

J. K. Gupta & Associates

(Company Secretaries)

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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 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 59th Annual General Meeting of M/s. Hella India Lighting Limited held on Monday, 30th September 2019 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 4th September, 2019 convening the 59th Annual General Meeting for the Financial Year 2018- 2019 of the members of the Company held at "The Muse Sarovar Portico", New Delhi-Kapashera 88-89, Bijwasan Road, Kapashera, New Delhi-110037 on Monday, 30th September 2019 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 59th Annual General Meeting for the Financial Year 2018- 2019 of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the poll at the 59th 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 31st March, 2019

To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019, 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	3	26,18,591	99.2593
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	3	26,18,591	99.2593

(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)	14	19539	0.7406
Poll	-	-	-
Total	14	19539	0.7406



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	3	26,18,591	99.2593
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	3	26,18,591	99.2593

(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)	14	19539	0.7406
Poll	-	-	-
Total	14	19539	0.7406



SPECIAL BUSINESS

3. Approve the remuneration of Cost Auditors for the financial year ending March 31st, 2020

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 04th September, 2019 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	3	26,18,591	99.2593
Physical (Ballot Form)	-	-	-
Poll	-	-	-
Total	3	26,18,591	99.2593

(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	-	-	-



EC 4/12

Physical (Ballot Form)	14	19539	0.7406
Poll	-	-	-
Total	14	19539	0.7406

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 59th 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

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



Date: 03/10/2019
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: 03/10/2019
Place: Delhi