

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 20/21 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/Poll 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 60th Annual General Meeting of M/s. Hella India Lighting Limited held on Friday, 25th September 2020 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 21st September, 2020 convening the 60th Annual General Meeting for the Financial Year 2019-2020 of the members of the Company held on Friday, 25th day of September, 2020 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 60th Annual General Meeting for the Financial Year 2019- 2020 of the members of the Company. My responsibility as a scrutinizer for the e-voting process /poll at the 60th 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 /Voting through electronic means in respect of the said Resolution is as under:

ORDINARY BUSINESS

1. Adoption of the Audited Financial Statements as at 31st March, 2020

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2020, 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	27	2644843	99.99996
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	27	2644843	99.99996

(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	1	1	0.00004
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	1	1	0.00004

(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	Nil	Nil	Nil
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

SPECIAL BUSINESS

2. Approval of remuneration of Cost Auditors for the financial year ending March 31st, 2021

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 21st July ,2020 to conduct the audit of the cost records of the Company for the financial year ending 31st March 2020 at the remuneration of Rs. 85,000/- 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	26	2644683	99.99996
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	26	2644683	99.99996

(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	1	1	0.00004
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	1	1	0.00004

(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	Nil	Nil	Nil
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

SPECIAL BUSINESS

3. 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: 02848326) as the Managing Director of the Company for a period of 3 years w.e.f. 1st January, 2021 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 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 authorised 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	26	2644683	99.99996
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	26	2644683	99.99996

(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	1	1	0.00004
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	1	1	0.00004

(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	Nil	Nil	Nil
Physical (Ballot Form)	Nil	Nil	Nil
Poll	Nil	Nil	Nil
Total	Nil	Nil	Nil

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 60th 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
UDIN: F003978B000779687**

Date: 26/09/2020

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: 26/09/2020

Place: Delhi