

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 Regulation44 (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

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

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	9

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	moter group	o is intereste	a in the res	olution		0					Mak	400	
Category	Total	15	Total V	Total Vote Cast			Votes	Votes in favour			VOL	votes against	
category					ictoTto /0 CA	o-Voting Rallot		Total B3 % Votes		e-Voting	Ballot	Total C3	Total C3 % Votes against
	Holding	Holding e-Voting Ballot		Dtal AS (A1+A2)	b	E-voting B1		(81+82)	otes)		(C1+C2)	votes polled
		ž			shares		20		polled				
Promoter/ Promoter						0000	27,70	100000000	100 00	C	C	0	0
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Public Institution	32000	0	>	1		1		101111	69 00	2501		2501	0.37
Bublic Non- Institution	8007855	673570	10648	684218	8.54	6/1069	10648	/1/199	39.03	1007		-	
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TOTAL	31400000	31400000 11870236 12111806 23982042	12111806	7807857		CCLIOOTT	77777000						
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Whether the openial resolution	אמנוטוו וז אר	2000											

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

0.37 0.01 Total C3 % Votes against votes polled 2501 2501 Votes against (C1+C2)Ballot C2 0 2501 2501 e-Voting against votes C1 100.00 0.00 89.66 99.99 Total B3 |% Votes polled 99.75 11196666 12101158 23297824 681717 76.38 11867735 12111806 23979541 (B1+B2)Votes in favour 10648 Ballot B2 671069 e-Voting Passed B1 8.54 outstanding Total A3 % of Total shares 23357145 11196666 12101158 23297824 684218 31400000 11870236 12111806 23982042 **Total Vote Cast** (A1+A2)Whether Promoter / Promoter group is interested in the resolution 10648 Ballot 673570 Whether the Special resolution is passed or not e-Voting 35000 8007855 Holding Public Non-Institution Promoter/ Promoter Public Institution Category Group TOTAL



SPECIAL RESOLUTION 3: Re-appointment and continuation of appointment of Mr. Ravindra Gupta (DIN: 01521168) as a Non- executive Independent Director of the Company Whather Promoter / Bromoter aroun is interested in the proportion.

Whether Promoter / Promoter group is interested in the resolution	noter group	o is intereste	ed in the res	Solution		ON					:		
Category	Total		Total \	Total Vote Cast			Votes	Votes in favour			Vote	Votes against	
caregory						- Wating	A Voting Ballot B7 Total B3		% Votes	e-Voting	Ballot C2	Total C3	A-Voting Ballot C2 Total C3 % Votes against
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		A1		(A1+A2)	outstanding B1	B1		(B1+B2)	against votes C1	ជ		(C1+C2)	votes polled
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Promoter/ Promoter										(•	•	C
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TOTAL	31400000	31400000 11870236 12111806 2398204	12111806	23982042		11867735	76.38 11867735 12111761 23979496	23979496	99.99	7201		77	
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Whather the Special resolution is passed or not	lution is pa	ssed or not				Lassen							
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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

Whether Promoter / Promoter group is interested in the resolution	noter group) IS INTERESTE	ed in the res	Solution		2								_
	Total		Total	Total Vote Cast			Votes i	Votes in favour			VOT	Votes against		
Category	וסומו		100	200			ľ				10100	Total C2	Total C2 % Votes against	
	Holding	Holding P-Voting Ballot	Ballot	Total A3	A3 % of Total	e-Voting Ballot		Total B3 % Votes		e-voting ballot	ballot	S Initial	/o votes against	
	0	A1	A2	(A1+A2)	60	B1		(B1+B2)	(B1+B2) against votes C1	ជ	2	(C1+C2)	votes polled	
					shares				polled					
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Promoter/ Promoter						1110666	12307824	23297824	100.00	0	0	0	0	
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Public Institution	32000	0	>)	,			1	62 00	2501	C	2501	0.37	_
Dblic Non Institution	8007855	673570	10648	684218	8.54	671069	10648	11/189	55.03	7007				_
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	Little in in	ton or not				Passed								-
Whether the Special resolution is passed of filed	nution is pa	ssen of Hot												



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	noter group) is intereste	ed in the res	olution		Yes							
Category	Total		Total	Total Vote Cast			Votes i	Votes in favour			Vot	Votes against	
6.99350	Holding	Holding e-Voting Ballot A1 A2	Ballot A2	A3	A3 % of Total e-\) outstanding B1 shares	e-Voting Ballot B1 B2		Total B3 % Votes (B1+B2) against v polled	otes	e-Voting Ballot	Ballot C2	Total C3 (C1+C2)	Total C3 % Votes against (C1+C2) votes polled
Promoter/ Promoter	72257175	23357145 11196666 12101158 23297824	12101158	23297824		11196666	99.75 11196666 12101158 23297824	23297824	100.00	0	0	0	0
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TOTA!	31400000	+	12111806	23982042		11867735	76.38 11867735 12111806 23979541	23979541	66.66	2501	0	2501	0.01
Whether the Special resolution is passed or not	ution is pa	ssed or not				Passed							

