRETARY

Encl: As Above

Regd.Office:D-188, OKHLA INDUSTRIAL AREA, PHASE-1, NEW DELHI – 110020
Phones: 011-47334100 Fax No.:011-26811076

R. S. Bhatia
M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514

J-17 (Basement), Lajpat Nagar III,
New Delhi-110024.
Ph. 011-41078605 M: 09811113545
PAN. AAFP5130M
GSTIN No. 07AAFP5130M1ZX
Email: bhatia_rs@hotmail.com

FORM No. MGT-13

Report of Scrutinizer

(Pursuant to the Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014)

To,
Chairman,
BHARAT SEATS LIMITED,
D-188, Okhla Industrial Area,
Phase I, New Delhi-110020

30th Annual General Meeting of the equity shareholders of Bharat Seats Limited was held on Thursday, the 21st day of September, 2017, at 11.00 A.M at the AIR Force Auditorium, Subroto Park, and New Delhi-110010.

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, appointed as scrutinizer by the Board of Directors of the Company pursuant to Section 108 and 109 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time for the purpose of poll and e-voting taken on the below mentioned resolution(s), contained in the Notice dated 18th, July 2017 calling 30th Annual General Meeting of the Equity shareholders of Bharat Seats Limited, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, One (1) ballot box was kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot boxes were subsequently opened in my/our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
3. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The result of the poll and e-voting is as under:



Resolution No. :- 1 Ordinary Resolution:

Adoption of the Audited Financial Statements of the Company for the year ended 31st March, 2017 together with report of the Directors and Auditors thereon.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favor of the resolution	36	3888	237	12016275	79.28%
(ii) Voted against the resolution	-	-	231	3140836	20.71%
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes *	6	91,98,716	-	-	-

Resolution No. :- 2 Ordinary Resolution

Dividend declaration on Equity Shares.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favor of the resolution	36	3888	465	16309622	99.27
(ii) Voted against the resolution	-	-	5	118839	0.73



	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes*	6	91,98,716	-	-	-

Resolution No. :- 3 Ordinary Resolution

Appointment of Mr. Ajay Relan (DIN : 00257584) as a Director, who retires by rotation and being eligible, offered himself for re-appointment.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favor of the resolution	36	3888	439	15878016	96.65
(ii) Voted against the resolution	-	-	31	550445	3.35
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes*	6	91,98,716	-	-	-

Resolution No. :- 4 Ordinary Resolution

Appointment of Mr. Venkat Raman Challa (DIN : 07093663) as a Director, who retires by rotation and being eligible, offered himself for re-appointment.



	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favor of the resolution	36	3888	451	15751133	95.88
(ii) Voted against the resolution	-	-	19	677328	4.12
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes*	6	91,98,716	-	-	-

Resolution No. :- 5 Ordinary Resolution

Appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Regn. No.391003E/E300005) as Statutory Auditors of the Company and fix their remuneration.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favor of the resolution	36	3888	456	15760283	95.93
(ii) Voted against the resolution	-	-	14	668178	4.07
	Total No. of member(in person or by proxy) whose votes were	Total No. of votes cast by them			



	declared invalid				
(iii) Invalid votes*	6	91,98,716	-	-	-

Resolution No. : - 6 Ordinary Resolution

Appointment of Mrs. Sharda Relan, (DIN 00252181) as a Non-Executive Director of the Company.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favor of the resolution	36	3888	456	16238253	98.84
(ii) Voted against the resolution	-	-	14	190208	1.16
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes*	6	91,98,716	-	-	-

Resolution No. :- 7 Ordinary Resolution

Appointment of Mr. Toshiya Miki, (DIN 07505339) as an Non-Executive Director of the Company.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast



(i) Voted in favour of the resolution	36	3888	454	15755533	95.88
(ii) Voted against the resolution	-	-	16	672928	4.12
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes*	6	91,98,716	-	-	

Resolution No. :- 8 Special Resolution

Re-appointment of Mr. T.J. Chacko, (DIN 07005026) as a Whole time Director of the Company.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	36	3888	69	11909504	72.49
(ii) Voted against the resolution	-	-	401	4518957	27.51
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes*	6	91,98,716	-	-	



Resolution No. :- 9 Ordinary Resolution

Increase in remuneration of Mr. Rishabh Relan, Chief Operating Officer of the Company, Related party.

