

J. K. Gupta & Associates

(Company Secretaries)

256 & 257, Vardhman City Center 2,
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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(3)& (4)(xii)/21(2)
of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
HELLA INDIA LIGHTING LIMITED
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 Annual General Meeting of Hella India Lighting Limited held on Thursday, September 21st, 2017 at 09.00 A.M.

Dear 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 **HELLA INDIA LIGHTING LIMITED** ("the Company") Pursuant to the provisions of Companies Act 2013 and rule 20(3)(xi) 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 22nd August, 2017 Convening the 57th Annual General Meeting for the Calendar Year 2017 of the Equity shareholders of the Company held at Resort Green Villa, The Nikunj (Nitesh Kunj) Hotel Complex, Gate No. 2, N.H.-8, Samalka, 1 KM ahead from Shiv Murti, New Delhi – 110037 on Thursday, the 21st September, 2017 at 09:00 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 57th Annual General Meeting for the calendar year 2017 of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the poll at the AGM 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 Central Depository Services (India) Limited (CDSL), the authorized agency engaged by the Company to provide e-

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voting facilities.

The result of the Poll and Voting through electronic means in respect of the said Resolution is as under:

01. To consider and adopt the Audited Balance Sheet as at 31st March 2017, Profit & Loss Account for the period ended on that date and the reports of the Board of Directors' and Auditor's 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	8	2617905	82.5%
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	8	2617905	82.5%

(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	-	-	-
Total	-	-	-

(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)	3	149	0.005
Poll	-	-	-
Total	3	149	0.005

02. To appoint a Director in place of Dr. Nicolas Wiedmann who retires by rotation and is eligible & offers himself for reappointment.

J.E. uph.



(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	8	2617905	82.5%
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	8	2617905	82.5%

(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	-	-	-
Total	-	-	-

(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)	3	149	0.005
Poll	-	-	-
Total	3	149	0.005

03. To ratify the appointment of Statutory Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions thereof, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or any re-enactment(s) thereof, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018), Gurgaon, the Statutory Auditors of the Company, who holds office from 56th Annual General Meeting until the conclusion of 61th Annual General Meeting of the company, on such remuneration as may be decided by the Board of Directors of the Company, be and is hereby ratified.”

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(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	8	2617905	82.5%
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	8	2617905	82.5%

(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	-	-	-
Total	-	-	-

(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)	3	149	0.005
Poll	-	-	-
Total	3	149	0.005

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

“RESOLVED THAT pursuant to provision of section 148 read with the companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 75000/- p.a. + Service Tax+ actual out of pocket expenses if any incurred, by Cost Auditor of the Company i.e. M/s Mushtaq – A - Mir, Cost Accountants (Firm Registration No. 104114), who have been appointed by the Board of Directors as the cost auditors of the company, to conduct the audit for the cost records of the Company, for the financial year ending on 31st March 2017.”

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(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	8	2617905	82.5%
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	8	2617905	82.5%

(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	-	-	-
Total	-	-	-

(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)	3	149	0.005
Poll	-	-	-
Total	3	149	0.005

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

“RESOLVED THAT pursuant to provision of section 148 read with the companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 75,000/- p.a. + Service Tax+ actual out of pocket expenses if any incurred, by Cost Auditor of the Company i.e. M/s Mushtaq-A-Mir, Cost Accountants (Firm Registration No. 104114), who have been appointed by the Board of Directors as the cost auditors of the company, to conduct the audit for the cost records of the Company, for the financial year ending on 31st March 2018.”

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(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	8	2617905	82.5%
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	8	2617905	82.5%

(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	-	-	-
Total	-	-	-

(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)	3	149	0.005
Poll	-	-	-
Total	3	149	0.005

06. To consider and if thought fit, to pass the following resolution, with or without modification(s), as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded to the appointment of Mr. Rama Shankar Pandey (DIN: 2848326) as the Managing Director of the Company for a period of 3 years w.e.f. 1st January, 2018 and upon the following terms and conditions including remuneration with further liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee

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constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Rama Shankar Pandey in the best interests of the Company and as may be permissible at law, viz.:

- i. Salary: As per schedule V including Perquisites, HRA and other allowances and Reimbursement of expenses on actuals.
- ii. Annual HIBS Bonus as may be applicable and decided by management.
- iii. Annual remuneration review is effective 1st January each year, as per the policy of the Company.

RESOLVED FURTHER THAT the aggregate of the remuneration and perquisites as aforesaid in any financial year shall not exceed the limit from time to time under Section 197, Section 198 and other applicable provisions of the Act and Rules made thereunder, read with Schedule V of the said Act or any statutory modification(s) or re-enactment thereof for the time being in force, or otherwise as may be permissible at law.

RESOLVED FURTHER THAT wherein any financial year, the Company has no profits or its profits are inadequate, the remuneration including the perquisites as aforesaid will be paid to Mr. Rama Shankar Pandey in accordance with the applicable provisions of Schedule V section II of the Act, and subject to the approval of the Central Government, if required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution.”

(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	8	2617905	82.5%
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	8	2617905	82.5%

(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	-	-	-
Total	-	-	-

(c) Invalid Votes:

See up 12



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)	3	149	0.005
Poll	-	-	-
Total	3	149	0.005

Thanking you
Yours faithfully

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

J.K. Gupta



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

Date: 22/09/2017

Place: Delhi

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

Rama Shankar Pandey



Rama Shankar Pandey
(Managing Director)
DIN: - 02848326
Address: 422, Rama Apts,
Plot No. 2 Sector - XI,
Dwarka New Delhi 110078

Date: -

Place: - Delhi