



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

28.06.2022

Corporate Relationship Department

BSE Limited
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 Annual General meeting held on 28th June, 2022.

Kindly take the same on record.

For BHARAT SEATS LIMITED



Ritu Bakshi
RITU BAKSHI
COMPANY SECRETARY
FCS 3401

Encl: As Above

Regd. Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070
Phone: +91 9810808631

R.S.Bhatia

M.A., F.C.S.

Company Secretary in Practice

CP No.: 2514

J-17 (Basement), Lajpat Nagar III,

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Ph. 011-41078605 M: 09811113545

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Service Category:-Company Secretary in Practice

The Chairman,
Bharat Seats Limited,
CIN: L34300DL1986PLC023540
1, Nelson Mandela Road,
Vasant Kunj, New Delhi- 110070

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, thank you for appointing me as the Scrutinizer by the Board of Directors of Bharat Seats Limited pursuant to section 108 and 109 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 as amended from time to time for the 35th Annual General Meeting of the Company held on 28th June, 2022.

In this regard, I am pleased to submit my Report, which is comprehensive and self-explanatory in all respects.


R.S. Bhatia
Company Secretary in Practice

CP No.- 2514

Date: 28-06-2022

Place: New Delhi

UDIN: F002599D000538244



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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)

Name of the Company	Bharat Seats Limited,
Meeting	35 th Annual General Meeting
Day, Date & Time	Tuesday, 28 th June, 2022 at 11 a.m.
Deemed Venue	1, NELSON MANDELA ROAD, VASANT KUNJ, NEW DELHI 110070
Mode	Video Conferencing ("VC")

1. Appointment as Scrutinizer

I, R S Bhatia, Practising Company Secretary, have been appointed as Scrutinizer by the Board of Directors of M/s Bharat Seats limited for the purpose of scrutinizing the process of voting through electronic means i.e. remote e-voting and e-voting at the time of AGM on the resolutions contained in the notice of AGM dated 30th May, 2022 issued in accordance with General Circular No. No. 03/ 2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, calling the 35th Annual General Meeting of its Equity Shareholders ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Tuesday, 28th June, 2022 at 11:00 a.m. IST through VC / OAVM.

The said appointment as Scrutinizer is under the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended ("the Rules").

As the Scrutinizer, I have scrutinized:

- (i) process of e-voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM ("remote e-voting"); and
- (ii) process of e-voting at the AGM through electronic voting system ("e-voting").

My responsibility as a scrutinizer was to ensure that the voting process was conducted in a fair and transparent manner and submit a report on the voting on the resolutions based on the reports generated from the electronic voting system of CDSL (agency for providing the remote e-voting facility and e-voting system during the AGM).



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2. Dispatch of Notice convening the AGM

The Company informed that on the basis of the list of shareholders and Beneficial Owners made available by Alankit Assignments Limited, the Registrar and Transfer Agent of the Company, the Company completed dispatch of notice of AGM through email on 3rd June, 2022.

As informed by the Management, the notice of the 35th AGM was published on the website of the Company at www.bharatseats.com and also on the website of CDSL at www.evotingindia.com for remote e-voting and e-voting during the AGM. The same was also submitted with the BSE Limited on June 3, 2022.

3. Cut-off Date

Voting rights of the members were reckoned as on Tuesday, June 21, 2022, being the cut-off date for the purpose of deciding the entitlements of members for remote e-voting and e-voting during the AGM.

4. Process of Remote e-voting and e-voting during AGM

- 4.1 The remote e-voting period commenced on Friday, June 24, 2022 at 09:00 A.M. and ended on Monday, June 27, 2022 at 05:00 P.M. via e-voting platform on the designated portal webpage provided by Central Depository Services (India) Limited.
- 4.2 The Company also provided e-voting facility to the Members who attended through VC/OAVM during the AGM to enable those Members to cast their votes, who had not cast their votes earlier through remote e-voting.
- 4.3 After the time fixed for closing of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by CDSL under my instructions.
- 4.4 The e-voting system was scrutinized on test check basis. The e-votes were reconciled with the records maintained by the Company / RTA and the authorizations lodged with the Company/ RTA on test check basis.
- 4.5 The e-votes cast were unblocked on Tuesday, 28th June, 2022 after the conclusion of the AGM.

5. Attendance during AGM

As reported by CDSL, 200 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per MCA Circulars.



