

HARITA SEATING SYSTEMS LIMITED

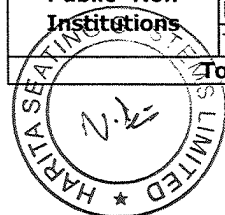
Annexure - II

Results of voting through Remote e-Voting and Insta Poll

Date of Court Convened General Meeting	04-12-2019
Total number of shareholders on record date (25/10/2019)	9,658
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	9 659
No. of Shareholders attended the meeting through Video Conferencing Promoters and Promoter Group: Public	N.A.

Resolution 1	Resolution for approval of the Composite Scheme of Amalgamation amongst Harita Limited and Harita Venu Private Limited and Harita Cheema Private Limited and Harita Financial Services Limited and Harita Seating Systems Limited and Minda Industries Limited and Their Respective Shareholders under Sections 230 to 232 and other applicable provisions of the Companies Act,2013.
Resolution required: (Ordinary/ Special)	Special
Whether promoter / promoter group are interested in the agenda / resolution?	No

Category	Mode of Voting	No. of shares held (1)	No. of votes cast (2)	% of Votes cast on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes cast (6)=[(4)/(2)]*100	% of Votes against on votes cast (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	51,44,962	51,44,962	100.00	51,44,962	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		51,44,962	51,44,962	100.00	51,44,962	-	100.00
Public- Institutions	E-Voting	1,75,769	1,57,870	89.82	1,57,870	-	100.00	-
	Poll		-	-	-	-	-	-
	Total		1,75,769	1,57,870	89.82	1,57,870	-	100.00
Public- Non Institutions	E-Voting	24,48,309	4,20,852	17.19	4,18,868	1,984	99.53	0.47
	Poll		3,82,497	15.62	3,81,842	655	99.83	0.17
	Total		24,48,309	8,03,349	32.81	8,00,710	2,639	99.67
Total		77,69,040	61,06,181	78.60	61,03,542	2,639	99.96	0.04



PS B.CHANDRA & ASSOCIATES
PRACTISING COMPANY SECRETARIES

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Vadapalani,
Chennai - 600026
REGN NO: P2017TN065700
GST NO: 33AACPC5248E1ZA

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SCRUTINIZER'S REPORT

To
Mr H Lakshmanan
Chairman of the NCLT Convened Meeting of the Equity Shareholders
of Harita Seating systems Limited
No.29, Haddows Road,
Chennai - 600 006

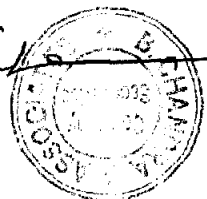
**CONSOLIDATED REPORT OF THE SCRUTINIZER ON THE REMOTE E-VOTING / POSTAL
BALLOT AND INSTA POLL FACILITY PROVIDED FOR THE NCLT CONVENED MEETING OF THE
EQUITY SHAREHOLDERS OF THE COMPANY HELD ON DECEMBER 04, 2019, AT 10 00 A.M.**

Dear Sir,

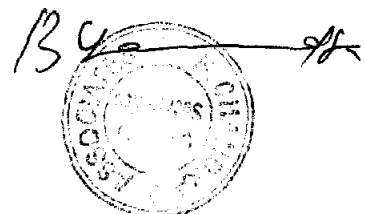
I, **B Chandra, Partner of B Chandra & Associates, Practising Company Secretaries** (Firm Registration No. P2017TN065700) were appointed as Scrutinizers for the purpose of conducting the voting process through Postal Ballot which includes remote e-voting and voting through Insta Poll, an electronic voting facility given at the meeting of the equity shareholders of Harita Seating Systems Limited (the "**Company**") provided by National Securities Depository Limited ("**NSDL**"), at the meeting convened by the Order of the Chennai Bench of the National Company Law Tribunal in Company Application No. CA's 1018 to 1022/CAA/2019, held on Wednesday, December 04, 2019 at 10.00 A.M on the resolution seeking shareholders' approval to the Scheme of Amalgamation amongst Harita Limited ("transferor company 1") and Harita Venu Private Limited ("transferor company 2") and Harita Cheema Private Limited ("transferor company 3") and Harita Financial Services Limited ("transferor company 4") and Harita Seating Systems Limited ("company" or "transferor company 5" or "applicant") and Minda Industries Limited ("transferee company") and their respective shareholders, in terms of the notice dated 22nd October, 2019.

I submit our report as under:

1. The Company had engaged the services of National Securities Depositories Limited ("NSDL") for providing the e-voting platform to the equity shareholders (including Public Shareholders) of the Company.

