



## **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**

**18.07.2024**

### **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 18<sup>th</sup> July, 2024.

Kindly take the same on record.

**For BHARAT SEATS LIMITED**

**RITU BAKSHI**  
**COMPANY SECRETARY AND COMPLIANCE OFFICER**  
**FCS 3401**

**Encl: As Above**

# 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,  
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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, South Delhi  
DL 110070

Dear Sir,

I, R.S. BHATIA, Practicing Company Secretary, appointed as a Scrutinizer by the Board of Directors of Bharat Seats Limited pursuant to Sections 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 37<sup>th</sup> Annual General Meeting of the Company held on 18<sup>th</sup> July, 2024.

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: 18/07/2024

Place: New Delhi

Peer Review No.:1496/2021

UDIN: F002599F000765416



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## FORM No. MGT-13

### Report of Scrutinizer

[Pursuant to 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	37 <sup>th</sup> Annual General Meeting
Day, Date & Time	Thursday, 18 <sup>th</sup> July, 2024 at 11:00 A.M.
Deemed Venue	Registered Office: 1, Nelson Mandela Road, Vasant Kunj, New Delhi - 110070
Mode	Video Conferencing ("VC")

#### 1. Appointment as Scrutinizer

I was appointed as the Scrutinizer for Scrutinizing the remote e-voting process which commenced on Monday, July 15, 2024 at 09:00 A.M. and ended on Wednesday, July 17, 2024 at 05:00 P.M. as well as the e-voting process during the 37<sup>th</sup> Annual General Meeting ("AGM") on the resolutions contained in the Notice of AGM dated May 15, 2024 ("Notice") of Bharat Seats Limited ("the Company") held on 18<sup>th</sup> July, 2024 at 11:00 A.M. through video conferencing. The AGM of the Company was convened through video conferencing as per the provisions of Section 108 of The Companies Act, 2013 read with Rule 20 of The Companies (Management and Administration) Rules, 2014 (as amended from time to time) and General Circular No. 9/ 2023 dated September 25, 2023 ("MCA Circular") issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities and Exchange Board of India.

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 remote e-voting process as well as the e-voting voting process during the AGM was conducted in a fair and transparent manner and submit a report on the voting on the resolutions based on the reports generated from


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the electronic voting system of National Securities Depository Limited ("NSDL") (agency for providing the remote e-voting facility and e-voting system during the AGM).

## 2. Dispatch of Notice of AGM

**2.1** The Company informed that on the basis of the list of members and Beneficial Owners made available by Alankit Assignments Ltd., the Registrar and Transfer Agent of the Company, the Company completed dispatch of Notice of AGM on June 24, 2024 electronically to shareholders whose email id is available with Alankit Assignments Limited or the Company.

**2.2** Pursuant to MCA Circular as mentioned above issued by the Ministry of Corporate Affairs and as per the provisions of Rule 20 of The Companies (Management & Administration) Rules, 2014, and Regulation 47 of The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, newspaper advertisements with respect to dispatch of Notice of AGM were published in Financial Express (English newspaper) and Jansatta (Hindi newspaper) on June 25, 2024 specifying the date and time of the AGM, availability of the notice on Company's website and website of the Stock Exchange, manner of registration of e-mail ids by the members (both physical and demat) who wants to register their e-mail ids with the Company, manner of voting through remote-voting or through e-voting system at the AGM etc.

As informed by the management, the Notice of the 37<sup>th</sup> AGM were published on the website of the Company at [www.bharatseats.com](http://www.bharatseats.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com). The same was also submitted to BSE Limited on June 24, 2024.

## 3 Cut-off Date

Voting rights of the members were reckoned as on Thursday, July 11, 2024, being the cut-off date for the purpose of deciding the entitlement of members for remote e-voting and e-voting during the AGM.

## 4 Process of Remote e-voting and e-voting during the AGM

**4.1** The remote e-voting period commenced on Monday, July 15, 2024 at 09:00 A.M. and ended on Wednesday, July 17, 2024 at 05:00 P.M. through e-voting platform on the designated portal webpage provided by NSDL.



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- 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 closure of the e-voting by the Chairman, the electronic system recording the e-voting (e-votes) was locked by NSDL 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 Thursday, July 18, 2024 after the conclusion of the AGM.

## 5 Attendance during AGM

As reported by NSDL, 206 members attended the AGM through VC/OAVM. No physical presence of members was allowed at a common venue as per the MCA Circular.

## 6 Counting Process

After completion of e-voting during the AGM, the data of remote e-voting and e-voting during the meeting 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 NSDL, I observed that:

- 243 members cast their votes through remote e-voting which was kept open from Monday, July 15, 2024 at 09:00 A.M. and ended on Wednesday, July 17, 2024 at 05:00 P.M.
- 21 members cast their votes through e-voting during the AGM;

**7.2** Consolidated results with respect to each item as set out in the Notice of the AGM dated May 15, 2024 is enclosed as Annexure.

