

**Form No. CAA-4**

(Pursuant to rule 13(2) and Rule 14 of the Companies (Compromises,  
Arrangements and Amalgamations) Rules, 2016

**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL,**

**BENCH V, AT NEW DELHI**

**COMPANY APPLICATION NO. CA (CAA) NO. 82 OF 2023**

**(under Sections 230-232 of the Companies Act, 2013)**

**IN THE MATTER OF THE COMPANIES ACT, 2013**

**AND**

**IN THE MATTER OF THE COMPOSITE SCHEME OF  
ARRANGEMENT BETWEEN HELLA INDIA LIGHTING LIMITED  
AND HELLA INDIA AUTOPARTS AND SERVICES PRIVATE  
LIMITED AND THEIR RESPECTIVE SHAREHOLDERS AND  
CREDITORS**

**IN THE MATTER OF:**

**Hella India Lighting Limited**, a public limited company incorporated under the provisions of the Companies Act, 1956, and having its registered office situated at K61-B, LGF, Kalkaji, New Delhi-110019.

**...Applicant Company 1 / Demerged Company**

**AND**



**Hella India Autoparts and Services Private Limited**, a private limited company incorporated under the provisions of the Companies Act, 2013 and having its registered office situated at K61-B, LGF, Kalkaji, New Delhi-110019.

...Applicant Company 2 / Resulting Company

**Report of result of meeting by Chairperson:**

I, **P K Malhotra**, ILS (Retd.), Former Law Secretary (Government of India) and Former Member Securities Appellate Tribunal, the person appointed by this Hon'ble Tribunal vide its order dated December 1, 2023 ("**Order**"), to act as Chairperson of the meeting of Equity Shareholders of Hella India Lighting Limited (**hereinafter referred to as "Company/Applicant Company 1/Demerged Company/HILL"**), summoned by notice served individually upon them and by advertisement dated January 15, 2024 and held on Saturday, February 17, 2024, at 11:00 AM (IST) through video conferencing (VC) other audio-visual means (OAVM) do hereby report to this Hon'ble Tribunal as follows:

1. The said meeting was attended personally including by authorised representatives, in case of firm(s) and body corporate(s) by 21 members of the said Company. 2 members holding 1,672 equity shares voted at the meeting through the online voting mode, i.e. InstaPoll. 42 members holding 33,14,526 equity shares voted during the remote e-voting window. In total (i.e. members who voted at the meeting and those who voted during remote e-voting), **44 members of the said company entitled together to 33,16,198 equity shares equivalent to INR 33,161,980/-, representing 89.05% of the total equity share capital of the Company.**



2. The scheme of compromise or arrangement was taken as read and the Company's officials explained the rationale and benefits of the proposed composite scheme of arrangement to the Equity Shareholders present in the meeting, and the question submitted to the said meeting was whether the Equity Shareholders of the said Company agreed to the compromise or arrangement submitted to the meeting and agreed thereto.

The following resolution was put to vote to the Equity Shareholders during the meeting and through remote e-voting:

*“RESOLVED THAT, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the provisions of the memorandum of association and the articles of association of Hella India Lighting Limited, the approval of the New Delhi Bench of the Hon'ble National Company Law Tribunal at New Delhi (“Tribunal”) and such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (“Board”, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the composite scheme of arrangement between Hella India Lighting Limited and Hella India Autoparts And Services Private Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable*



provisions of the Act ("Scheme") as enclosed to the notice of the Tribunal convened meeting of the equity shareholders of Hella India Lighting Limited and placed before this meeting, be and is hereby approved.

**RESOLVED FURTHER THAT** the members of the Board, Company Secretary and Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the Hon'ble Tribunal while approving the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper."

3. The majority of persons representing three-fourths in value of the members are of the opinion that the compromise or arrangement should be approved and agreed to. The consolidated result of voting through remote e-voting as well as e-voting during the meeting, upon the said question (by way of resolution), as per the report dated 21 February, 2024, submitted by the Scrutinizer; is as follows:

**(a) Voted in favour of the resolution:**

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Remote e-	10	32,03,583	96.60



voting			
Insta vote during the Meeting	1	5	0.00
<b>Total</b>	<b>11</b>	<b>32,03,588</b>	<b>96.60</b>

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

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast
Remote e-voting	32	1,10,943	3.35
Insta vote during the Meeting	1	1,667	0.05
<b>Total</b>	<b>33</b>	<b>1,12,610</b>	<b>3.40</b>

That a copy of Scrutinizer's Report on the result of voting by Equity Shareholders of HILL by way of remote e-voting prior to the meeting and e-voting during the meeting is annexed herewith as **Annexure A**.

