

A.K.GOYAL  
Company Secretary

"COCUSAN CHAAMBERS"  
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### Consolidated Report

The Chairman,  
Bharat Seats Limited,  
D-188, Okhla Industrail Area,  
Phase-I, New Delhi-110 020.

Sub: Scrutinizer's Report on the Postal Ballot , including the voting through electronic means conducted pursuant Section 110 of the Companies Act, 2013 read with the Companies(Management and Administration)Rules, 2014 and Resolutions as set out in the notice of Postal Ballot dated 21<sup>st</sup> October, 2014 issued by the Company

Dear Sir,

1. I, A.K.Goyal, Practicing Company Secretary, appointed as a scrutinizer of Bharat Seats Limited (the Company), at its meeting held on 21-10-2014, with respect to the captioned subject, hereby submit my consolidated report as under:

1.1 The company has completed the despatch of postal ballot forms on 25<sup>th</sup> November, 2014, alongwith notice, and postage prepaid business reply envelopes by post (and electronically by e-mail to all the members who have registered their email IDs with the company or Depository Participant) to all the Members whose name (s) appeared on the Register of Members/Record of Depositories as on 31<sup>st</sup> October, 2014 (cut off date) . Total 22159 number of Notices were despatched to the shareholders of the Company as per the Register of members.



- 1.2 In accordance with the Companies (Management and Administration) Rules, 2014, all 876 Postal Ballot Papers as well as E-Voting communications received up to the close of working hours i.e. 5.00 p.m. on 25-12-2014 (the last date and time fixed by the company for receipt of the Postal Ballot Papers & E-Voting) were considered for my scrutiny. The 174 postal ballot forms were received undelivered and are kept separately in safe custody.
- 1.3 I did not find any defaced or mutilated Ballot Paper, except 1 (One) number of invalid Ballot paper.
- 1.4 Particulars of all the Postal Ballot forms received from the Members and the votes cast by electronic mode have been entered in the Register separately maintained for the purpose.
2. The summary of these Postal Ballots received in physical and electronic form is given as an annexure.
3. I have handed over the postal ballot forms and other related papers/ registers and records for safe custody to Ms. Ritu Bakshi, Company Secretary of the Company and authorised by the Board to supervise the postal ballot process.

You may accordingly declare the result of Postal Ballot, including voting by electronic means.

Thanking you ,



(A.K. Goyal)



Company Secretary in Practice

FCS-1565/CP-7461

Place : New Delhi

Date : 26-12-2014

Promoter/Public	No. of shares held	no. of Invalid Votes	No. of valid votes	No. of votes polled	votes polled by interested party	% of Votes Polled on outstanding shares (6) = $\frac{[(4)/(1)] \times 100}{100}$	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (9) = $\frac{[(7)/(3)] \times 100}{100}$	% of Votes against on votes polled (10) = $\frac{[(8)/(3)] \times 100}{100}$
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)

1. Appointment of Mr. Thadikaran Chacko Joseph as a Director of the Company  
**SPECIAL BUSINESS / ORDINARY RESOLUTION**

Mode of voting: (E-voting)

Promoter and Promoter Group	23343008	0	18583092	18693008	0	80.08	18693008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	0	4892	4892	0	0.06	4340	552	86.72	11.28
Total (A) (25 FOLIOS)	31400000	0	18637984	18697600	0	59.55	18697346	552	100.00	0.00

Mode of voting: (physical)

Promoter and Promoter Group	23343008	0	4650000	4650000	0	19.92	4650000	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	726118	726118	0	9.05	723479	2639	98.64	0.36
Total (B) (651 FOLIOS)	31400000	200	5376118	5376318	0	17.12	5373479	2639	99.95	0.05

**COMBINED RESULT**

Promoter and Promoter Group	23343008	0	23343008	23343008	0	100.00	23343008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	731010	731210	0	9.12	727819	3191	98.56	0.44
Total (A+B) (876 FOLIOS)	31400000	200	34074018	24074218	0	76.67	24070827	3191	99.99	0.01



Promoter/Public	No. of shares held	no. of invalid votes	No. of valid votes	No. of votes polled	votes polled by interest of party	% of Votes Polled on outstanding shares (6)-[(4)/(2)]*100	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled (9)=[ $\frac{(7)}{(8)}$ ]*100	% of Votes against on votes polled (10)=[ $\frac{(8)}{(9)}$ ]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)

2. Appointment of Mr. Thadikaran Chacko Joseph as a Wholetime Director of the Company  
**SPECIAL BUSINESS / SPECIAL RESOLUTION**

Mode of voting: (E-voting)

Promoter and Promoter Group	23343008	0	18693008	18693008	0	80.08	18693008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	0	4832	4832	0	0.06	4340	552	86.72	11.28
Total (A) (25 FOLIOS)	31400000	0	18697840	18697800	0	59.55	18697348	552	100.00	0.00

Mode of voting: (physical)