SPECIAL RESOLUTION 6: Re-appointment of Ms. Shyamla Khera (DIN: 06929439) as a Non-executive Independent Director of the Company Whether Promoter / Promoter group is interested in the resolution

Whether Promoter / Promotel gloup is interested in the resonation	Tioner Broup	וז ווורבו בזרר	בת ווו נווכ וכי	older on							1777	4-1	
	Total		Total \	Total Vote Cast			Votes i	Votes in favour			VOI	Votes against	
Category	וחומו		100	200			ſ				100	Total C2	Total C2 % Votas against
M IO	Holding	Holding e-Voting Ballot		Total A3	43 % of Total	e-Voting Ballot		Total B3 % Votes		e-Voting Ballot	Бапот	C) IB101	% votes against
		A1	A2	(A1+A2)	outstanding B1		B2 ((B1+B2)	against votes C1	2	2	(C1+C2)	(C1+C2) votes polled
7					shares				polled				
Promoter/ Promoter						1110666	00 7E 11106666 12101158 23797874	23297824	100.00	0	0	0	0
Group	23357145	11196666	23357145 11196666 12101158 2329/82	479/6757		TTTOOOG	2577777		000		-	•	0
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Public Institution	DODCC	_						C01717	69 63	2501	0	2501	0.37
Dublic Non- Institution	8007855	673570	10648	684218	8.54	6/1069	TO040	77/700			1	2010	000
r dolle Noil morrage	00000	20000000	13111005	22002017	087	11867735	76 38 11867735 12111806 23979541	23979541	66.66	2501	0	2501	TO:0
TOTAL	31400000	118/0230	31400000 118/0236 12111606 23362042	74070667									
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Whether the special less	nucion is par	3354 01 1105	The second secon										



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. AAFPB5130M GST No.- 07AAFPB5130M1ZX Email: bhatia_r_s@hotmail.com

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 Khera as a Non-executive Independent Director of the Company.

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





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

- 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 DepositoryServices (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 scrutinizer 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	No. of Valid	Numbers of	No. of votes	% of total
Managorian Dana and	Members	Votes Cast	Member	cast (Shares)	no, of valid
No.	voted	(Shares by	voted		votes cast
re stee egen steel	through	them)	through		
of professions	Electronic		Postal Ballot		
	Voting		Form		· · · · · · · · · · · · · · · · · · ·





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(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	votes cast by	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





	Total No. of		N.A	N.A	
	member(in	votes cast by			:
***	person or by	them			
	proxy) whose votes were				
	votes were				
	declared				
	invalid	oppress			See and the second seco
(iii) Invalid	NIL	NIL	2	150	0
Votes		a a c			

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.

inner i nervini e prime e prim	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		()
(iii) Invalid votes	NIL	NII.	2	150	0





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.

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A STATE OF THE STA	Number of	No. of Valid	Numbers of	No. of votes	% of total
	Members voted	Votes Cast (Shares by	Member voted	cast by them	no. of valid : votes cast
	through	them	through		Victor willie
	Electronic		Postal Ballot		
	Voting		Form		
	System				landar digita (Mariana Candar Nachaliga a Araba a a marian a mana a mana a mana
(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.		150	0

Resolution No 5: Special Resolution:

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

1 June 1 State and a second se	Number of	No. of Valid	Numbers of	No. of votes	% of total
771	Members	Votes Cast	Member	cast by them	no, of valid
	voted	(Shares by	voted		votes cast
	through	them	through		
	Electronic		Postal Ballot		:
	Voting	out land form	Form		
	System	Standard Sta			:
(i) Voted in	44	11867735	4.7	12111806	99.99
favour of the	***************************************				





resolution		and the state of t			
(ii) Voted	5	2501	0	0	0.01
against the		7			:
resolution					
	Total No. of	Total No. of	N.A	N.A	0
	member(in	votes cast by			
	person or by	them			
	proxy) whose				
	votes were				
	declared		Age done is a sea de		
	invalid				
(iii) Invalid	NIL.	NIL	2	150	0
votes					0.1/4 - 1/4

Resolution No 6: Special Resolution:

To re-appoint Ms. Shyamla Khera 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	4.4	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	votes cast by	N.A	N.A	()





()(i)	Invalid	NIL	NIL	2	150	NIL
voles						

- 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. BHATÎA)

Scrutinizer

Company Secretary in Practice

CP No.: 2514

Witness 1

Witness 2

Brayholbhaf

shelja Rathi

Name: Sheljo Roth Address: B-85/Lown, nogos

Place: New Delhi

Date: 28.03, 2019

Name: Absolita Abhay Mishaa Address: Vidhi Abantment, Pathangani, Dethi

Countered Signed by

Rit Bale

Rittl Bakshi (Authorise tox the Chairman)

Company Secretary

FCS-3401

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

Date: 23 03 20 17.