The under-mentioned members voted in favour of the proposed compromise or arrangement being adopted and carried into effect:

Name of Member	Address	Value of equity shares held	Number of votes
<b>Annexure B</b>			



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The under-mentioned members voted against the proposed compromise or arrangement being adopted and carried into effect:

Name of Member	Address	Value of equity shares held	Number of votes
<b>Annexure B</b>			



**P K Malhotra**

**Chairperson appointed for the meeting**

**Date:** February 23, 2024

**Place:** New Delhi

for  
Chairperson's Signature

## Chairperson's Report

## Annexure B

## NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS HELD ON : 17 FEB 2024 at 11 AM. - InstaVote and InstaMeet Poll Summary

Resolution : 1 - To consider and approve the proposed Composite Scheme of Arrangement between Hella India Lighting Limited ("HLL/Demerged Company") and Hella India Autoparts and Services Private Limited ("HIASPL/Resulting Company") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 ("Act"), read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 ("Rules"), as amended from time to time, and as set out in the Notice convening the Meeting.

SR NO	Name of Member	Address	Value of equity shares held	Number of votes
1	AJAY KUMAR JAIN	B - 1414 BLOCK-B SHASTRI NAGAR DELHI 110052	10	1
2	NIKHIL	6 LOTIA MAHAL, PLOT NO 393 LINKING ROAD, KHAR WEST MUMBAI 400052	80530	8053
3	PRAVEEN KUMAR	HOUSE NO 5036 GALI DAROGA CHALU SINGH PAHARI DHIRAJ DELHI 110006	20	2
4	HARMOHAN SINGH SAWHNEY	11/24 AB IInd FLOOR GURUDWARA ROAD TILAK NAGAR NEW DELHI 110018	100	10
5	HELLA HOLDING INTERNATIONAL GMBH	DEUTSCHE BANK AG, DB HOUSE HAZARIMAL SOMANI MARG, P.O.BOX NO. 1142, FORT MUMBAI 400001	21697130	2169713
6	SNEH MOHNOT	F-64, GREEN WOOD CITY SOLITAIR RESIDENCY SECTOR-46, GURGAON 122001	50	5
7	HELLA INDIA AUTOMOTIVE PRIVATE LIMITED	9TH MILESTONE GURGAON FAROOKH NAGAR ROAD DHANKOT DIST GURGAON HARYANA 122001	10016870	1001687
8	PARMOD KUMAR JAIN	4494 GALI JATAN PAHARI DHIRAJ SADAR BAZAR DELHI 110006	10	1
9	ASHA PRAKASH	C 124 G F DEFENCE COLONY SOUTH DELHI 110024	5000	500
10	ASHOK J THAWANI	19, AHOORA MAHAL 93, MARINE DRIVE, G ROAD MUMBAI 400002	236110	23611
11	SUMPREET S SAHNI	11/24 AB TILAK NAGAR NEW DELHI 110018	50	5
<b>TOTAL:</b>			<b>32035880</b>	<b>3203588</b>



## Chairperson's Report

## Annexure B

## NCLT CONVENED MEETING OF THE EQUITY SHAREHOLDERS HELD ON : 17 FEB 2024 at 11 AM. - InstaVote and InstaMeet Poll Summary

