

NOTICE OF EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra Ordinary General Meeting (EGM) of the Members of Hella India Lighting Limited ('the Company') will be held on **Tuesday, the 27th day of June 2023, at 03:00 P.M. through Video Conferencing / Other Audio Visual Means (OAVM) through Insta Meet (<https://instameet.linkintime.co.in>) facility**, to transact the following business:

SPECIAL BUSINESS:

1. To increase the Authorized Share Capital of the Company and consequent Alteration of Memorandum of Association of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 4, 13, 43, 61 and 64 and other applicable provisions and Rules made thereunder, if any, of the Companies Act, 2013, (including any statutory modification (s) and reenactment (s) thereof for the time being in force) read with Article 35 and/or any other enabling provisions of the Articles of Association of the Company thereunder, the consent of the members be and is hereby accorded/ granted to increase the Authorized Share Capital of the Company from the present ₹ 25,00,00,000/- (Indian Rupees Twenty five Crore only) divided into 35,00,000 (Thirty Five Lakh) Equity Shares of ₹ 10/- (Indian Rupees Ten) each and 21,50,000 (Twenty One Lakh Fifty Thousand) Non-Cumulative Preference Shares of ₹ 100/- (Indian Rupees Hundred) each to ₹ 25,50,00,000/- (Indian Rupees Twenty Five Crores Fifty Lakh only) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹ 10/- (Indian Rupees Ten) each and 21,50,000 (Twenty-One Lakh Fifty Thousand) Non-Cumulative Preference Shares of ₹100/- (Indian Rupees Hundred) each.

RESOLVED FURTHER THAT the consent of the members of the Company be and is hereby further accorded/ granted to modify the existing Clause V of the Memorandum of Association and to substitute the same with the following in place of the existing one:

'V. The Authorised Share Capital of the Company is ₹25,50,00,000/- (Indian Rupees Twenty Five Crores Fifty Lakh only) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹10/- (Indian Rupee Ten) each and 2,150,000 (Twenty-One Lakh Fifty thousand) Non-Cumulative Preference Shares of ₹100/- (Indian Rupees Hundred) each.

The Company shall have the power to increase or reduce the Share Capital of the Company and to divide or consolidate or cancel the shares in its capital for the time being into several classes of shares, rights, preferential, qualified or special privileges and conditions in such manner as may, from the time be provided for in the Articles of Association of the Company.'

RESOLVED FURTHER THAT Mr. Ravi Chhabra – Additional Director and General Counsel & Head of Legal, Compliance & Audit, Mr. Manoj Singh – Whole-time Director , Mr. Venugopal Anandhan – Whole-time Director, Mr. Amit Bhardwaj, Chief Financial Officer and Ms. Aakritee Khanna, Company Secretary of the Company, be and are hereby severally authorized to do all acts, deeds, matters and things necessary and/or incidental in this regard, including filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana, including to issue certified true copy of the said resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. To consider and approve the issue and offer of equity shares on preferential basis to Hella Holding International Gmbh, member of the Company

To consider, and if thought fit, to pass, with or without modifications, the following resolution as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of sections 42, 62 and all other applicable provisions, if any of the Companies Act, 2013, read along with the Rules framed thereunder, (including any statutory modifications, amendments thereto or re-enactment thereof) (the “Act and Rules”) read with the enabling provisions of the Articles of Association of the Company, and the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time and the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019 and such other statues, notifications, circulars, rules and regulations as may be applicable, the consent of the members be and is hereby accorded/granted to create, offer, issue and allot 5,52,313 (Five Lakhs Fifty Two Thousand Three Hundred and Thirteen) fully paid up equity shares of the face value of ₹ 10/- (Indian Rupees Ten only) each at a premium of ₹ 976/- (Indian Rupees Nine hundred and seventy-six only), i.e. at a total price of ₹ 986/- (Indian Rupees Nine hundred and eighty-six only) on preferential basis through private placement to Hella Holding International GmbH, member and holding company of the Company, aggregating ₹54,45,80,618 (Indian Rupees Fifty Four Crore Forty Five Lakh Eighty thousand Six Hundred Eighteen only) in cash, the said price being arrived at on the basis of valuation carried out and Valuation Report dated 23rd May 2023 as issued by Mr. Harsh Chandrakant Ruparelia (IBBI Registration No. IBBI/RV/05/2019/11106), Registered Valuer as appointed by the Company, pursuant to the provisions of the Companies Act, 2013, the provisions of the Foreign Exchange Management Act, 1999, as amended from time to time and the Foreign Exchange Management (Non-Debt Instrument) Rules, 2019 and also, subject to compliance with all applicable laws, rules, regulations, guidelines and approvals in this regard.

Sr. No.	Name & Address of Member/ Share holder Address:	Category of the Investor	Number of Equity Shares	Face Value/ Par Value (Amount in INR)	Share Premium (Amount in INR)	Consideration (Amount in INR)
1.	Hella Holding International Gmbh	Promoter & Existing Member	5,52,313	10	976	54,45,80,618
Total			5,52,313			54,45,80,618

RESOLVED FURTHER THAT the aforesaid equity shares post allotment shall rank pari-passu in all respects with the existing equity shares of the Company and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and shall be allotted in the dematerialized form.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and Rules, the consent of the members be and is hereby granted to record the name of the said Allottee and maintain such record of private placement offer of equity shares in the format of Form PAS-5 under the Companies (Prospectus and Allotment of Securities) Rules, 2014.

RESOLVED FURTHER THAT the private placement offer cum application letter in the prescribed form PAS-4, under the Companies Act (Prospectus and allotment of Securities) Rules, 2014 as approved by the Board be issued to Hella Holding International Gmbh, to subscribe to the said equity shares on preferential basis, as per the terms and conditions as stated therein.

RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorized to engage depositories, registrars, bankers, and other consultants and advisors to the issue and to remunerate them by way of fees and/or other charges and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with such agencies, as may be required for the said purpose and as permitted by law.