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6. Counting Process

After completion of e-voting during the AGM, the data of remote e-voting and e-voting was diligently scrutinized. Records were maintained containing the summary of results of remote e-voting and e-voting during AGM.

7. Results

7.1 Based on the records made available by the CDSL I observed that:

a) 250 members cast their votes through remote e-voting which was kept open from Friday, June 24, 2022 at 09:00 A.M. and ended on Monday, June 27, 2022 at 05:00 P.M.

b) 1 member cast his vote through e-voting during the AGM;

7.2 Consolidated result with respect to each item as set out in the Notice of the AGM dated 30th May, 2022 is enclosed as Annexure.

7.3 Based on the aforesaid results, I report that 10 Resolutions as set out in item Nos.1 to 10 of the Notice of the AGM dated 30th May, 2022 have been passed with the requisite majority.

8. The electronic data relating to remote e-voting and e-voting made at AGM have been handed over to Ms. Ritu Bakshi, Company Secretary and Compliance Officer, for preserving safely.


R.S. Bhatia

Company Secretary in Practice

CP No.- 2514

Date: 28-06-2022

Place: New Delhi

UDIN: F002599D000538244



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Annexure

Resolution No.:- 1 Ordinary Resolution:

Consideration and adoption of the Audited Financial Statements together with report of Board of Directors and Auditors thereon for the financial year ended March 31, 2022

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	237	23981103	100
Against	14	14	-
Total	251	23981117	100

Resolution No.:- 2 Ordinary Resolution

Declaration of dividend on Equity Shares for the financial year ended on 31st March, 2022

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	237	23981103	100
Against	14	14	-
Total	251	23981117	100

Resolution No.:- 3 Ordinary Resolution

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

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	236	23981101	100
Against	15	16	-
Total	251	23981117	100



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Resolution No.:- 4 Ordinary Resolution

Re-appointment of M/s S.R. Batliboi & Co. LLP, Chartered Accountants (ICAI Firm Regn. No. 301003E/ E300005) as Statutory Auditors for a second term of five years

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	237	23981103	100
Against	14	14	-
Total	251	23981117	100

Resolution No.:- 5 Ordinary Resolution

Appointment of Mr. Shigetoshi Torii (DIN06437336) as a Director of the Company

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	237	23981103	100
Against	14	14	-
Total	251	23981117	100



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Service Category:-Company Secretary in Practice

Resolution No.:- 6 Ordinary Resolution

* Related Party Transactions with Maruti Suzuki India Ltd.

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	222	561274	100
Against	14	14	-
Total	236	561288	100

*In view of the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, only voting by public shareholders is considered.

Resolution No.:- 7 Ordinary Resolution

* Related Party Transactions with NDR Auto Components Limited

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	223	561279	100
Against	14	14	-
Total	237	561293	100

*In view of the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, only voting by public shareholders is considered.



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Resolution No.:- 8 Ordinary Resolution

- Related Party Transactions with Suzuki Motorcycle India Private Limited

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	223	561279	100
Against	14	14	-
Total	237	561293	100

*In view of the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, only voting by public shareholders is considered.

Resolution No.:- 9 Ordinary Resolution

- Related Party Transactions with Suzuki Motor Gujarat Private Limited

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	223	561279	100
Against	14	14	-
Total	237	561293	100

*In view of the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, only voting by public shareholders is considered.



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Resolution No.:- 10 Ordinary Resolution

- Related Party Transactions with Toyo Sharda India Private Limited

	Total number of members who exercised their vote	Total number of Votes cast by them	Percentage of total number of valid votes cast
In Favour	223	561279	100
Against	14	14	-
Total	237	561293	100

*In view of the provisions of Regulation 23 of SEBI (LODR) Regulations, 2015, only voting by public shareholders is considered.


(R.S. BHATIA)
Scrutinizer



Company Secretary in Practice

CP No.: 2514

Place: New Delhi

Date: 21-09-2021

UDIN: F002599D000538244

Witness 1 Witness 2


Name: Ojaswi Anya

Address: 118/20, Om Nagar, Khandsa Rd.

Gurgaon 122001, HR


Name: PITAMBER DUTT

Address: C2B/92C Janakpuri
New Delhi: 110058


Name: Ritu Bakshi

Designation: Company Secretary & Compliance Officer

M. No.: FCS 3401

Duly Authorized by Chairman of the 35th AGM