SR NO	Name of Member	Address	Value of equity shares held	Number of votes
1	VIKAS SINGH	FLAT NO-42,B-WING, SAI BABA COLONY,BHOPAR ROAD, DESLEPADA,DOMBIVALI(EAST) THANE 421203	10000	1000
2	KIRAN HARIBHAI PATEL	42, FLOOR-4, PLOT-4LE, JARDIN BLDG KASHIBAI NAVRANG MRAG, GAMDEVI TLE EXCHANGE, GRANT ROAD MUMBAI 400007	40000	4000
3	SUDHIR HARIBHAI PATEL	JARDIN CHS, ROOM NO.32 3RD FLR DR. KASHIBAI NAVRANGE MARG, NEW GAMDEVI, MUMBAI 400007	120000	12000
4	MANAN MAHESH MEHTA	A-3, JANAK KUTIR,VALLABH BAUG LANE BEHIND R ODEAN MALL GHATKOPAR EAST MUMBAI 400077	6000	600
5	GEEETA MAHESH MEHTA	A/3 JANAK KUTIR, PLOT NO.192 VALLABH BAUG LANE, BHND R-ODEAN MALL, GHATKOPAR EAST MUMBAI 400077	8000	800
6	HETAL NIKUNJ MEHTA	A/3 JANAK KUTIR VALLABH BAUG LANE, BHND R-ODEAN MALL, GHATKOPAR EAST MUMBAI 400077	8000	800
7	HIRENKUMAR NARESHKUMAR SHAH	A/501 NAVKAR RESIDENCY TIGHARA ROAD NEAR BAVAN JINALAYA NAVSARI 396445	18000	1800
8	PALAK VIJAY JETHANI	D/OBabir Motiram GurraniWadhwa MeadowsFlat no 9019th FloorEmerald BuildingR. T. O RoadKalyan (WestNear Ikon PlazaKhadakpadaKalyan THANE 421301	2000	200
9	NIRANJAN SURESH BATHUA	F 601 VENUS CHS GAURAV GALAXY PHASE 2 BEHIND PREMI NAGAR THANE 401107	5000	500
10	S C GUPTA	2086, RANI BAGH, DELHI . DELHI 110034	2000	200
11	CHE TAN CHADHA	9/38 A MOTI NAGAR NEW DELHI 110015	10	1
12	INTEGRATED FINCAP PRIVATE LIMITED	C-5/55 VASANT KUNJ NEAR DELHI PUBLIC SCHOOL NEW DELHI 110070	37930	3793
13	AJAY KUMAR	C-5/55 VASANT KUNJ NEW DELHI 110070	24250	2425
14	DIVY A BHANDARI	B-602 SIGMA EMERALD OLD ANAND NAGAR GURU NARAYAN MARG NEAR YES BANK MUMBAI.MAHARASHTRA 400055	130000	13000
15	YOGESH RASIKLAL DOSHI	FLAT NO 1402 14TH FLOOR BOULEVARD IV THE ADDRESS OPP R CITY MALL LBS MARG GHATKOPAR WEST MUMBAI 400086	113880	11388



16	PANKAJ MADHANI	15 SHREE KRISHNA KIRAN 142 GARODIA NAGAR GHATKOPAR (E) MUMBAI MAHARASHTRA 400077	2000	200
17	SMITTA PANKAJ MADHANI	15 SHREE KRISHNA KIRAN 142 GARODIA NAGAR GHATKOPAR EAST MAHARASHTRA 400077	2000	200
18	SUDHIR HARIBHAI PATEL	C/4, MEHTA ESTATE 262 THAKURDWAR ROAD OPP BHANSALI ALLUMINIUM MUMBAI 400002	50000	5000
19	PAWAN KUMAR GUPTA	2086 RANI BAGH DELHI 110034	5000	500
20	MAHESH DHANVANTRAI MEHTA	A/3 JANAK KUTIR VALLABH BAUG LANE PLOT 192 GHATKOPAR E MUMBAI 400077	17000	1700
21	NIKUNJ DHANVANTRAI MEHTA	A/3 JANAK KUTIR VALLABH BAUG LANE PLOT 192 GHATKOPAR E MUMBAI 400077	17000	1700
22	MANGAVELLI VENKAT RANGACHARY	FLAT NO 308 BLOCK A LAND MARK RESIDENCY NEAR GENESIS SCHOOL MADEENAGUDA HYDERABAD 500049	1170	117
23	RAJENDER KUMAR	2086, RANI BAGH DELHI DELHI 110034	12000	1200
24	SATISH KUMAR MAMIDI PALLY	H NO 112 E W S QUARTERS BAGHLINGAM PALLY HYDERABAD ANDHRA PRADESH 500044	32500	3250
25	GAURAV HARISH CHAWLA	301 WHITE HOUSE PLOT NO 10 NEAR GURUDWARA SEC 19 NERUL NODE III NAVI MUMBAI, MAHARASHTRA 400706	5000	500
26	ISHWARI PARSHAD GUPTA	HOUSE NO-1279 SECTOR-17 KHERI KALAN 113 KHERI KALAN FARIDABAD 121002	5930	593
27	P P ZIBI JOSE	NO 61 2939 TENROSE SRM ROAD ERNAKULAM NORTH ERNAKULAM KERALA 682018	15750	1575
28	SHAKUNTLA GUPTA	H.NO. - 2526, CHAMAN BARA TILAK BAZAR, BEHIND NOVELTY CINEMA TILAK BAZAR DELHI 110006	34000	3400
29	RAMESH KUMAR GUPTA	H.NO-2526 BADA CHAMAN WARA, TILAK BAZAR BEHIND NOVELTY CINEMA DELHI 110006	34000	3400
30	LAMHA GAURAV CHAWLA	FLAT NO.1801/1802, SEA HOMES CHS LTD PLOT NO.3, SECTOR-36, NERUL, NAVI MUMBAI 400706	10000	1000
31	LEHAR GAURAV CHAWLA	1801/1802, SEA HOMES CHS, PLOT NO-3, SECTOR -36, NERUL NAVI MUMBAI 400706	10000	1000
32	KRISHNA KUMAR DHARAMSHI SOMAIYA	POST BOX 660 POSTAL CODE 114 RUWI MUSCAT 999999	331010	33101
33	RAHUL DHANRAJ MAHESHWARI HUF	404 SAMAN COMPLEX OPP SATYAM MALL NR MANSI CHAR RASTA SATELLITE AHMEDABAD 380015	16670	1667
<b>TOTAL:</b>			<b>1126100</b>	<b>112610</b>