RESOLVED FURTHER THAT the entire share subscription monies shall be received by the Company at the time of application into a separate designated account and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of above, all directors, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things, as it may at its discretion, deem necessary or desirable for such purpose and to settle any question, difficulties or doubts that may arise in this regard, including without limitation, finalization of terms and conditions of the aforesaid issue, finalization, approval and signing of the private placement offer letter in the prescribed Form PAS – 4, including any amendments or modifications thereto, authenticating the entries made in PAS 5 and entering into or execution of all such agreements/ arrangement(s)/ subscription agreement/ any other agreement(s) or document(s), as the Board may in its absolute discretion deem fit, authorizing any director(s) or any officer(s) of the Company, severally, to sign for and on behalf of the Company the agreement(s), arrangement(s), application(s), authority letter(s), or any other related paper(s)/ document(s), give any undertaking(s), affidavit(s), certification(s), declaration(s) as he or she may in his or her absolute discretion deem fit including the authority to amend or modify such document(s), making requisite filings with the Registrar of Companies, authorized dealer and Reserve Bank of India and any other government or regulatory body and also to certify a copy of this resolution and issue the same to all concerned parties.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in this resolution are hereby approved, ratified and confirmed in all respects.”

3. To consider and approve the appointment and terms and conditions of appointment (including remuneration) of Mr. Manoj Singh as Whole-time Director of the Company

To consider, and if thought fit, to pass, with or without modification, the following resolutions as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 198, 203 of the Companies Act, 2013, read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, 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) and other applicable legal provisions, Rules, Regulations, etc., if any, pursuant to the Companies Act, 2013, read with Articles 66 of the Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby granted/accorded to approve the appointment and terms and conditions of appointment (including remuneration) of Mr. Manoj Singh, DIN : 09839019 as “Whole-time Director” of the Company for a period of 3 (Three) years commencing from 1st January 2023 (liable to retire by rotation) on the following remuneration as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT that the below-mentioned salary/remuneration payable to Mr. Manoj Singh is inclusive of the salary/remuneration paid to him in the capacity of ‘**Head - Special Applications (SOE)**’.

Components of Salary/Remuneration	Salary/ Remuneration (Per Annum, payable on monthly basis) Effective Date of Appointment - 1st January 2023 [In Indian Rupees (INR)]
Basic	3864000
HRA	1932000
Children education Allowance	1200
Conveyance Allowance	19200
Special Allowance	1110920
Medical Reimbursement	15000
Total (A)	6942320
Periodic/Annual Payable allowances	
LTA	322000
Total (B)	322000
Social Security Benefits	
Provident Fund Employer Contribution	463680
NPS employer Contribution	0
Social Security Benefits Total (C)	463680
Gross CTC (A+B+C)	7728000
Hella International Bonus (Hypothetical)* (D)	1159200
Total (A+B+C+D)	8887200
Gratuity	As per Payment of Gratuity Act 1972
Other Perquisites / Company Benefits	1. Company Car – As per company car policy / Car Allowance of INR 26,400 per month 2. Fuel Allowance – 200 Litres per month

RESOLVED FURTHER THAT Mr. Manoj Singh's appointment (including remuneration) shall be subject to the general terms and conditions of appointment, as applicable for his grade, position etc. in the Company/as per global policy, as mentioned in his letter of appointment (including revision/amendment letters etc.) and as per terms and conditions of the Company's policy(s) as applicable from time to time and shall also be subject to the following terms and conditions:

i) Mr. Manoj Singh shall manage and attend to all his responsibilities as Whole-time Director of the Company, as per terms and conditions of his appointment and as per guidance, directions and superintendence of the Board of Directors from time to time.

ii) Mr. Manoj Singh shall act in accordance with the Memorandum & Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 with regard to duties, role and responsibilities of directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company and all actions taken by the Board or Committee(s) or authorized person duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time.

RESOLVED FURTHER THAT Mr. Ravi Chhabra – Additional Director and General Counsel & Head of Legal, Compliance & Audit, Mr. Manoj Singh – Whole-time Director , Mr. Venugopal Anandhan – Whole-time Director, Mr. Amit Bhardwaj, Chief Financial Officer and Ms. Aakritee Khanna, Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all acts, deeds, matters and things necessary and/or incidental in this regard, including filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana, including to issue certified true copy of the said resolution.”

4. To consider and approve the appointment and terms and conditions of appointment (including remuneration) of Mr. Venugopal Anandhan as Whole-time Director of the Company

To consider, and if thought fit, to pass, with or without modification, the following resolutions as **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152, 196, 197 198, 203 of the Companies Act, 2013, read with Schedule V of the act and the Companies (Appointment and Qualification of Directors) Rules, 2014, 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) and other applicable legal provisions, Rules, Regulations, etc., if any, pursuant to the Companies Act, 2013, read with Articles 66 of the Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, the consent of the members be and is hereby granted/accorded to approve the appointment and terms and conditions of appointment (including remuneration) of Mr. Venugopal Anandhan, DIN : 09839294 as “Whole-time Director” of the Company, for a period of 3 (Three) years commencing from 1st January 2023 (liable to retire by rotation) on the following remuneration as recommended by the Nomination & Remuneration Committee and approved by the Board of Directors of the Company.

RESOLVED FURTHER THAT that the below-mentioned salary/remuneration payable to Mr. Venugopal Anandhan is inclusive of the salary/remuneration paid to him in the capacity of ‘**Head – Independent Aftermarket (IAM)**’.

