

# J. K. Gupta & Associates

(Company Secretaries)

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Near Shakti Nagar Railway Under Bridge,  
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**Consolidated Report of Scrutinizer for E-voting & Electronic voting at the AGM**  
[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 -110019

**Sub: Consolidated Scrutinizer's Report on remote e-voting/electronic 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 from time to time, at the 61<sup>st</sup> Annual General Meeting of M/s. Hella India Lighting Limited held on Thursday, 30<sup>th</sup> Day of September 2021 at 12.30 P.M.**

Respected Sir,

Our firm M/s J. K. Gupta & Associates, 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 27th August, 2021 convening the 61<sup>st</sup> Annual General Meeting for the Financial Year 2020-2021 of the members of the Company held on Thursday, 30<sup>th</sup> day of September, 2021 at 12:30 P.M. through Video Conferencing (VC) \Other Audio-Visual 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 61<sup>st</sup> Annual General Meeting for the Financial Year 2020- 2021 of the members of the Company. My responsibility as a scrutinizer for the e-voting process /Electronic Voting at the 61<sup>st</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 by Link Intime India Pvt Ltd-Insta Vote, the authorized agency engaged by the Company to provide e-voting facilities.

The result of the remote e-voting/ electronic voting at the meeting 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, 2021**

To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2021, 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 remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	20	26,19,131	99.99943
Electronic Voting at the Meeting	-	-	-
<b>Total</b>	<b>20</b>	<b>26,19,131</b>	<b>99.99943</b>

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

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	3	15	0.00057
Electronic Voting at the Meeting	-	-	-
<b>Total</b>	<b>3</b>	<b>15</b>	<b>0.00057</b>

**(c) Invalid Votes:**

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


**2. Appointment of M/s S.N. Dhawan & CO LLP as the Statutory Auditor of the Company and to fix their remuneration**

To appoint M/s S.N. Dhawan & CO LLP (Firm Registration no. 000050N/N500045) as the Statutory Auditor of the Company, for a term of 5 (five) consecutive years, from the conclusion of this 61st Annual General Meeting (AGM), till the conclusion of the 66th AGM of the Company, pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), at a remuneration of INR 13,00,000/- (Indian Rupees Thirteen Lacs only), per annum/year (plus applicable taxes/GST) and such reimbursement of out-of- pocket expenses incurred in connection with the statutory audit and on such other terms and conditions (including revision in remuneration), as may be mutually agreed upon between the Board of Directors of the Company and the Statutory Auditor.

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

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	20	26,19,131	99.99943
Electronic Voting at the Meeting	-	-	-
<b>Total</b>	<b>20</b>	<b>26,19,131</b>	<b>99.99943</b>

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

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
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Electronic Voting at the Meeting	-	-	-
<b>Total</b>	<b>3</b>	<b>15</b>	<b>0.00057</b>

**(c) Invalid Votes:**

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

**SPECIAL BUSINESS**

**3. 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 161 of the Companies Act 2013, applicable provisions of Articles of Association of the Company and any other provisions as may be applicable for the time being in force, Mr. Christoph Boris Sohnchen, who was appointed as Additional Director of the Company by the Board of Directors with effect from 09th January 2021 and who holds office upto the conclusion of 61st Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Director (Non-Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to take all such actions as may be considered necessary to give effect to the aforesaid Resolution”.

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

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	20	26,19,131	99.99943
Electronic Voting at the Meeting	-	-	-
<b>Total</b>	<b>20</b>	<b>26,19,131</b>	<b>99.99943</b>



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

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
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Electronic Voting at the Meeting	-	-	-
<b>Total</b>	<b>3</b>	<b>15</b>	<b>0.00057</b>

**(c) Invalid Votes:**

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

**4. 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 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 SARK & Co., Cost Accountant (Firm Registration No. 005113) who have been appointed by the Board of Directors vide resolution dated 27th August, 2021 to conduct the audit of cost records & statements to be maintained by the Company for the financial year ending 31st March, 2022, at a remuneration of Rs. 67,000/- (Rupees Sixty Seven thousand only) per annum, plus applicable taxes and out of pocket expenses (if any), as may be mutually agreed and approved by the Board of Directors of the Company, be and is hereby ratified and approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to take all such actions as may be considered necessary to give effect to the aforesaid Resolution”.

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

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	20	26,19,131	99.99943
Electronic Voting at the Meeting	-	-	-
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<b>Total</b>	<b>3</b>	<b>15</b>	<b>0.00057</b>

**(c) Invalid Votes:**

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


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

“RESOLVED THAT pursuant to Section 149, 152 and/or any other provision 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 accorded for the re-appointment of Mr. Tarun Gulati (having Director Identification Number : 07323709), as an Independent Director of the Company, who shall hold office for a term of five (5) consecutive years i.e. from the conclusion of this 61st AGM, upto the conclusion of the 66<sup>th</sup> AGM of the Company.

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 severally authorized to sign and file necessary forms 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 electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	20	26,19,131	99.99943
Electronic Voting at the Meeting	-	-	-
<b>Total</b>	<b>20</b>	<b>26,19,131</b>	<b>99.99943</b>

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

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<b>Total</b>	<b>3</b>	<b>15</b>	<b>0.00057</b>



**(c) Invalid Votes:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)	
		No.	Percentage
Remote E-Voting	Nil	Nil	Nil
Electronic Voting at 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 five resolutions are passed with requisite majority.**

Further to inform that the quorum present in 61<sup>st</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**



**ACS Priyanka Goel**  
**C.P. No. 15868**  
**M. No. 34403**  
**UDIN: A034403C001062311**

**Date:** 01/10/21  
**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