*Handwritten signature*

**NPS CHAWLA**

(B.Com, FCS, LL.M., MBA )

Central Council Member - ICSI

Co-Founder and Joint Managing Partner – AEKOM LEGAL

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### SCRUTINIZER'S REPORT

To,

**Shri PK Malhotra,**

**Chairperson for the NCLT convened meeting of equity shareholders**

**Hella India Lighting Limited**

**Subject:** Scrutinizer's report on the voting conducted at the meeting of equity shareholders of **Hella India Lighting Limited** (“**Company/ Demerged Company**”) convened pursuant to the order dated December 01<sup>st</sup>, 2023, passed by the Hon'ble National Company Law Tribunal, New Delhi-Bench-V, under Company Application bearing no. (CAA)-82/ ND/ 2023.

I, NPS Chawla, Company Secretary, have been appointed as Scrutinizer by the Hon'ble National Company Law Tribunal, New Delhi Bench-V (“**NCLT**”) to scrutinize the votes cast by the equity shareholders of Hella India Lightning Limited (Demerged Company) at the meeting convened through video conferencing/ audio-visual means (OAVM) pursuant to the order dated December 01<sup>st</sup>, 2023 (“**Order**”), passed by the Hon'ble NCLT in CA (CAA)- 82/ND/2023 in the matter of composite scheme of arrangement between the Demerged Company and Hella India Autoparts and Services Private Limited (“**Resulting Company**”) and their shareholders and creditors.

The equity shareholders were provided with the facility to cast their vote through remote e-voting and e-voting during the meeting (insta poll).

#### **Responsibility of the Management of the Company**

The management of the Company was responsible to ensure the compliances prescribed by the Hon'ble NCLT *vide* their Order along with the requirements of the Companies Act, 2013 and rules relating to convening of this meeting including the dispatch of notices of the meeting to the equity shareholders along with newspaper publication etc.

#### **I do hereby submit my report as under:**

1. The equity shareholders of the Company as on cut-off date fixed (i.e. Saturday, February 10<sup>th</sup>, 2024), were entitled to vote on the proposed resolution as set out in the notice of meeting of the equity shareholders of the Company.

**NPS CHAWLA**

(B.Com, FCS, LL.M., MBA )