Components of Salary/Remuneration	Salary/ Remuneration (Per Annum, payable on monthly basis) Effective Date of Appointment - 1st January 2023 [In Indian Rupees (INR)]
Basic	2950842
HRA	1475421
Conveyance Allowance	19200
Special Allowance	841217
Medical Reimbursement	15000
Total (A)	5301679
Periodic/Annual Payable allowances	
LTA	245903
Annual Payable Total (B)	245903
Social Security Benefits	
Provident Fund Employer Contribution	354101
NPS employer Contribution	0
Social Security Benefits Total (C)	354101
Gross CTC (A+B+C)	5901683
Hella International Bonus (Hypothetical)* (D)	590168
Total (A+B+C+D)	6491851
Gratuity	As per Payment of Gratuity Act 1972
Other Perquisites / Company Benefits	1. Company Car – As per company car policy / Car Allowance of INR 26,400 per month 2. Fuel Allowance – 170 Litres per month

RESOLVED FURTHER THAT Mr. Venugopal Anandhan appointment (including remuneration) shall be subject to the general terms and conditions of appointment, as applicable for his grade, position etc. in the Company/as per global policy, as mentioned in his letter of appointment (including revision/amendment letters etc.) and as per terms and conditions of the Company's policy(s) as applicable from time to time and shall also be subject to the following terms and conditions:

- i) Mr. Venugopal Anandhan shall manage and attend to all his responsibilities as Whole-time Director of the Company, as per terms and conditions of his appointment and as per guidance, directions and superintendence of the Board of Directors from time to time.
- ii) Mr. Venugopal Anandhan shall act in accordance with the Memorandum & Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 with regard to duties, role and responsibilities of directors.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company and all actions taken by the Board or Committee(s) or authorized person duly constituted for this purpose in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board of Directors (including its Nomination and Remuneration Committee thereof) be and is hereby authorized to modify the terms and conditions of appointment / remuneration or the scale or any other perquisites payable within the limit permitted as they may deem fit and proper from time to time.

RESOLVED FURTHER THAT Mr. Ravi Chhabra – Additional Director and General Counsel & Head of Legal, Compliance & Audit, Mr. Manoj Singh – Whole-time Director , Mr. Venugopal Anandhan – Whole-time Director, Mr. Amit Bhardwaj, Chief Financial Officer and Ms. Aakritee Khanna, Company Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all acts, deeds, matters and things necessary and/or incidental in this regard, including filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana, including to issue certified true copy of the said resolution.”

5. To consider and approve the appointment of Mr. Ravi Chhabra as Director (Non-Executive) of the Company

To consider, and if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions and rules, if any, of the Companies Act, 2013 & Rules/Regulations under the said Act, 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), read with the Articles of the Association of the Company, Mr. Ravi Chhabra, (DIN : 01383397), who was appointed as an Additional Director of the Company with effect from 1st January 2023 and who holds office till the date of the forthcoming/ensuing Annual General Meeting, in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as Director (Non-Executive) of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Directors' Remuneration/Salary (including Sitting Fees) shall not be payable to Mr. Ravi Chhabra, as he is in executive employment of Group/Associate Company, Hella India Automotive Private Limited and is providing services to the Company as well, in his capacity as General Counsel & Head of Legal, Compliance & Audit and is drawing salary/remuneration in that capacity.

RESOLVED FURTHER THAT Mr. Ravi Chhabra – Additional Director and General Counsel & Head of Legal, Compliance & Audit, Mr. Manoj Singh – Whole-time Director , Mr. Venugopal Anandhan – Whole-time Director, Mr. Amit Bhardwaj, Chief Financial Officer and Ms. Aakritee Khanna, Company

Secretary of the Company, be and are hereby severally authorized to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all acts, deeds, matters and things necessary and/or incidental in this regard, including filing of necessary E-form(s) with the Registrar of Companies, NCT of Delhi and Haryana, including to issue certified true copy of the said resolution.”

By Order of the Board of Directors
HELLA India Lighting Limited

Place: Gurugram
Dated: 24 May, 2023

Sd/-
Aakritee Khanna
Company Secretary
Membership No : A48297
H.No. 392/9, Subhash Nagar,
Gurugram, Haryana

Registered Office:

K-61B, LGF, Kalkaji, New Delhi – 110019.
T: (+91) 124 4658600
CIN: U74899DL1959PLC003126
Website: www.hella.com

Note(s):

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the meeting, is annexed herewith and forms part of this Notice.
2. In view of the COVID-19 pandemic, Ministry of Corporate Affairs has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as “MCA Circulars”) has permitted holding of the Extra Ordinary General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without physical presence of the Members at a common venue.
3. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circular, the Extra Ordinary General Meeting of the Company is being conducted through VC/OAVM (hereinafter referred to as “e-EGM”). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/ Clarification note dated April 15, 2020 issued by ICSI, the proceedings of the EGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the e-EGM.
4. In terms of the MCA circulars, since the physical attendance of members has been dispensed with, the facility of appointment of proxies by Members will not be available. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In accordance with the prescribed circulars of MCA, The Notice of the e-EGM shall also be made available at the website of the Company, i.e. www.hella.co.in. Members attending the EGM through VC/OAVM shall be counted for the purpose of quorum, pursuant to the provisions of Section 103 of the Companies Act, 2013.
6. The Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 and All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days except Sundays and Holidays during office hours up to the date of the Extra Ordinary General Meeting.
7. Members are requested to send request for change in their addresses, if any, directly to the Registrar & Share Transfer Agent viz. Link Intime India Private Limited (formerly Intime Spectrum

Registry Limited), Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 or at their e-mail id: shamwant.kushwah@linkintime.co.in.

8. As the EGM is being conducted through VC, for the smooth conduct of proceedings of the e-EGM, members are encouraged to express their views/send their queries or any other matter concerning the Company in advance on the email id: shamwant.kushwah@linkintime.co.in, from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card. Questions that will be received by the Company by Friday, 23rd June 2023 upto 5:00 p.m. (Time) IST shall only be considered and responded during the e-EGM.
9. Members who would like to express their views or ask questions during the e-EGM may register themselves as a speaker by sending a request in advance on the email id shamwant.kushwah@linkintime.co.in, from their registered email address mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card by Friday, 23rd June 2023 upto 5:00 p.m. (Time) IST. Please note that only those shareholders who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the meeting.
10. The Company reserves the right to restrict the number of questions/queries/clarifications to be addressed at the e-EGM and restrict the number of speakers, as appropriate, for smooth conduct of the e-EGM.

