



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

28.03.2019

Corporate Relationship Department

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

REF: SCRIP CODE: 523229

Dear Sir

Sub: Voting result of postal Ballot under regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015

This is further to our letter dated 21st February, 2019 regarding the postal Ballot notice of the Company.

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Postal Ballot was conducted for seeking approval of the shareholders of the Company, as stated in postal ballot notice dated 14th February, 2019.

Mr. R S Bhatia, Practicing Company Secretary, (Membership No. 2599 and C P No. 2514), scrutinizer appointed for conducting the postal Ballot process in a fair and transparent manner, has submitted his consolidated Report on e-voting and physical postal ballot to the chairman of the company and the result of postal Ballot has the result of the postal ballot has been announced by the Chairman today i.e. March 28, 2019. The resolutions set out in Postal ballot Notice has been passed by the shareholders of the Company with requisite majority.

We are submitting here with the following:-

1. Voting result pursuant to the Regulation 44 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. Consolidated Scrutinizer Report on e-voting & physical postal ballot dated March 28, 2019

Regd. Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi-110070
Phone: 09810808631



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The Voting result along with the Scrutinizer Report shall also be available on the website of the Company: www.bharatseats.com.

Kindly take the same on records.

Thanking You

For Bharat Seats Limited

Ritu Bakshi

Company Secretary

Encl:a/a

BHARAT SEATS LIMITED

Details of voting result of Postal Ballot of Bharat Seats Limited

Company Name	Bharat Seats Limited
Cut-off Date	15-02-2019
Total No. of members as on cut-off date	13640
No. of Resolutions passed	6

SPECIAL RESOLUTION 1: Re-appointment & continuation of appointment of Mr. Girish Narain Mehra (DIN:00059311) as a Non-executive Independent Director of the Company

Whether Promoter / Promoter group is interested in the resolution No

Category	Total Holding	Total Vote Cast			% of Total outstanding shares	Votes in favour			% Votes against polled	Votes against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)		e-Voting B1	Ballot B2	Total B3 (B1+B2)		e-Voting C1	Ballot C2	Total C3 (C1+C2)	% Votes against votes polled
Promoter/ Promoter Group	23357145	11196666	12101158	23297824	99.75	11196666	12101158	23297824	100.00	0	0	0	0
Public Institution	35000	0	0	0	0	0	0	0	0.00	0	0	0	0
Public Non- Institution	8007855	673570	10648	684218	8.54	671069	10648	681717	99.63	2501	0	2501	0.37
TOTAL	31400000	11870236	12111806	23982042	76.38	11867735	12111806	23979541	99.99	2501	0	2501	0.01

Whether the Special resolution is passed or not Passed

SPECIAL RESOLUTION 2: Re-appointment & continuation of appointment of Mr. Prateep Kumar Lahiri (DIN:00039653) as a Non-executive Independent Director of the Company

Whether Promoter / Promoter group is interested in the resolution No

Category	Total Holding	Total Vote Cast			% of Total outstanding shares	Votes in favour			% Votes against polled	Votes against			
		e-Voting A1	Ballot A2	Total A3 (A1+A2)		e-Voting B1	Ballot B2	Total B3 (B1+B2)		e-Voting C1	Ballot C2	Total C3 (C1+C2)	% Votes against votes polled
Promoter/ Promoter Group	23357145	11196666	12101158	23297824	99.75	11196666	12101158	23297824	100.00	0	0	0	0
Public Institution	35000	0	0	0	0	0	0	0	0.00	0	0	0	0
Public Non- Institution	8007855	673570	10648	684218	8.54	671069	10648	681717	99.63	2501	0	2501	0.37
TOTAL	31400000	11870236	12111806	23982042	76.38	11867735	12111806	23979541	99.99	2501	0	2501	0.01

Whether the Special resolution is passed or not Passed



SPECIAL RESOLUTION 3: Re-appointment and continuation of appointment of Mr. Ravindra Gupta (DIN: 01521168) as a Non-executive Independent Director of the Company
Whether Promoter / Promoter group is interested in the resolution No

Category	Total Holding	Total Vote Cast			% of Total outstanding shares	Votes in favour			% Votes against polled	Votes against			% Votes against votes polled
		e-Voting A1	Ballot A2	Total A3 (A1+A2)		e-Voting B1	Ballot B2	Total B3 (B1+B2)		e-Voting C1	Ballot C2	Total C3 (C1+C2)	
Promoter/ Promoter Group	23357145	11196666	12101158	23297824	99.75	11196666	12101158	23297824	100.00	0	0	0	0
Public Institution	35000	0	0	0	0	0	0	0	0.00				0
Public Non- Institution	8007855	673570	10648	684218	8.54	671069	10603	681672	99.63	2501	45	2546	0.37
TOTAL	31400000	11870236	12111806	23982042	76.38	11867735	12111761	23979496	99.99	2501	45	2546	0.01
Whether the Special resolution is passed or not													
Passed													