Central Council Member - ICSI

Co-Founder and Joint Managing Partner – AEKOM LEGAL



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2. The facility to cast vote through remote e-voting period was made available from Wednesday, February 14<sup>th</sup>, 2024 at 9:00 A.M. to Friday, February 16<sup>th</sup>, 2024 at 5:00 P.M. (both days inclusive).
3. Since the meeting was convened through video conference/ OAVM, the facility for appointment of proxies by the equity shareholders was not available for the meeting.
4. Thereafter, the meeting of the equity shareholders of the Company commenced through video conference/OAVM at 11:00 a.m. on Saturday, February 17<sup>th</sup>, 2024. However, the required quorum for the meeting, as prescribed by the Hon'ble NCLT *vide* its Order, i.e., 1013 shareholders in number was not present. Consequently, the meeting was adjourned for thirty minutes, in terms of para 12 of the Order by the Hon'ble Chairperson appointed for the meeting.
5. At the adjourned meeting at 11:38 a.m., 21 equity shareholders were present through video conference/OAVM and thereafter, the meeting was convened to be in order considering the relaxation provided from the requirement of the quorum under the Order.
6. Those equity shareholders who could not cast their vote through remote e-voting, were provided the facility to cast their vote through insta poll facility during the meeting on Saturday, February 17<sup>th</sup>, 2024, at 12.45 p.m. for 15 minutes.
7. After the conclusion of e-voting at the Meeting, I have unblocked the e-voting module in the presence of following two witnesses, who are not in the employment of the Company and who have signed below as confirmation to unblocking of the votes:
  - (i) Ms. Ashima Jain 
  - (ii) Mr. Anmol Sharma 
8. The Company had engaged Link Intime India Private Limited (RTA) for the purpose of providing the services of conducting remote e-voting process and insta-poll. The said RTA has provided a certificate providing details of the voting in relation to the meeting of the equity shareholders of the Company including the remote e-voting. Copy of the said certificate of the RTA dated February 19<sup>th</sup>, 2024 is enclosed herewith as **Annexure-A**.
9. My responsibility as a Scrutinizer for the voting process is restricted to submitting the details of the voting to the Hon'ble Chairperson appointed by Hon'ble NCLT including votes cast "in favor" "against" or remain "invalid", if any, on the resolution contained in the Notice convening the Meeting, based on the reports generated from the e-voting system provided by the RTA.



**NPS CHAWLA**

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10. The following resolution was considered by the equity shareholders of the Company:

<b>Subject Matter of Resolution</b>	<p><b>“RESOLVED THAT</b>, pursuant to the provisions of Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“Act”), the applicable rules, circulars and notifications made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to the provisions of the memorandum of association and the articles of association of Hella India Lightning Limited, the approval of the New Delhi Bench of the Hon'ble National Company Law Tribunal at New Delhi (“Tribunal”) and such other approvals, permissions and sanctions of any regulatory and other authorities, as may be necessary and such conditions and modifications as may be prescribed or imposed by the Tribunal or by any regulatory or other authorities, while granting such consents, approvals and permissions, which may be agreed to by the board of directors of the Company (“Board”, which term shall be deemed to mean and include one or more committee(s) constituted/ to be constituted by the Board or any person(s) which the Board may nominate to exercise its powers including the powers conferred by this resolution), the composite scheme of arrangement between Hella India Lighting Limited and Hella India Autoparts And Services Private Limited and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Act (“Scheme”) as enclosed to the notice of the Tribunal convened meeting of the equity shareholders of Hella India Lighting Limited and placed before this meeting, be and is hereby approved.</p> <p><b>RESOLVED FURTHER THAT</b> the members of the Board, Company Secretary and Chief Financial Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things, as they may, in their absolute discretion deem requisite, desirable, appropriate or necessary to give effect to this resolution and effectively implement the Scheme and to accept such modifications, amendments, limitations and/or conditions, if any, (including withdrawal of the Scheme), which may be required and/or imposed by the Hon'ble Tribunal while approving the Scheme or by any authorities under law, or as may be required for the purpose of resolving any questions or doubts or difficulties that may arise in giving effect to the Scheme, as the Board may deem fit and proper.”</p>
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**NPS CHAWLA**

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Central Council Member - ICSI

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11. Report on the voting at the NCLT convened meeting of the equity shareholders of the Demerged Company including the remote e-voting is as under:

Mode	No. of members voted	No. of votes cast by them	Favour		Against		Invalid votes	
			No. of members	No. of votes	No. of members	No. of votes	No. of members	No. of votes
E-voting	42	33,14,526	10	32,03,583	32	1,10,943	0	0
Instapoll	2	1,672	1	5	1	1,667	0	0
<b>Total</b>	<b>44</b>	<b>33,16,198</b>	<b>11</b>	<b>32,03,588</b>	<b>33</b>	<b>1,12,610</b>	<b>0</b>	<b>0</b>

(a) Voted in favour of the resolution:

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast (in Value)
E-voting	10	32,03,583	96.60
Insta Poll	1	5	0.00
<b>Total</b>	<b>11</b>	<b>32,03,588</b>	<b>96.60</b>

(b) Voted against the resolution:

Particulars	No. of members voted	No. of votes cast by them	% of total number of valid votes cast (in Value)
E-voting	32	1,10,943	3.35
Insta Poll	1	1,667	0.05
<b>Total</b>	<b>33</b>	<b>1,12,610</b>	<b>3.40</b>

12. The electronic data and other relevant records relating to the meeting are under our safe custody and have been handed over to the Chairperson.