PROCEDURE FOR JOINING THE E-EGM THROUGH VIDEO CONFERENCING:

1. Pursuant to Section 108 of Companies Act 2013 read with The Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote e-voting (Electronic Voting) facility to its members to cast their votes electronically on all resolution set forth in this Notice convening the Extra Ordinary General Meeting of the members of the company, to be held on Tuesday, June 27, 2023, at 3.00 P.M.
2. The Company has engaged the services of Link Intime India Private Limited as the authorised agency to provide the Remote e-voting facilities. The Remote e-voting facility will be available during the following voting period:

Commencement of Remote E-voting	of	End of Remote E-voting
From 9:00 A.M. on 24th June 2023		Upto 5:00 P.M. on 26th June 2023

3. The members, who would like to avail e-voting facility, would follow below instructions: -
4. The instructions for shareholders voting electronically are as under:
 - a) The voting period begins on 24th June 2023 at 9:00 AM and ends on 26th June 2023 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd June, 2023, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL
 1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-

Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.

2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
 3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
 3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

A. User ID:

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable).

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

Shareholders holding shares in **physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

Shareholders holding shares in **NSDL form, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Individual Shareholders holding securities in Physical mode has forgotten the password:

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on ‘**Login**’ under ‘**SHARE HOLDER**’ tab and further Click ‘**forgot password?**’
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

Other Instructions

The Remote e-voting period commences on 24th June, 2023 at 9.00 A.M. and ends on 26th June, 2023 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date which is 22nd June 2023, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date being Thursday, 22nd June, 2023.

CS Priyanka Goel, Partner, M/s J. K. Gupta & Associates, Practicing Company Secretaries (email: cs@jkgupta.com & jitesh@jkgupta.com), (Membership No. A34403) has been appointed as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.

The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.

The results shall be declared on or after the Extra Ordinary General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website at www.hella.co.in and on the website of CDSL within three days of conclusion of the meeting.

The notice of the meeting shall also be available on the website of the Company at www.hella.co.in.

Process and manner for attending the Extra Ordinary General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the "Company" and 'Event Date' and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

▶ Click "Go to Meeting" (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

Instructions for Shareholders/ Members to Speak during the Extra Ordinary General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id i.e. shamwant.kushwah@linkintime.co.in for the Extra Ordinary general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.

3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-bot during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Extra Ordinary General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Extra Ordinary General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Extra Ordinary General Meeting will be eligible to attend/ participate in the Extra Ordinary General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

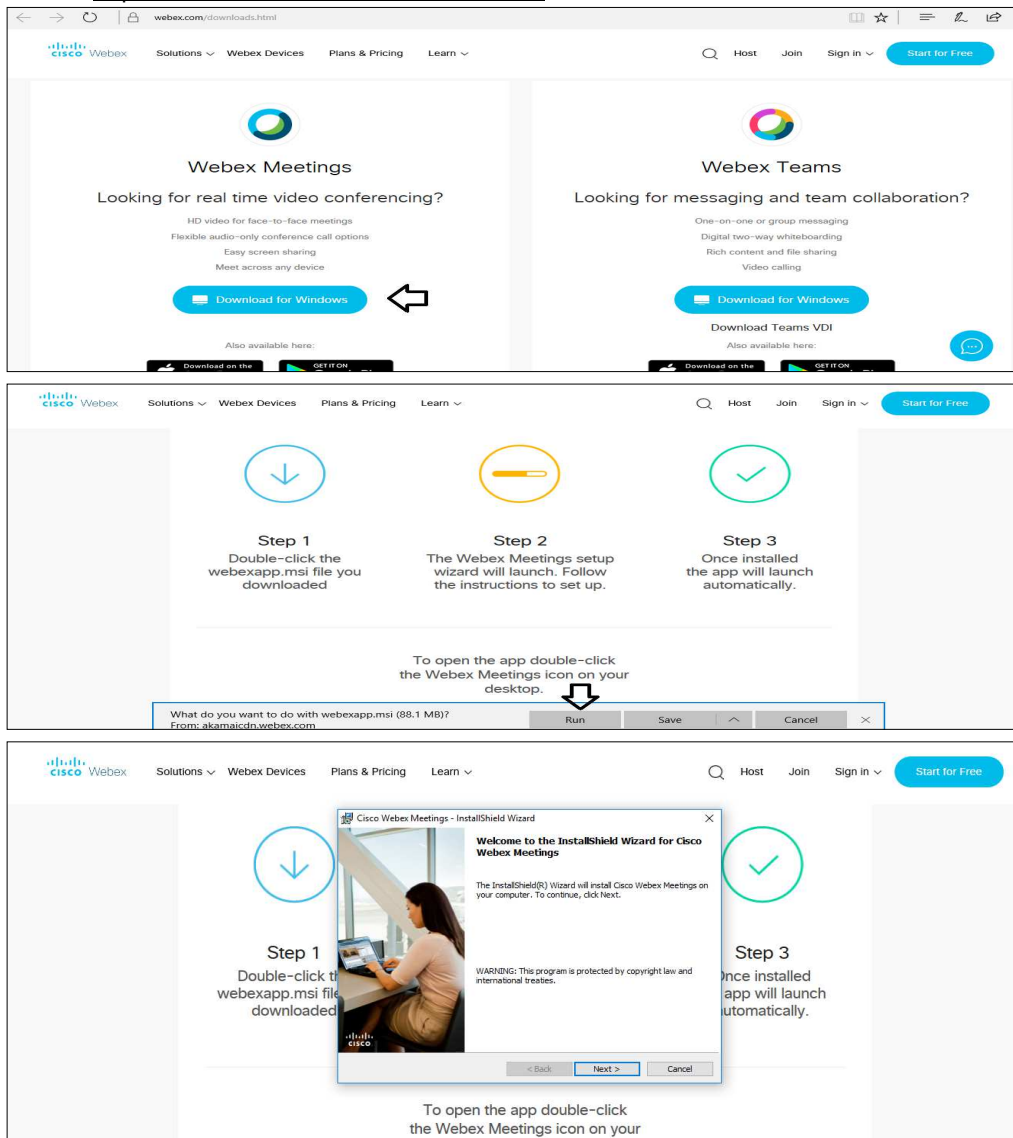
InstaMeet Support Desk
Link Intime India Private Limited