SPECIAL RESOLUTION 4: Continuation of appointment and re-appointment of Mr. Arvind Varma (DIN: 02225281) as a Non-executive Independent Director of the Company
Whether Promoter / Promoter group is interested in the resolution No

Category	Total Holding	Total Vote Cast			% of Total outstanding shares	Votes in favour			% Votes against polled	Votes against			% Votes against votes polled
		e-Voting A1	Ballot A2	Total A3 (A1+A2)		e-Voting B1	Ballot B2	Total B3 (B1+B2)		e-Voting C1	Ballot C2	Total C3 (C1+C2)	
Promoter/ Promoter Group	23357145	11196666	12101158	23297824	99.75	11196666	12101158	23297824	100.00	0	0	0	0
Public Institution	35000	0	0	0	0	0	0	0	0.00				0
Public Non- Institution	8007855	673570	10648	684218	8.54	671069	10648	681717	99.63	2501	0	2501	0.37
TOTAL	31400000	11870236	12111806	23982042	76.38	11867735	12111806	23979541	99.99	2501	0	2501	0.01
Whether the Special resolution is passed or not													
Passed													



SPECIAL RESOLUTION 5: Continuation of appointment of Ms. Sharda Relan (DIN: 00252181) as a Non-executive Director of the Company
Whether Promoter / Promoter group is interested in the resolution Yes

Category	Total Holding	Total Vote Cast			% of Total outstanding shares	Votes in favour			Votes against				
		e-Voting A1	Ballot A2	Total A3 (A1+A2)		e-Voting B1	Ballot B2	Total B3 (B1+B2)	% Votes against polled	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% Votes against votes polled
Promoter/ Promoter Group	23357145	11196666	12101158	23297824	99.75	11196666	12101158	23297824	100.00	0	0	0	0
Public Institution	35000	0	0	0	0	0	0	0	0.00	0	0	0	0
Public Non- Institution	8007855	673570	10648	684218	8.54	671069	10648	681717	99.63	2501	0	2501	0.37
TOTAL	31400000	11870236	12111806	23982042	76.38	11867735	12111806	23979541	99.99	2501	0	2501	0.01
Whether the Special resolution is passed or not													
Passed													

SPECIAL RESOLUTION 6: Re-appointment of Ms. Shyamla Khara (DIN: 06929439) as a Non-executive Independent Director of the Company
Whether Promoter / Promoter group is interested in the resolution No

Category	Total Holding	Total Vote Cast			% of Total outstanding shares	Votes in favour			Votes against				
		e-Voting A1	Ballot A2	Total A3 (A1+A2)		e-Voting B1	Ballot B2	Total B3 (B1+B2)	% Votes against polled	e-Voting C1	Ballot C2	Total C3 (C1+C2)	% Votes against votes polled
Promoter/ Promoter Group	23357145	11196666	12101158	23297824	99.75	11196666	12101158	23297824	100.00	0	0	0	0
Public Institution	35000	0	0	0	0	0	0	0	0.00	0	0	0	0
Public Non- Institution	8007855	673570	10648	684218	8.54	671069	10648	681717	99.63	2501	0	2501	0.37
TOTAL	31400000	11870236	12111806	23982042	76.38	11867735	12111806	23979541	99.99	2501	0	2501	0.01
Whether the Special resolution is passed or not													
Passed													



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
GST No.- 07AAFP5130M1ZX
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FORM No. MGT-13
Report of Scrutinizer

(Pursuant to the Section 108& 110 of the Companies Act, 2013 and Rule 21(2) of the
Companies (Management and Administration) Rules, 2014)

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

Dear Sir,

I, R.S. BHATIA, appointed as Scrutinizer to conduct the postal ballot process in respect of following resolutions:-

1. To re-appoint & continue the appointment of Mr. Girish Narain Mehra as a Non-executive Independent Director of the Company.
2. To re-appoint and continue the appointment of Mr. Prateep Kumar Lahiri as a Non-executive Independent Director of the Company.
3. To re-appoint and continue the appointment of Mr. Ravindra Gupta as a Non-executive Independent Director of the Company.
4. To continue the appointment and to re-appoint Mr. Arvind Varma as a Non-executive Independent Director of the Company.
5. To continue the appointment of Ms. Sharda Relan as a Non- executive Director of the Company.
6. To re-appoint Ms. Shyamla Khara as a Non-executive Independent Director of the Company.

pursuant to the Postal Ballot Notice dated 14th February, 2019 issued as per provisions of section 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read



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with the Companies (Management and Administration), Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 State my report as under:

1. The notice dated 14th February, 2019 along with statement setting out material facts under Section 102 of the Act as confirmed by the Company was sent to the shareholders in respect of the above mentioned resolutions proposed through Postal Ballot.
2. The Company had availed the e-voting facility offered by Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.
3. The shareholders of the company holding shares as on the "cut-off" date of 15th February, 2019 were entitled to vote on the resolutions as contained in the Notice.
4. The voting period for remote e-voting commenced on Tuesday, 26th February, 2019 at 09:00 a.m. (IST) and ended on Wednesday, 27th March, 2019 at 05:00 p.m. (IST) and the CDSL e-voting module was disabled thereafter.
5. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company.
6. I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the CDSL e-voting system and the physical ballot forms received and maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 as amended.
7. My responsibility as scrutinizier for the physical postal ballots and remote e-voting is restricted to making a Scrutinizers Report of the votes cast in favour or against the resolutions.
8. I now submit my consolidated Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions.

Item No 1: Special Resolution:

To re-appoint & continue the appointment of Mr. Girish Narain Mehra as a Non-executive Independent Director of the Company.

	Number of Members voted through Electronic Voting	No. of Valid Votes Cast (Shares by them)	Numbers of Member voted through Postal Ballot Form	No. of votes cast (Shares)	% of total no. of valid votes cast



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	System				
(i) Voted in favour of the resolution	44	11867735	47	12111806	99.99
(ii) Voted against the resolution	5	2501	0	0	0.01
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them	N.A	N.A	
(iii) Invalid votes	NIL	NIL	2	150	0

Item No 2: Special Resolution:

To re-appoint and continue the appointment of Mr. Prateep Kumar Lahiri as a Non-executive Independent Director of the Company.

	Number of Members voted through Electronic Voting System	No. of Valid Votes Cast (Shares by them)	Numbers of Member voted through Postal Ballot Form	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	44	11867735	47	12111806	99.99
(ii) Voted against the resolution.	5	2501	0	0	0.01



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	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them	N.A	N.A	
(iii) Invalid votes	NIL	NIL	2	150	0

Item No 3: Special Resolution:

To re-appoint and continue the appointment of Mr. Ravindra Gupta as a Non-executive Independent Director of the Company.

	Number of Members voted through Electronic Voting System	No. of Valid Votes Cast (Shares by them)	Numbers of Member voted through Postal Ballot Form	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	44	11867735	46	12111761	99.99
(ii) Voted against the resolution	5	2501	1	45	0.01
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them	0	0	0
(iii) Invalid votes	NIL	NIL	2	150	0



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Resolution No 4: Special Resolution:

To continue the appointment and to re-appoint Mr. Arvind Varma as a Non-executive Independent Director of the Company.

	Number of Members voted through Electronic Voting System	No. of Valid Votes Cast (Shares by them)	Numbers of Member voted through Postal Ballot Form	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	44	11867735	47	12111806	99.99
(ii) Voted against the resolution	5	2501	0	0	0.01
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them	N.A	N.A	0
(iii) Invalid votes	NIL	NIL	2	150	0

Resolution No 5: Special Resolution:

To continue the appointment of Ms. Sharda Relan as a Non- executive Director of the Company

	Number of Members voted through Electronic Voting System	No. of Valid Votes Cast (Shares by them)	Numbers of Member voted through Postal Ballot Form	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the	44	11867735	47	12111806	99.99



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resolution					
(ii) Voted against the resolution	5	2501	0	0	0.01
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them	N.A	N.A	0
(iii) Invalid votes	NIL	NIL	2	150	0

Resolution No 6: Special Resolution:

To re-appoint Ms. Shyamla Khara as a Non-executive Independent Director of the Company.

	Number of Members voted through Electronic Voting System	No. of Valid Votes Cast (Shares by them)	Numbers of Member voted through Postal Ballot Form	No. of votes cast by them	% of total no. of valid votes cast
(i) Voted in favour of the resolution	44	11867735	47	12111806	99.99
(ii) Voted against the resolution	5	2501	0	0	0.01
	Total No. of member(in person or by proxy) whose votes were declared invalid	Total No. of votes cast by them	N.A	N.A	0



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(iii) Invalid votes	NIL	NIL	2	150	NIL
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1. The poll papers and all other records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.
2. All of the above mentioned resolutions have been passed with requisite majority.

Thanking you,
Yours faithfully,



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

Place: New Delhi
Date: 28.03.2019

Witness 1

Shelja Rathi

Name: *Shelja Rathi*
Address: *B-85, Laxmi Nagar*

Witness 2

Aparajita Abhay Mishra

Name: *Aparajita Abhay Mishra*
Address: *Vidhi Apartment, Patparganj, Delhi*

Countersigned by

Ritu Bakshi



Ritu Bakshi (Authorized by the Chairman)
Company Secretary
FCS-3401

Address- House No. 4141, B5/6, Vasant Kunj, New Delhi-110070

Date: *28/03/2019*

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