**7.3** Based on the aforesaid results, I report that 7 Resolutions as set out in item Nos. 1 to 7 of the Notice of the AGM dated May 15, 2024 have been passed with the requisite majority.


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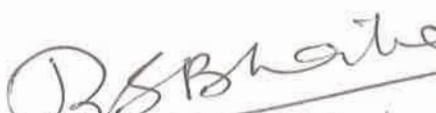
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- 8 The electronic data related to remote e-voting and e-voting done during the AGM have been handed over to Ms. Ritu Bakshi, Company Secretary and Compliance Officer, for preserving safely.

  
R.S. Bhatia  
Company Secretary in Practice  
CP No.- 2514  
Date: 18/07/2024  
Place: New Delhi  
Peer Review No.:1496/2021  
UDIN: F002599F000765416



Enclosed: Annexure

Witness 1   
Name: RAJAT BHANDARI  
Address: D-2, Sector 26  
Noida- 201301

Witness 2   
Name: MUKESH KUMAR  
Address: H-67, GALI NO 4,  
RAJNAGAR PART 2,  
PALAM COLONY,  
NEW DELHI- 110077

  
Name: Ritu Bakshi  
Designation: Company Secretary & Compliance Officer  
M. No.: FCS 3401  
Duly Authorized by Chairman of the 37<sup>th</sup> AGM



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## Annexure

### Resolution No.:- 1 Ordinary Resolution:

Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2024, together with the reports of the Board of Directors and Auditors thereon and in this regard.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	207	23793635	18	584	225	23794219	99.9994
Dissent	36	124	3	8	39	132	0.0006
<b>Total</b>	<b>243</b>	<b>23793759</b>	<b>21</b>	<b>592</b>	<b>264</b>	<b>23794351</b>	<b>100</b>

### Resolution No.:- 2 Ordinary Resolution

Declaration of dividend on equity shares for the financial year ended March 31, 2024

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	207	23793635	18	584	225	23794219	99.9994
Dissent	36	124	3	8	39	132	0.0006
<b>Total</b>	<b>243</b>	<b>23793759</b>	<b>21</b>	<b>592</b>	<b>264</b>	<b>23794351</b>	<b>100</b>

### Resolution No.:- 3 Ordinary Resolution

Appointment of a director in place of Mr. Raman Venkat Challa (DIN:07093663), who retired by rotation, and being eligible, offered himself for re-appointment

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	207	23793635	18	584	225	23794219	99.9994
Dissent	36	124	3	8	39	132	0.0006
<b>Total</b>	<b>243</b>	<b>23793759</b>	<b>21</b>	<b>592</b>	<b>264</b>	<b>23794351</b>	<b>100</b>


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## Resolution No.:-4 Ordinary Resolution

Appointment of Ms. Vanita Chhabra (DIN: 02161276) as a Non-Executive Independent Director of the Company.

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	206	23793510	18	584	224	23794094	99.9989
Dissent	37	249	3	8	40	257	0.0011
<b>Total</b>	<b>243</b>	<b>23793759</b>	<b>21</b>	<b>592</b>	<b>264</b>	<b>23794351</b>	<b>100</b>

## Resolution No.:- 5 Special Resolution

Re-appointment Mr. Rohit Relan (DIN:00257572) as a Managing Director of the Company

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	207	23793635	18	584	225	23794219	99.9994
Dissent	36	124	3	8	39	132	0.0006
<b>Total</b>	<b>243</b>	<b>23793759</b>	<b>21</b>	<b>592</b>	<b>264</b>	<b>23794351</b>	<b>100</b>

## Resolution No.:- 6 Special Resolution

\* Approval of Material Related Party Transactions with NDR Auto Components Limited

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	192	366811	18	584	210	367395	98.0957
Dissent	37	7124	3	8	40	7132	1.9043
<b>Total</b>	<b>229</b>	<b>373935</b>	<b>21</b>	<b>592</b>	<b>250</b>	<b>374527</b>	<b>100</b>

\*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.:- 7 Special Resolution

\*Approval of Material Related Party Transactions with Suzuki Motor Cycle India Private Limited

	Remote e-Voting		E-Voting at AGM		Total		Percentage
	Number	Votes	Number	Votes	Number	Votes	
Assent	192	366811	18	584	210	367395	98.0957
Dissent	37	7124	3	8	40	7132	1.9043
<b>Total</b>	<b>229</b>	<b>373935</b>	<b>21</b>	<b>592</b>	<b>250</b>	<b>374527</b>	<b>100</b>

\*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: 18/07/2024

Peer Review No.:1496/2021

UDIN: F002599F000765416

  
Name: Ritu Bakshi



Designation: Company Secretary & Compliance Officer

M. No.: FCS 3401

Duly Authorized by Chairman of the 37<sup>th</sup> AGM