

# J. K. Gupta & Associates

(Company Secretaries)

256 & 257, Vardhman City Center 2,  
Near Shakti Nagar Railway Under Bridge,  
Gulabi Bagh, Delhi- 110052

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## Consolidated Report of Scrutinizer for E-voting & Poll

[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 Ltd.**  
K61-B, LGF, Kalkaji,  
New Delhi, South Delhi,  
Delhi-110019

**Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2016 at the 58th Annual General Meeting of M/s. Hella India Lighting Ltd. held on Friday, August 24<sup>th</sup>, 2018 at 9.30 A.M.**

Respected Sir,

I, **Jitesh Gupta**, Practicing Company Secretary having its office 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 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> June, 2018 convening the 58<sup>th</sup> Annual General Meeting for the Calendar Year 2018 of the members of the Company held at Tivoli Garden Resort Hotel, Chhattarpur Hills, Chhattarpur, New Delhi-110074 on Friday, the 24<sup>th</sup> day of August, 2018 at 9:30 A.M.

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 and physical mode on the resolutions contained in the Notice to the 58<sup>th</sup> Annual General Meeting for the calendar year 2018 of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the poll at the 58<sup>th</sup> Annual 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 Poll and Voting through electronic means in respect of the said Resolution is as under:

### **ORDINARY BUSINESS**

#### **1. Adoption of the Audited Financial Statements as at 31<sup>st</sup> March, 2018**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2018, the Audited Statement of Profit and Loss Account for the year ended on that date, together with Reports of Auditors and Directors thereon.



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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	2	26,18,190	100
Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	<b>2</b>	<b>26,18,190</b>	<b>100</b>

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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	-	-	-
Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

**(c) Invalid Votes:**

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	-	-	-
Physical (Ballot Form)	6	1101	0.10968
Poll	-	-	-
<b>Total</b>	<b>6</b>	<b>1101</b>	<b>0.10968</b>

**2. Consideration and approval of appointment of Dr. Nicolas Wiedmann as Director**

To consider and approve the appointment of Dr. Nicolas Widemann as Director who retires by rotation.

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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	2	26,18,190	100
Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	<b>2</b>	<b>26,18,190</b>	<b>100</b>

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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)
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		No.	Percentage
E-Voting	-	-	-
Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	-	-	-

**(c) Invalid Votes:**

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	-	-	-
Physical (Ballot Form)	6	1101	0.10968
Poll	-	-	-
<b>Total</b>	6	1101	0.10968

**3. Ratification of Appointment of Auditors and fix their remuneration**

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

**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions if any of the Companies Act, 2013 and Companies (Audit and Auditors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the resolution passed by the members at the 56th AGM held on September 30, 2016 the appointment of M/s. Deloitte Haskins & Sells LLP, (Firm Registration No. 117366w/w-100018) Chartered Accountants, Gurugram, Haryana, as the Statutory Auditors of the Company as well as Auditor for audit of consolidated financial statements of the Company, to hold office till the conclusion of the 61th AGM of the Company to be held in the calendar year 2021 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration payable to them for the financial year ending March 31, 2019 as may be determined by the board of Directors in consultation with the auditors, and that such remuneration may be paid on a progressive billing basis as may be agreed upon between the auditors and the Board of Directors.

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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	2	26,18,190	100
Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	2	26,18,190	100

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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	-	-	-

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Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	-	-	-

**(c) Invalid Votes:**

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	-	-	-
Physical (Ballot Form)	6	1101	0.10968
Poll	-	-	-
<b>Total</b>	<b>6</b>	<b>1101</b>	<b>0.10968</b>

**SPECIAL BUSINESS**

**4. Approve the remuneration of Cost Auditors for the financial year ending March 31st, 2019**

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

“**RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions, if any of the Companies Act, 2013 and the Companies (Audit and Auditors) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Mushtaq A. Mir & Co. Cost Accountants. Gurugram, Haryana who have been appointed by the Board of Directors vide resolution dated 29th June,2018 to conduct the audit of the cost records of the Company for the financial year ending 31st March 2019 at the remuneration of Rs. 75,000/- p.a plus applicable taxes and out of pocket expenses if any as approved by the Board of Directors of the Company be and is hereby ratified and approved.”

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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	2	26,18,190	100
Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	<b>2</b>	<b>26,18,190</b>	<b>100</b>

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

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	-	-	-
Physical (Ballot Form)	-	-	-
Poll	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>

*Handwritten signature/initials*




(c) Invalid Votes:

Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No.	Percentage
E-Voting	-	-	-
Physical (Ballot Form)	6	1101	0.10968
Poll	-	-	-
<b>Total</b>	<b>6</b>	<b>1101</b>	<b>0.10968</b>

Further to inform that the quorum present in 58<sup>th</sup> Annual General Meeting is in accordance with the provisions of Section 103(1) of the Companies Act, 2013.

Thanking you  
Yours faithfully


For J. K. Gupta & Associates

  
Jitesh Gupta  
(Proprietor)  
C.P. No. 2448  
M. No. FCS 3978



Date: 27/08/2018  
Place: Delhi

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

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

Date: -  
Place: - Delhi