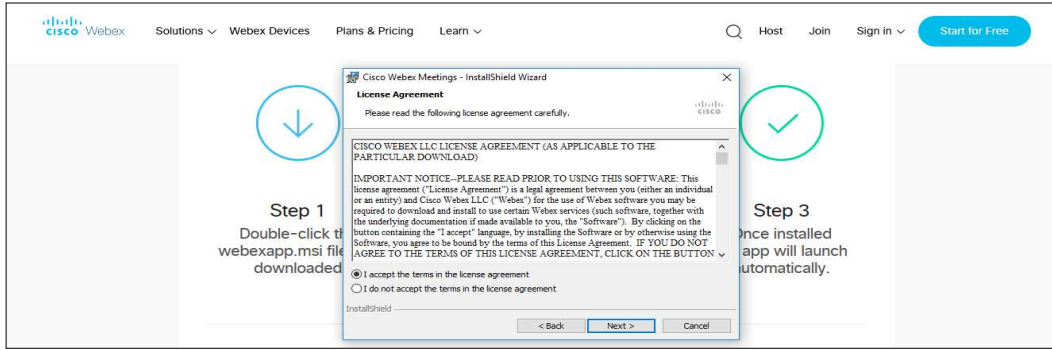
Annexure

Guidelines to attend the EGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET

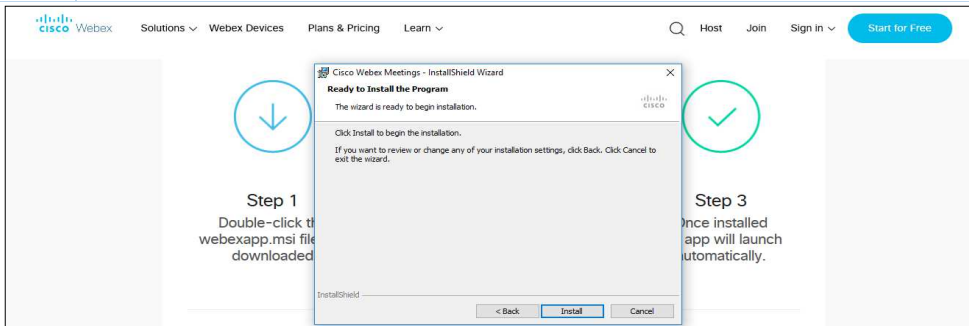
For a smooth experience of viewing the EGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>



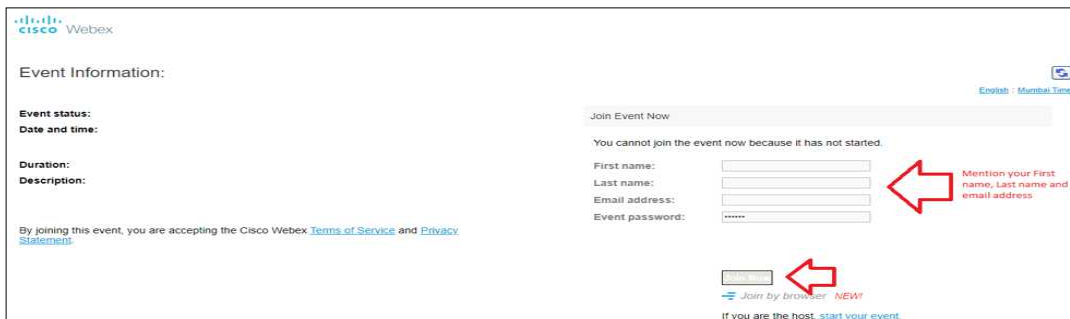


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> . Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:



By Order of the Board of Directors
HELLA India Lighting Limited

Place: Gurugram

Dated: 24 May, 2023

Sd/-
Aakritee Khanna

Company Secretary

Membership No : A48297
6th Floor, Plot No 184, Platinum Tower,
Udyog Vihar, Phase -1, Gurugram,
Haryana - 122016

Registered Office:

K-61B, LGF, Kalkaji, New Delhi – 110019.

T (+91) 124 4658600

CIN U74899DL1959PLC003126

www.hella.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013

As required by section 102 of the Companies Act, 2013, the following statement sets out all material facts relating to the Special Business mentioned under Item No. 1 & 2 of the accompanying Notice:

Item No. 1

In order to facilitate the infusion of funds for buy-out of the minority/ public/ non-promoter shareholders/members of the Company, leading to reduction of the Company's equity share capital and other general corporate purposes of the Company, if there are any surplus proceeds., the Company proposes to issue and allot equity shares on preferential basis to Hella Holding International GmbH, member & the immediate holding company, (as detailed in the item No.2) and in this regard it would be necessary to increase the existing Authorised Share Capital and consequently amend the existing Capital Clause i.e. Clause V of the Memorandum of Association of the Company, in accordance with the applicable provisions of the Companies Act, 2013 and the Articles of Association of the Company.

Accordingly, it is proposed to increase the Authorised Share Capital from the existing Rs. 25,00,00,000 (Rupees Twenty-five Crore only divided into 35,00,000 (Thirty-Five Lakh) Equity Shares of 10/- (Rupee Ten) each and 21,50,000 (Twenty-One Lakh Fifty Thousand) Non-Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each to:

25,50,00,000/- (Rupees Twenty Five Crore Fifty Lakh only) divided into 40,00,000 (Forty Lakh) Equity Shares of 10/- (Rupee Ten) each and 21,50,000 (Twenty-One Lakh Fifty Thousand) Non-Cumulative Preference Shares of Rs. 100/- (Rupees Hundred) each

Consequent upon the increase of the Authorised Share Capital, the existing Clause V of the Memorandum of Association of the Company would be altered in following manner:

'V. The Authorised Share Capital of the Company is ₹25,50,00,000 (Indian Rupees Twenty Five Crore Fifty Lakh only) divided into 40,00,000 (Forty Lakh) Equity Shares of ₹10/- (Indian Rupee Ten) each and 21,50,000 (Twenty-One Lakh fifty thousand) Non-Cumulative Preference Shares of ₹100/- (Indian Rupees Hundred) each.

The Company shall have the power to increase or reduce the Share Capital of the Company and to divide or consolidate or cancel the shares in its capital for the time being into several classes of shares, rights, preferential, qualified or special privileges and conditions in such manner as may, from the time be provided for in the Articles of Association of the Company.'

