



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@bharatseats.net
CIN: L34300DL1986PLC023540 WEBSITE: www.bharatseats.com

7th March, 2024

Corporate Relationship Department

BSE Limited
Floor 25, P.J.Towers
Dalal Street
Mumbai – 400 001

REF: SCRIP CODE: 523229

SUB: Submission of Scrutinizer's Report

Dear Sir

Please find enclosed Scrutinizer's Report in respect of e-voting held in respect of postal ballot, result of which was declared on 7th March, 2024.

We request you to take this on record.

FOR BHARAT SEATS LIMITED

(RITU BAKSHI)
COMPANY SECRETARY AND COMPLIANCE OFFICER
MEM. NO.: F3401

R.S. Bhatia


M.A., F.C.S.
Company Secretary in Practice
CP No.: 2514
Peer Review No.: 1496/2021

J-17, (Basement) Lajpat Nagar III,
New Delhi-110024
Ph. 011-41078605 M: 9811113545
Pan No. AAFPB5130M
GST No: 07AAFPB5130M1ZX
Email: bhatia_r_s@hotmail.com

The Chairman,
BHARAT SEATS LIMITED,
CIN: L34300DL1986PLC023540
1, Nelson Mandela Road,
Vasant Kunj New Delhi, South Delhi
DL 110070

Dear Sir,

1. I, R.S. BHATIA, Practicing Company Secretary, thank you for appointing me as the Scrutinizer for scrutinizing the Postal Ballot process conducted through electronic means in a fair and transparent manner.
2. In this regard I am pleased to submit my Report, which is self- explanatory in all respects.


R.S. Bhatia
Company Secretary in Practice
CP No. 2514
Date: 7/03/2024
Place: New Delhi
Peer Review No.: 1496/2021
UDIN: F002599E003555610



R.S. Bhatia

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FORM No. MGT-13

Report of Scrutinizer

(Pursuant to Section 108 and 110 of The Companies Act, 2013 and Rule 21(2) of The (Companies Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Chairman,
BHARAT SEATS LIMITED,
CIN: L34300DL1986PLC023540
1, Nelson Mandela Road,
Vasant Kunj New Delhi, South Delhi
DL 110070

Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting in respect of passing of the resolutions contained in the Notice dated February 1, 2024

Dear Sir,

I, R.S. BHATIA, Company Secretary in Practice, has been appointed as a Scrutinizer by the Company for scrutinizing the postal ballot process conducted through electronic means only in a fair and transparent manner in respect of the following resolutions set out in the Postal Ballot Notice dated February 1, 2024:

- i) Appointment of Mr. Sanjay Bhattacharyya (DIN: 10449854) as a Non-Executive Independent Director of the Company**
- ii) Appointment of Mr. Sudhir Maheshwari (DIN: 00649505) as a Non-Executive Independent Director of the Company**

My responsibility as a scrutinizer is restricted to preparing a Scrutinizer's Report of the votes cast by the members for or against the resolutions contained in the Postal Ballot Notice dated February 1, 2024, based on the report generated from the e-voting platform provided by the authorized agency National Securities Depository Limited (NSDL) engaged by the Company.

I submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the applicable provisions of The Companies Act, 2013 ("Act"), rules made there



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under including Circulars issued by the Ministry of Corporate Affairs ("MCA") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to postal ballot process conducted through electronic means.

2. The Company has appointed National Securities Depository Limited (NSDL) as the agency, for providing the facility to the members of the Company to cast their votes electronically through remote e-voting platform.
3. The members of the Company whose names were appearing in the Register of Members maintained by RTA of the Company and Register of Beneficial Owners maintained by the Depositories as on the "**cut-off date**" i.e. **February 2, 2024** were entitled to vote on the proposed resolutions as set out in the Notice of Postal Ballot dated February 1, 2024 through remote e-voting only.
4. The remote e-voting period commenced from **Wednesday, February 7, 2024 Time: 9:00 AM (IST) and ended on Thursday, March 7, 2024 Time: 5:00 PM (IST)**. During this period the members of the Company, who were holding shares either in physical form or in dematerialized form, as on the cut-off date of February 2, 2024, were entitled to cast their votes electronically. The remote e-voting module was disabled by NSDL for voting thereafter.
5. Pursuant to the provisions of the Act and MCA Circulars, the Company has sent Postal Ballot Notice to its members whose name(s) appeared in the Register of Members maintained by RTA of the Company and List of beneficial owners received from National Securities Depository Limited and Central Depository Services (India) Limited as on the Cut-off date i.e. February 2, 2024 and whose e-mail IDs were available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. Further, the Company vide newspaper advertisements published in Financial Express (English) and Jansatta (Hindi) newspapers on February 7, 2024.
6. The Company had completed the dispatch of Postal Ballot Notice on February 6, 2024 and the intimation regarding the same was published in the Financial Express (English) and Jansatta (Hindi) newspapers on February 7, 2024.
7. I monitored the process of remote e-voting through the scrutinizer's secured link provided by NSDL at its designated website. i.e. <https://www.evoting.nsdl.com/>.



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8. The physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope were not sent to the members. Members were asked to communicate their assent or dissent on the proposed resolutions through remote e-voting system only. Therefore, neither the Company nor I have received any postal ballot form(s).
9. The remote e-voting report downloaded from the website of NSDL has been kept separately for the purpose of postal ballot.
10. After ascertaining the votes cast by remote e-voting, I hereby submit the result as under:

Resolution No. 1: Special Resolution:

Appointment of Mr. Sanjay Bhattacharyya (DIN: 10449854) as a Non-Executive Independent Director of the Company

In Favour/Against	Remote E-voting		
	Voters	No. of Votes	Percentage
In Favour	146	2,39,02,903	99.999
Against	37	308	0.001
Total	183	2,39,03,211	100.00

Resolution No. 2: Special Resolution:

Appointment of Mr. Sudhir Maheshwari (DIN: 00649505) as a Non-Executive Independent Director of the Company

In Favour/Against	Remote E-voting		
	Voters	No. of Votes	Percentage
In Favour	144	2,39,02,753	99.999
Against	38	358	0.001
Total	182	2,39,03,111	100.00



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11. In view of the above scrutiny, I hereby confirm that the two resolutions specified in the Postal Ballot Notice dated February 1, 2024 has been passed with the requisite majority of shareholders.

12. The electronic data and all other relevant records relating to the e-voting is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the minutes.


CS R.S. BHATIA,



Scrutinizer

Company Secretary in Practice

CP No.: 2514

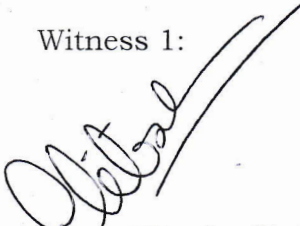
Place: New Delhi

Date: 07/03/2024

Peer Review No.: 1496/2021

UDIN: F002599E003555610

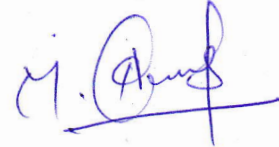
Witness 1:



Name: Nitasha Sinha

Address: B-802, Greenfield, Faridabad
Haryana-121003

Witness 2:



Name: Mohd. Anas

Address: F-84, 2nd floor,
Laxmi Nagar, Delhi-92

Countersigned by:

For Bharat Seats Limited

Name: Ritu Bakshi

Designation: Company Secretary & Compliance Officer

Membership No.: FCS 3401

Duly Authorized by Chairman

Date: March 7, 2024