**NPS Chawla**

**Company Secretary**

**Membership No. F-6987**

**Scrutinizer for the NCLT convened meeting**

Countersigned by Chairperson



**Shri PK Malhotra**

Date: February 21<sup>st</sup>, 2024

**Link Intime India Pvt. Ltd.**

Noble Heights, 1st Floor,  
Plot No. NH-2, LSC, C-1 Block,  
Near Savitri Market, Janakpuri,  
New Delhi-110058  
Phone : 011-49411000  
Fax : 011-41410591  
E-mail : delhi@linkintime.co.in

To,  
Mr. NPS Chawla.  
Hon'ble NCLT appointed Scrutinizer  
G-29 (LGF, Block D, Lajpat Nagar III,  
Lajpat Nagar, New Delhi,  
Delhi 110024

**Sub: Certificate for compliance of voting.**

**Ref: The NCLT Convened Meeting of the Equity Shareholders of Hella India Lighting Limited held on Saturday, February 17, 2024 at 11 AM.**

We, Link Intime (India) Private Limited ("**LinkIn time/ LIPL**") have been appointed by Hella India Lighting Limited (the "**Company**") to provide the facility of remote e-voting prior to the meeting as well as e-voting and webcast service through video conferencing, during the **NCLT convened meeting of the Equity Shareholders of Hella India Lighting Limited held on Saturday, February 17, 2024 at 11.00 AM held through video conferencing / other audio-video means ("Meeting")**. we hereby declare and confirm that:

1. The remote e-voting facility prior to the Meeting commenced on Wednesday, February 14, 2024 at 9:00 A.M. (IST) and ended on Friday, February 16, 2024 at 5:00 P.M. (IST) (both days inclusive).
2. In total, [42 shareholders] have participated and voted through the remote e-voting portal prior to the Meeting.
3. The details of the shareholders such as their DP ID, number of shares, address and KYC documents has been registered with the Depository. Further, authorized representative representing body corporates and insitutional shareholders such as company, LLP, partnership firms, banks, financial institutions etc., who have voted in the meeting or during remote e-voting have shared (directly or through Company/RTA) their authorization along with KYC at the e-mail id of scrutinizer.
4. That the shareholders as on February 10, 2024, being the cut- off date, were provided electronic access to the Meeting and allowed to vote on the resolution proposed at the Meeting.

In terms of notice dated January 11, 2024 of the Meeting and with the permission of the Chairperson, shareholders were given an opportunity to express their views or ask questions on the business under consideration during the Meeting and the same were answer satisfactorily by the Management of the Company.

5. In total, [21 shareholders] holding [3199671 shares] were present during the Meeting. Out of the total shareholders, [2 shareholders] holding [1672 shares] voted during the course of the Meeting.
6. The summary of votes (remote e-voting and e-voting during the meeting) on the resolution proposed by the Company to approve the composite scheme of arrangement between Hella India Lighting Limited ("**HIL/Demerged Company**") and Hella India Autoparts and Services Private Limited ("**HIASPL/Resulting Company**") and their respective shareholders and creditors under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013, read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016 as amended from time to time, and as set out in the notice convening the Meeting is as below:

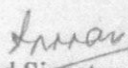


Mode	No. of members voted	Number of votes cast by them	Favour		Against		Invalid	
			No. of Members	No. of Votes	No. of Members	No. of Votes	No. of Members	No. of Votes
Remote E-voting [at Insta-Vote Voting Platform]	42	3314526	10	3203583	32	110943	0	0
Voting [on Date of Meeting, at Insta-Meet Voting Platform]	2	1672	1	5	1	1667	0	0
<b>Total</b>	<b>44</b>	<b>3316198</b>	<b>11</b>	<b>3203588</b>	<b>33</b>	<b>112610</b>	<b>0</b>	<b>0</b>

7. All e-voting, the electronic data and other relevant records relating to the remote e-voting and e-voting during the meeting has been emailed at [scrutinizer.hella@gmail.com](mailto:scrutinizer.hella@gmail.com).

We request you to kindly take on record the aforesaid data and issue your scrutinizer's report accordingly.

For and on behalf of **Link Intime (India) Private Limited**

  
Authorized Signatory

Place: New Delhi

Date: 19<sup>th</sup> February 2024