Pursuant to the provisions of Section 13 of the Companies Act, 2013, any amendment of the Memorandum of Association of a Company requires the approval of the shareholders of the Company by way of Ordinary resolution.

Copy of the proposed Memorandum of Association is available on the website of the Company at www.hella.co.in and is also available for inspection by the Members at the registered office/corporate office of the Company on any working day between 9:00 A.M to 26th June 2023, 5:00 P.M, till the date of EGM.

The Board recommends the Resolution as set out under business item no. 1 in the notice of this meeting for the approval of the Members, as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 2

In order to infuse share capital to buy-out the minority/ public/ non-promoter shareholders/members of the Company, leading to reduction of the Company's equity share capital and other general corporate purposes of the Company, if there are any surplus proceeds, it is proposed to issue and offer 5,52,313 (Five Lakhs Fifty-Two Thousand Three Hundred and Thirteen only) fully paid-up equity shares of ₹ 10/-

(Indian Rupees Ten only) each and at a premium of ₹ 976/- (Indian Rupees Nine hundred and seventy-six only), i.e. at a total price of ₹ 986/- (Indian Rupees Nine hundred and eighty-six only) on preferential basis through private placement to Hella Holding International GmbH, member and holding company of the Company, aggregating ₹54,45,80,618 (Indian Rupees Fifty Four Crore Forty Five Lakh Eighty thousand Six Hundred Eighteen only) in cash.

Further details of the proposed offer are disclosed below. The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 42 and 62 of the Companies Act, 2013 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debenture) Rules, 2014:

a. Particulars of the offer including date of passing of Board resolution, and the class or classes of persons to whom the allotment is proposed to be made, kind of Securities offered, maximum number of Securities to be issued and the Issue Price and the price or price band at/within which the allotment is proposed:

The Board of Directors of the Company, at their Meeting held on 24th May 2023, has subject to the approval of the Members of the Company ('Members') and such other approvals as may be required, approved the issue of following securities to Hella Holding International GmbH (member & immediate holding company) being part of the Promoter Group, on a Preferential Basis, for cash consideration ('Preferential Allotment') - 5,52,313 (Five Lakhs Fifty Two Thousand Three Hundred and Thirteen) fully paid up equity shares of the face/par value of Rs. 10/- (Indian Rupees Ten only) each at a premium of ₹ 976/- (Indian Rupees Nine hundred and seventy-six only), i.e. at a total price of ₹ 986/- (Indian Rupees Nine hundred and eighty-six only), aggregating ₹54,45,80,618 (Indian Rupees Fifty Four Crore Forty Five Lakh Eighty thousand Six Hundred Eighteen only) in cash.

The Equity Share Price shall be payable at the time of subscription and allotment of each Equity Share. The Equity Shares, if any, allotted in the Offer shall rank pari passu in all respects with the existing equity shares of the Company.

b. Objects of the Preferential Allotment:

The equity shares of the Company were delisted in the year 2015 after providing a fair exit price to the shareholders. Currently, no market is (nor has been) available to the public shareholders to buy and sell the shares held by them in the Company. The value of the shares by the public shareholders in the Company is effectively locked as the public shareholders do not have any avenue to monetize their shareholding or an opportunity to exit the Company.

In the view of the same, the Company is contemplating to take an investor friendly step to provide liquidity and exit route to public shareholders in a fair and transparent manner through selective capital reduction as permissible under applicable laws. The proceeds of the issue will be utilized to fund the aforesaid buy-out of the minority/ public/ non-promoter shareholders/members of the Company, leading to reduction of the Company's equity share capital and other general corporate purposes of the Company, if there are any surplus proceeds.

c. Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

Price arrived as per valuation done by Registered Valuer, Valuation report dated 23rd May, 2023 issued by the Registered Valuer, Mr. Harsh Chandrakant Ruparelia (IBBI Registration No. IBBI/RV/05/2019/11106).

d. Name and Address of valuer who performed valuation:

The valuation of the Equity Shares has been carried out by Mr. Harsh Chandrakant Ruparelia, Registered Valuer, [(IBBI Registration No. IBBI/RV/05/2019/11106)] having its office at B/702, Jyoti Tower, Kandivali Jyoti Park CHS Ltd, Opp. Anand Ashram, S.V.Road, Kandivali (West), Mumbai-400067. The valuation report is dated 23rd May, 2023.

e. Amount which the company intends to raise by way of such securities:

Amount which the Company intends to raise by way of allotment of aforesaid equity shares is ₹54,45,80,618 (Indian Rupees Fifty Four Crore Forty Five Lakh Eighty thousand Six Hundred Eighteen only), by issue of 5,52,313 (Five Lakhs Fifty Two Thousand Three Hundred and Thirteen) fully paid up equity shares of Rs 10/- (Indian Rupees Ten only) each, at a premium of. ₹ 976/- (Indian Rupees Nine hundred and seventy-six only), i.e. at a total price of ₹ 986/- (Indian Rupees Nine hundred and eighty-six only) per equity share.

Relevant date with reference to which the price has been arrived at: On the basis of Valuation Report dated 23rd May 2023 issued by Registered Valuer, Mr. Harsh Chandrakant Ruparelia, Registered Valuer, [(IBBI Registration No. IBBI/RV/05/2019/11106)]

f. the proposed time within which the allotment shall be completed: Within 60 days of receipt of the share application amount from Hella Holding International GmbH, the proposed allottee.

g. the change in control, if any, in the company that would occur consequent to the preferential offer; NOT APPLICABLE [No change in control shall occur on account of the said allotment].

h. The pre issue and post issue shareholding pattern of the Company –

Sr. No	Category	Pre-issue		Post-issue	
		No of shares held	% of share holding	No of shares held	% of share holding
A	Promotor's Holding				
1	Indian	0	0		0
	Individual	0	0		0
	Bodies Corporate	1001687	31.59	1001687	26.90
	Sub-total	1001687	31.58	1001687	26.90
2	Foreign Promotors	1617400	51.00	2169713	58.27
	Sub-total(A)	2619087	82.58	3171400	85.17
B	Non-promotors' holding				
1	Institutional investors	100	0.00	100	0
2	Non-institution	0	0	0	
	Private Corporate bodies	46409	1.47	46409	1.25
	Directors and relatives	0	0	0	0
	Indian Public	458445	14.46	458445	12.31
	Others(including NRIs)	47359	1.49	47359	1.27
	Sub-total(B)	552313	17.42	552313	14.83
	Grand Total	3171400	100	3723713	100

i. Principle terms of assets charged as securities: Not applicable

j. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price: Nil

- k. Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; the class or classes of persons to whom the allotment is proposed to be made; intention of promoters, directors or key managerial personnel to subscribe to the offer and the percentage of post preferential offer capital that may be held by them:**

The Equity Shares shall be offered to Hella Holding International Gmbh, member & the holding company being a part of the promoter group. Hella Holding International Gmbh has indicated its intention to subscribe to the Equity Shares to be issued pursuant to the said offer of shares by the Company on preferential basis.

