

J. K. Gupta & Associates

(Company Secretaries)

266 & 267, Vardhman City Center 2,
Near Shakti Nagar Railway Under Bridge,
Gulabi Bagh, Delhi- 110052

Tel : +91-11-23644449
+91-11-23654449

Fax : +91-11-23644448

Mobile : +91-9810043622

Website : www.jkgupta.com

E-mail : jitesh@jkgupta.com

Service Tax No. : AAGPG3144HST001

Consolidated Report of Scrutinizer for E-voting & Poll

[Pursuant to section 108/109 of the Companies Act, 2013 and rule 20(3)(xii)/21(2)
of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman
HELLA INDIA LIGHTING LIMITED
K61-B, LGF, Kalkaji,
New Delhi - 110019

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 15th March, 2016 Convening the 1st Extra Ordinary General Meeting for the calendar year 2016 of the Equity shareholders of the Company held at Hotel Aravali Villa, F.H.-1, Bandh Road, near Nitesh Kunj Farm House, N.H.-8, Rajokari, New Delhi - 110038 on Thursday, the 28th April, 2016 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 1st Extra Ordinary General Meeting for the calendar year 2016 of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for the poll at the EGM is restricted to make a Scrutinizer report of the Votes Cast "in favour" 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 authorised 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:

- a) **Resolution No. 1 (Ordinary Resolution):** "RESOLVED THAT pursuant to the provisions of Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s



Deloitte Haskins & Sells LLP, Chartered Accountants (Membership No. 117366W/W-100018), Gurgaon, be and is hereby ratified & approved as Statutory Auditors of the company w.e.f. 15th March, 2016 i.e. the date of appointment of auditors by the board in their meeting and to fill the casual vacancy caused due to the resignation of existing statutory auditors i.e. M/s BSR & Co. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon.

RESOLVED FURTHER THAT M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018), Gurgaon, be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company till the conclusion of the 56th Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey – Managing Director and Mr. Anil Sultan – Director of the Company be and are hereby severally authorized to discuss, negotiate and fix the remuneration of auditors for the Financial Year 2015-16.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey – Managing Director and Mr. Shikhar Goel – Company Secretary of the Company, be and are hereby jointly or severally, be and are hereby severally authorized to take all such actions as may be considered necessary to give effect to the aforesaid Resolution”.

1. Voted In Favour of the Resolution:

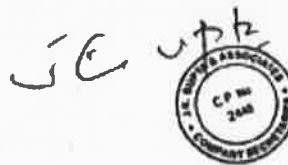
Mode of Voting	Number of members voted through electronic voting system and physical mode	Number of Votes Cast (shares)	
		No	Percentage
E-Voting	03	2607461	82.22%
Physical (Ballot Form)	02	400	0.01%
Poll	00	00	0
Total	05	2607861	82.23%

2. 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	NIL	NIL	NIL
Physical (Ballot Form)	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL

3. 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)	9	1600	0.05%
Poll	NIL	NIL	NIL
Total	9	1600	0.05%

The Registers, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid EGM and thereafter the same are handed over to the chairman or the Company Secretary for safe keeping.

Thanking you

Your faithfully

For J.K. Gupta & Associates

J.K. Gupta



Jitesh Gupta
Proprietor
CP No. 2448
Membership No. FCS 3978

Date: 28/04/2016
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

Date:-
Place:-