

# J. K. Gupta & Associates

(Company Secretaries)

256 & 257, Vardhman City Center 2,  
Near Shakti Nagar Railway Under Bridge,  
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**Consolidated Report of Scrutinizer for Remote E-voting & E-voting during the EGM**  
[Pursuant to section 108/109 of the Companies Act, 2013 and rule 20/21 of the Companies  
(Management and Administration) Rules, 2014]

To,  
The Chairman  
M/s. Hella India Lighting Limited.  
K61-B, LGF, Kalkaji,  
New Delhi, South Delhi,  
Delhi-110019

**Sub: Consolidated Scrutinizer's Report on Remote e-voting/ E-voting at the meeting conducted pursuant to the provisions of Section 108/109 of the Companies Act, 2013 read with Rule 20/21 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2016 at the 2<sup>nd</sup> Extra Ordinary General Meeting (EGM) of M/s. Hella India Lighting Limited held on Tuesday, 21<sup>st</sup> December 2021 at 12.30 P.M.**

Respected Sir,

I, **Jitesh Gupta**, Practicing Company Secretary having office at 257, Vardhman City Centre-2, Near Shakti Nagar Railway under Bridge, New Delhi-110052 was appointed as the Scrutinizer by the Board of Directors of **M/s. Hella India Lighting Limited** ("the Company") pursuant to the provisions of Companies Act 2013 and Rule 20/21 of the Companies (Management and Administration) Rules, 2014 to conduct the electronic voting process in respect of the resolutions as set out in the Notice dated 29<sup>th</sup> November, 2021 convening the 2<sup>nd</sup> Extra Ordinary General Meeting for the Financial Year 2021-22 of the members of the Company held on Tuesday, 21<sup>st</sup> day of December 2021 at 12:30 P.M. through Video Conferencing (VC)\ Other Audio-Visuals Means (OVAM) in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA).

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules framed thereunder relating to voting through electronic means on the resolutions contained in the Notice to the 2<sup>nd</sup> Extra Ordinary General Meeting for the Financial Year 2021-22 of the members of the Company. My responsibility as a scrutinizer for the e-voting process at the 2<sup>nd</sup> Extra Ordinary General Meeting is restricted to make a Scrutinizer report of the Votes Cast "in favor" or "against" the resolutions as stated below, based on the report generated from the e-voting system provided by Link Intime India Private Limited, the authorized agency engaged by the Company to provide e-voting facilities.

The result of the Remote E-Voting/ E-Voting at the Meeting in respect of the said Resolution is as under:



**SPECIAL BUSINESS**

**1. Appointment of Mr. Saket Mehra as an Independent Director of the Company**

**To consider and if thought fit, to pass the following resolution, as an Ordinary Resolution, with or without modification(s):**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act 2013, read with Companies (Appointment & Qualification of Directors) Rules 2014, and any other provisions as may be applicable for the time being in force, consent of the members of the Company be and is hereby granted/accorded for the appointment of Mr. Saket Mehra (DIN: 09416073) as an Independent Director of the Company, who shall hold office for a term of five (5) consecutive years, from the date of appointment, i.e. upto 20th December, 2026.

RESOLVED FURTHER THAT Mr. Saket Mehra (DIN: 09416073) shall be entitled to draw the following **Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:**

- i) INR 25,000 [Indian Rupees Twenty Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;
- iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;
- iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;
- v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;
- vi) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Ms. Aakritee Khanna – Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms with the Registrar of Companies, NCT of Delhi, MCA and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard.”

**(a) Voted in Favor of the Resolution:**

Mode of Voting	Number of members voted through Remote E-Voting and E-Voting during the Meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	14	2619224	99.99996
E-voting during the	-	-	-



meeting			
<b>Total</b>	<b>14</b>	<b>2619224</b>	<b>99.99996</b>

**(b) Voted against the Resolution:**

Mode of Voting	Number of members voted through Remote E-Voting and E-Voting during the Meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1	1	0.00004
E-voting during the meeting	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00004</b>

**(c) Invalid Votes:**

Mode of Voting	Number of members voted through Remote E-Voting and E-Voting during the Meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
E-voting during the meeting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**2. Revision in Remuneration / Sitting Fees payable to Mr. Tarun Gulati, Independent Director of the Company**

**To consider and if thought fit, to pass the following resolutions as an Ordinary Resolution, with or without modification(s):**

“RESOLVED THAT pursuant to the provisions of Section 197(5) of the Companies Act, 2013, read with rule 4 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, consent of the members be and is hereby granted/accorded to increase the sitting fees payable to Mr. Tarun Gulati - Independent Director of the company, with immediate effect for every meeting of the Board of Directors and committee meeting.

**RESOLVED FURTHER THAT Mr. Tarun Gulati shall be entitled to draw the following Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:**

- i) INR 25,000 [Indian Rupees Twenty Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;



iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;

iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;

v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;

vi) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Ms. Aakritee Khanna – Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms with the Registrar of Companies, NCT of Delhi, MCA and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard.”

**(a) Voted in Favor of the Resolution:**

Mode of Voting	Number of members voted through Remote E-Voting and E-Voting during the Meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	14	2619224	99.99996
E-voting during the meeting	-	-	-
<b>Total</b>	<b>14</b>	<b>2619224</b>	<b>99.99996</b>

**(b) Voted against the Resolution:**

Mode of Voting	Number of members voted through Remote E-Voting and E-Voting during the Meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	1	1	0.00004
E-voting during the meeting	-	-	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.00004</b>

**(c) Invalid Votes:**

Mode of Voting	Number of members voted through Remote E-Voting and E-Voting during the Meeting	Number of Votes Cast (shares)	
		No.	Percentage



Remote E-Voting	Nil	Nil	Nil
E-voting during the meeting	Nil	Nil	Nil
<b>Total</b>	<b>Nil</b>	<b>Nil</b>	<b>Nil</b>

**This is to be noted that all the above mentioned three resolutions are passed with requisite majority.**

Further to inform that the quorum present in 2<sup>nd</sup> Extra Ordinary General Meeting (EGM) is in accordance with the provisions of Section 103(1) of the Companies Act, 2013.

Thanking you  
Yours faithfully

**For J. K. Gupta & Associates**

*J. K. Gupta*



**Jitesh Gupta**  
**(Proprietor)**  
**C.P. No.- 2448**  
**M. No. - 3978**  
**UDIN: F003978C001847413**

**Date: 21.12.2021**

**Place: Delhi**

Acknowledgement receipt of the Report  
For and on behalf of **"HELLA INDIA LIGHTING LTD."**

*Rama Shankar Pandey*

**Mr. Rama Shankar Pandey**  
**(Managing Director)**  
**DIN: -02848326**  
**Address: Flat No - 422, Rama Apartment,**  
**Plot No -2, Sector -11, Dwarka, New Delhi 110075**

**Date: 21.12.2021**

**Place: Delhi**