	Number of members Present and voting (in person or by proxy)	No. of Votes Cast by them	Numbers of Member voted electronically	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	36	3888	55	10010232	68.92
(ii) Voted against the resolution	-	-	408	4515429**	31.08
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them			
(iii) Invalid votes*	6	91,98,716	-	-	-

5. The details of the Invalid Ballot Papers are given in "Annexure A" forming the part of this Report.
6. The poll papers and all other records were sealed and handed over to the Chairman authorized by the Board for safe keeping.
7. The results of the aforesaid e-voting & poll for the Resolutions No. 1 to 9 as set out in the Notice dated 18th July, 2017 may declare accordingly.

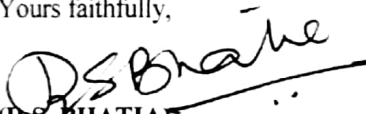


****Note 1:** In respect of the Item No. 9, the votes casted by Relan Industrial Finance Limited has not been considered as Mr Rishabh Relan jointly with his relatives holds more than 2% Equity Shares in Relan Industrial Finance Limited, being a related party in terms of Section 188 of the Act.

***Note 2:** Two Ballot papers have been received against one DP id/Client id of Sharda Motor Industries Limited holding 90,00,000 Equity Shares. The Company has been advised by way of a legal opinion that both the ballot papers should be rejected. Accordingly, both the said ballot papers have been rejected.

Thanking you,


Yours faithfully,


(R.S. BHATIA)
Scrutinizer
Company Secretary in Practice
CP No.: 2514




Place: New Delhi

Date: 22-09-2017

Witness 1 

Name: Rachna Kabthiyal

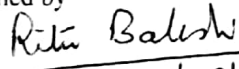
Address: RZF-338/1, Sadh Nagar Part II,
Palam Colony, NB-110045

Witness 2 

Name: Tanya Jain

Address: I-78, Astok Vihar,
Phase-1, New Delhi-110052

Signed by


Ritu Bakshi 22/09/2017
Company Secretary
Bharat Seats Limited
FCS No. 3401



ANNEXURE A


S. No.	Name of the Shareholder/Proxy Holder	DP Id /Client Id	Number of Shares	Reason
1	PRABHA BHANOT/K. BHANOT	IN300685/10325765	66000	Voted through e-Voting
2	M L BHANOT/RITU BHANOT	IN300685/10325773	34113	Voted through e-Voting
3	M L BHANOT	IN300685/10501191	98578	Voted through e-Voting
4	TINA KHORANA	IN300118/11660353	25	Wrongly Mentioned the No. of shares (75)
5	SHARDA MOTORS INDUSTRIES LIMITED	IN300118/10066735	90,00,000	*
6	SHARDA MOTORS INDUSTRIES LIMITED	IN300118/10066735	90,00,000	**

*/** Note: I have found that two ballot papers bearing SL No.51 & 09 in respect of DP ID No./Client ID No. IN300118/10066735 for 90,00,000 Equity Shares pertaining to Shareholder Sharda Motors Industries Limited.

Ballot No. 51 is signed by Mr. Ajay Relan and Ballot No. 09 is signed by Mr. Rohit Relan.

The company has provide the Certified True Copy of the resolution passed by the Board of Directors of the Sharda Motors Industries Limited held on 7th August, 2015, which inter alia authorize Mr. Ajay Relan and Mr. Rohit Relan individually to attend and vote it all the general meeting of the company wherever it holds investments.

Since, in respect of same DP Id No./ Client Id No., two authorized representative have voted separately, I am of the opinion that the voted cannot be considered as valid and hence, the both Ballots have been rejected.


(R.S. BHATIA)
Scrutinizer
Company Secretary in Practice
CP No.: 2514



Place: New Delhi
Date: 22-09-2017