B Chandra


2. The management of the Company is responsible for ensuring compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to voting done through postal ballot, remote e-voting and the voting conducted through insta poll at the venue of the meeting, on the resolution contained in the notice of the meeting.
3. The cut-off date was Friday, October 25, 2019 for the purpose of determining the equity shareholders (including Public Shareholders) entitled to vote on the resolution seeking their approval.
4. The voting through postal ballot and remote e-voting had commenced at Monday, 4th November 2019 at 9.00 a.m. (IST) and had closed at Tuesday, 3rd December 2019 at 5.00 p.m. (IST)
5. Our responsibility as Scrutinizers for the voting process (through postal ballot, remote e-voting and voting conducted through insta poll at the meeting) is restricted to scrutinize the postal ballot papers, e-voting process and voting conducted through insta poll at the meeting in a fair and transparent manner and to prepare a consolidated Scrutinizer's Report of the votes cast in favour or against the resolution stated in the notice.
6. The Company had, on the basis of the Register of Members and the list of beneficiary owners made available by the Depositories, completed the dispatch of the notice of the meeting and postal ballot and e-voting along with the relevant annexures referred thereto, postal ballot form along with self-addressed postage pre-paid envelope, proxy form, attendance slip, etc. to the equity shareholders (including Public Shareholders) of the Company (holding the equity shares as of the cut-off date, i.e. Friday, October 25, 2019) on October 30, 2019 and had also published an advertisement in this regard, in the Business Standard (All India Edition) (in English language) and in Makkal Kural (in Tamil language) on October 31, 2019.
7. The remote e-voting module was disabled and blocked by NSDL for voting on Tuesday, the December 3, 2019 at 5.00 P.M.
8. The equity shareholders (including Public Shareholders) were required to send the completed and signed postal ballot forms which should reach us on or before 5.00 p.m. on December 03, 2019. We did not accept any postal ballot form after 5.00 p.m. on December 03, 2019.
9. The votes cast under the e-voting facility were unblocked in the presence of two witnesses on 4th December 2019.



RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may, in its absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this Resolution and effectively implement the arrangement embodied in the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, at any time and for any reason whatsoever, which Parties deem appropriate or which may be required and/or imposed by the NCLT while sanctioning the arrangement embodied in the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise including passing of such accounting entries and /or making such adjustments in the books of accounts as considered necessary in giving effect to the Scheme, as the Board may deem fit and proper.”

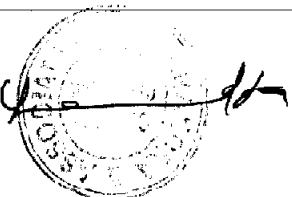
(a) Voted in favour of the resolution: (including Promoter and Public)

Manner of Voting	Number of members voted	Number of votes cast by them (in terms of number of shares held)
Postal Ballot	600	3,81,842
E-Voting **	102	57,21,700
Total	702	61,03,542
** Out of which Voting conducted through Insta Poll facility at the venue of the meeting (in person or by proxy)	36	771
% of the total number of members voted	96.83%	
% of total number of valid votes cast (in terms of number of shares held)	99.96%	

(b) Voted against the resolution: (including Promoter and Public)

Manner of Voting	Number of members voted	Number of votes cast by them (in terms of number of shares held)
Postal Ballot	12	655
E-Voting **	11	1,984
Total	23	2,639
** Out of which Voting conducted through Insta Poll facility at the venue of the meeting (in person or by proxy)	2	201
% of the total number of members voted	3.17%	
% of total number of valid votes cast (in terms of number of shares held)	0.04%	

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(c) Invalid / Abstained Votes:

Manner of Voting	Number of members voted	Number of votes cast by them (in terms of number of shares held)
Postal Ballot	27	5,159
E-Voting **	0	0
Total	27	5,159
** Out of which Voting conducted through Insta Poll facility at the venue of the meeting (in person or by proxy)	NIL	NIL

(d) Summary:

Category	No of shares held by voting shareholders	No of Valid Votes	No of votes assenting / % to the valid votes	No of votes dissenting / % to the valid votes
Promoters	51,44,962	51,44,962	51,44,962/100	NIL
Public	9,66,378	9,61,219	9,58,580/99.72	2639/0.28
Total	61,11,340	61,06,181	61,03,542	2639

I hereby declare that the resolution for approving the Scheme of Amalgamation amongst Harita Limited, Harita Venu Private Limited, Harita Cheema Private Limited, Harita Financial Services Limited, Harita Seating Systems Limited and Minda Industries Limited and their respective shareholders has been approved by requisite majority representing three fourth in value of the equity shareholders and the votes cast by the Public Shareholders in favour of the aforesaid resolution for approval of Scheme are more than the number of votes cast by the Public Shareholders against it.

The results of voting by Insta Poll facility, the assent, dissent and invalid votes received, and all other relevant records in connection with the above resolution were sealed and handed over to the Company Secretary for safe keeping.

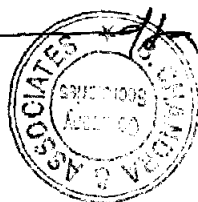
Thanking you,

Yours faithfully,

For B Chandra & Associates

Company Secretaries in Practice

B Chandra
Partner
CP No. 7859



Place: Chennai

Date: 04.12.2019