Promoter and Promoter Group	23343008	0	4650000	4650000	0	19.92	4650000	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	724468	724468	0	9.03	724578	2689	99.63	0.37
Total (B) (850 FOLIOS)	31400000	200	5374268	5374468	0	17.12	5374578	2689	99.95	0.05

**COMBINED RESULT**

Promoter and Promoter Group	23343008	0	23343008	23343008	0	100.00	23343008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	728168	729368	0	9.09	725919	3241	99.56	0.44
Total (A+B) (875 FOLIOS)	31400000	200	24624768	24672368	0	76.68	24068927	3241	99.99	0.01



Promoter/Public	No. of shares held	no. of Invalid Votes	No. of valid votes	No. of votes polled	votes polled by interested party	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)=[(4)/(1)]*100	(7)	(8)	(9)=[(7)/(3)]*100	(10)=[(8)/(3)]*100

3. Appointment of Mr. Arvind Varma as an Independent Director  
**SPECIAL BUSINESS / ORDINARY RESOLUTION**

Promoter and Promoter Group	23343008	0	18893003	18893004	0	80.08	18893008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	0	4892	4892	0	0.06	4340	552	88.72	11.28
Total (A) (25 FOLIOS)	31400000	0	18897300	18897300	0	59.55	18897348	552	100.00	0.00

Mode of voting: (physical)										
Promoter and Promoter Group	23343008	0	4630000	4650000	0	19.92	4650000	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	724243	724443	0	9.03	721518	2726	99.62	0.38
Total (B) (50 FOLIOS)	31400000	200	5374243	5374443	0	17.12	5371518	2726	99.95	0.05

COMBINED RESULT										
Promoter and Promoter Group	23343008	0	23343003	23343006	0	100.00	23343008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	728136	728336	0	9.08	725858	3277	99.55	0.45
Total (A+B) (75 FOLIOS)	31400000	200	24072143	24072343	0	76.66	24068866	3277	99.99	0.01



Promoter/Public	No. of shares held	no. of Invalid Votes	No. of valid votes	No. of votes polled	votes polled by interested party	% of Votes Polled on outstanding shares (6)=[(4)/(1)]*100	No. of Votes - in favour	No. of Votes against	% of Votes in favour on votes polled [(7)/(3)]*100	% of Votes against on votes polled [(8)/(9)]*100
	(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)

4. Appointment of Mrs Shyamla Khera as an Independent Director  
**SPECIAL BUSINESS RESOLUTION**  
 Mode of voting: (E-voting)

Promoter and Promoter Group	23343008	0	18697806	18693008	0	80.98	18693008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	0	4892	4892	0	0.06	4840	552	88.72	11.28
Total (A) (25 FOLIOS)	31400000	0	18697806	18697800	0	59.55	18697348	552	100.00	0.00

Mode of voting: (physical)

Promoter and Promoter Group	23343008	0	4650000	4650000	0	19.92	4650000	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	724418	724418	0	9.03	721493	2725	99.62	0.38
Total (B) (849 FOLIOS)	31400000	200	5374218	5374418	0	17.12	5371493	2725	99.95	0.05

COMBINED RESULT

Promoter and Promoter Group	23343008	0	23343006	23343008	0	100.00	23343008	0	100.00	0.00
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0.00	0.00
Public-Others	8021992	200	728310	728310	0	9.09	725833	3277	89.55	0.45
Total (A+B) (874 FOLIOS)	31400000	200	2407218	2407218	0	76.66	2406841	3277	99.69	0.01



Promoter/Public	No. of shares held	no. of Invalid Votes	No. of valid votes	No. of votes polled	votes polled by interested party	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)	(4)	(5)	(6)=[(4)/(1)]*100	(7)	(8)	(9)=[(7)/(3)]*100	(10)=[(8)/(3)]*100
5. Authorisation for Related Party Transactions										
<b>SPECIAL BUSINESS / SPECIAL RESOLUTION</b>										
Mode of voting: (E-voting)										
Promoter and Promoter Group	23343008	0	0	0	0	0.00	0	0	0	0
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0	0
Public-Others	8021992	0	4892	4892	0	0.00	4340	552	0.00	0.00
Total (A) (8 FOLIOS)	31400000	0	4892	4892	0	0.02	4340	552	88.72	11.28
Mode of voting: (physical)										
Promoter and Promoter Group	23343008	0	0	0	0	0.00	0	0	0	0
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0	0
Public-Others	8021992	200	724443	724443	0	8.03	721487	2756	99.62	0.38
Total (B) (849 FOLIOS)	31400000	200	724443	724443	0	2.31	721487	2756	99.62	0.38
COMBINED RESULT										
Promoter and Promoter Group	23343008	0	0	0	0	0.00	0	0	0	0
Public - Institutional holders	35000	0	0	0	0	0.00	0	0	0	0
Public-Others	8021992	200	724443	729335	0	9.09	725827	3308	99.55	0.45
Total (A+B) (857 FOLIOS)	31400000	200	724443	729335	0	2.32	725827	3308	99.55	0.45