The allotment of the Equity Shares shall be completed within 60 days of receipt of the share application amount from Hella Holding International Gmbh, the proposed allottee.

None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Equity Shares proposed to be issued on preferential basis, nor do they hold any equity shares as on date.

The following are the name of the proposed allottee and the percentage of post preferential offer capital that may be held by them:

Proposed allottees	Pre Issue Shareholding (Percentage)	Post Issue Shareholding (Percentage)
Hella Holding International Gmbh	1617400 [51%]	2169713 [58.27%]

The Board recommends the resolution for approval by the Members. None of the Directors, Manager, Key Managerial Personnel & their relatives are concerned or interested, financial or otherwise, in this resolution.

Item No. 3

At its meeting held on 07th December, 2022, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed Mr. Manoj Singh (DIN: 09839019) as Whole Time Director of the Company, for a period of period of 3 (three) years with effect from 1st January, 2023, subject to approval of the Members of the Company.

Mr. Manoj Singh possesses the following educational & professional qualifications:

- *Diploma Mechanical Engineering 1996*
- *Mechanical Engineering IME 2005*
- *MBA in Operations & Leadership Management 2021*
- *Certified Six sigma black belt , VDA 6.3 Certified Auditor.*

Mr. Manoj Singh has been associated with the Company since 2008 and has served the Company in various capacities, including Head Quality, Head Quality & Design Development, Head Operations etc. Since 1st January 2022, he was working in the capacity of 'Head - Special Applications (SOE)'. Besides in-depth knowledge about the Company, he has strong technical, analytical and leadership skills and expertise for leading the Special Applications (SOE) Business of the Company and his appointment would thus be extremely beneficial for the Company, also given the paucity of experienced and skilled personnel at his level.

The remuneration proposed for Mr. Manoj Singh is commensurate with the industry and size of the Company. Other than the said remuneration/salary, Mr. Manoj Singh has no pecuniary relationship directly or indirectly with the Company.

Mr. Manoj has granted his consent for his appointment as a whole-time director. Further, as per

confirmation received from him, he is not disqualified from being appointed or re-appointed as a Director of the Company, in terms of Section 164 of the Companies Act, 2013.

The terms and conditions of his appointment are set out herein below:

1. TENURE OF APPOINTMENT:

For a period of 3 (three) years, with effect from 1st January 2023.

2. DUTIES AND RESPONSIBILITIES:

Mr. Manoj Singh, in his capacity as 'Whole Time Director' of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company and as stated in the Companies Act, 2013.

3. REMUNERATION: The Salary/Remuneration payable to Mr. Manoj Singh is as below, which is inclusive of the salary/remuneration paid to him in the capacity of '**Head - Special Applications (SOE)**'.

Components of Salary/Remuneration	Salary/ Remuneration (Per Annum, payable on monthly basis) Effective Date of Appointment, i.e. 1st January 2023 [In Indian Rupees (INR)]
Basic	3864000
HRA	1932000
Children education Allowance	1200
Conveyance Allowance	19200
Special Allowance	1110920
Medical Reimbursement	15000
Total (A)	6942320
Periodic/Annual Payable allowances	
LTA	322000
Total (B)	322000
Social Security Benefits	
Provident Fund Employer Contribution	463680
NPS employer Contribution	0
Social Security Benefits Total (C)	463680
Gross CTC (A+B+C)	7728000

Hella International Bonus (Hypothetical)* (D)	1159200
Total (A+B+C+D)	8887200
Gratuity	As per Payment of Gratuity Act 1972
Other Perquisites / Company Benefits	3. Company Car – As per company car policy / Car Allowance of INR 26,400 per month 4. Fuel Allowance – 200 Litres per month

4. OTHER TERMS OF APPOINTMENT:

- (a) Mr. Manoj Singh shall manage and attend to all his responsibilities as Whole-time Director of the Company, as per terms and conditions of his appointment and as per guidance, directions and superintendence of the Board of Directors from time to time.
- (b) Mr. Manoj Singh shall act in accordance with the Memorandum & Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013, with regard to duties, role and responsibilities of directors.
- (c) Mr. Manoj Singh's tenure will be liable to retire by rotation.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Manoj Singh, as a Whole Time Director of the Company, is commensurate with his duties and responsibilities.

The Board considers that his association as Whole time Director will be beneficial to and in the interest of the Company.

Further, Information pursuant to the Secretarial Standard (SS-2) on General Meeting with regard to Mr. Manoj Singh's approval of appointment (including approval of his terms of appointment and remuneration), in the said Extra Ordinary General Meeting and the Disclosures as prescribed in Schedule – V of Companies Act, 2013 have been stated below after the Explanatory Statement of Item No. 5, by the heading 'ANNEXURE'.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Manoj Singh, who is an appointee is/are concerned or interested, financially or otherwise in the resolution set out at item No.3.

Considering Mr. Manoj's in-depth knowledge about the Company, his strong technical and analytical skills and expertise for leading the Special Applications (SOE) Business of the Company and his long association with the Company, the Board is of the opinion that the appointment of Mr. Manoj Singh on the Board will be in the interest of the Company and recommends the resolution set forth in Item No. 3 for the approval of Members as a **Special Resolution**.

Item No. 4

At its meeting held on 07th December, 2022, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee appointed Mr. Venugopal Anandhan (DIN: 09839294) as Whole Time Director of the Company, for a period of period of 3 (three) years with effect from 1st January, 2023, subject to approval of the Members of the Company.

Mr. Venugopal Anandhan possesses the following educational & professional qualifications:

- *Diploma In Mechanical Engineering during the year 1999 with a distinction of “First Class with Honors”*
- *Completed certification Program in Post Graduate Program in Management through IMT, Ghaziabad*

Mr. Venugopal Anandhan has been associated with the Company since 2012 and has served the Company in various capacities/departments, including Sales, Marketing, Product Management. He also headed the “LEAD TEAM” of the Company. His immediate previous association with the Company was in the capacity of ‘General Manager – Independent Aftermarket’. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Independent Aftermarket (IAM) Business of the Company and his appointment would be beneficial for the Company, given the paucity of experienced and skilled personnel at his level.

Mr. Venugopal has granted his consent for his appointment as a whole-time director. Further, as per confirmation received from him, he is not disqualified from being appointed or re-appointed as a Director, in terms of Section 164 of the Companies Act, 2013.

The remuneration proposed for Mr. Venugopal Anandhan is commensurate with the industry and size of the Company. Mr. Venugopal Anandhan has no pecuniary relationship directly or indirectly with the Company.

The terms and conditions of his appointment are set out herein below:

1. TENURE OF APPOINTMENT:

For a period of 3 (three) years with effect from 1st January 2023.

2. DUTIES AND RESPONSIBILITIES:

Mr. Venugopal Anandhan, in his capacity as ‘Whole Time Director’ of the Company shall, subject to the provisions of the Companies Act, 2013, and overall superintendence and control of the Board of Directors of the Company, shall perform such duties and exercise such powers, as have been or may, from time to time, be entrusted to, or conferred on him, by the Board of Directors of the Company and as stated in the Companies Act, 2013.

3. REMUNERATION: The Salary/Remuneration payable to Mr. Venugopal Anandhan is as below, which is inclusive of the salary/remuneration paid to him in the capacity of ‘**Head – Independent Aftermarket (IAM)**’.

Components of Salary/Remuneration	Salary/ Remuneration (Per Annum, payable on monthly basis) Effective Date of Appointment, i.e. 1st January 2023 [In Indian Rupees (INR)]
Basic	2950842
HRA	1475421
Conveyance Allowance	19200
Special Allowance	841217
Medical Reimbursement	15000
Total (A)	5301679
Periodic/Annual Payable allowances	

LTA	245903
Annual Payable Total (B)	245903
Social Security Benefits	
Provident Fund Employer Contribution	354101
NPS employer Contribution	0
Social Security Benefits Total (C)	354101
Gross CTC (A+B+C)	5901683
Hella International Bonus (Hypothetical)* (D)	590168
Total (A+B+C+D)	6491851
Gratuity	As per Payment of Gratuity Act 1972
Other Perquisites / Company Benefits	1. Company Car – As per company car policy / Car Allowance of INR 26,400 per month 2. Fuel Allowance – 170 Litres per month

4. OTHER TERMS OF APPOINTMENT:

- a) Mr. Venugopal Anandhan shall manage and attend to all his responsibilities as Whole-time Director of the Company, as per terms and conditions of his appointment and as per guidance, directions and superintendence of the Board of Directors from time to time.
- b) Mr. Venugopal Anandhan shall act in accordance with the Memorandum & Articles of Association of the Company and shall abide by the provisions contained in the Companies Act, 2013 with regard to duties, role and responsibilities of directors.
- c) Mr. Venugopal Anandhan tenure will be liable to retire by rotation.

The Company has not defaulted in payment of dues to any bank or public financial institution or non-convertible debenture holders or other secured creditors.

The Board of Directors is of the opinion that the above remuneration being paid / payable to Mr. Venugopal Anandhan, as a Whole Time Director of the Company, is commensurate with his duties and responsibilities.

The Board considers that his association as Whole time Director will be beneficial to and in the interest of the Company.

Further, Information pursuant to the Secretarial Standard (SS-2) on General Meeting with regard to Mr. Venugopal Anandhan's approval of appointment (including approval of his terms of appointment and remuneration), in the said Extra Ordinary General Meeting and the Disclosures as prescribed in Schedule – V of Companies Act, 2013 have been stated below after the Explanatory Statement of Item No. 5, by the heading 'ANNEXURE'.

None of the Directors or Key Managerial Personnel of the Company or their relatives except

Mr. Venugopal Anandhan, who is an appointee is/are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Considering Mr. Venugopal's in-depth knowledge about the Company, his strong technical and analytical skills and expertise for leading the IAM Business of the Company and his long association with the Company, the Board is of the opinion that continuation of Mr. Venugopal on the Board will be in the interest of the Company and recommends the resolution set forth in Item No. 4 for the approval of Members as a **Special Resolution**.

Item No. 5

Pursuant to the provisions of Section 161 of the Companies Act, along with applicable/relevant rules, Mr. Ravi Chhabra was appointed as an Additional Director w.e.f. 1st January 2023 by the Board of Directors of the Company upon recommendation of the Nomination and Remuneration Committee of the Company and Mr. Ravi Chhabra holds the office as Additional Director, upto the conclusion of the ensuing/forthcoming Annual General Meeting.

Mr. Ravi Chhabra has an overall work experience of 23 years in the field of Legal, Compliance and Secretarial. He has worked with various industries including Automobiles, Food/FMCG, Information Technology and also as a Practising Company Secretary & Advocate. Mr. Ravi Chhabra has been associated with HELLA India since June, 2021, acting as its "General Counsel & Head of Legal, Compliance & Audit" for HELLA India group companies, including Hella India Lighting Limited. Accordingly, your Board of Directors considers that it would be in the interest of the Company to appoint him as Director (Non-Executive) of the Company.

Further, Information pursuant to the Secretarial Standard (SS-2) on General Meeting with regard to Mr. Ravi Chhabra's approval of appointment, in the said Extra Ordinary General Meeting and the Disclosures as prescribed in Schedule – V of Companies Act, 2013 have been stated below after the Explanatory Statement of Item No. 5, by the heading 'ANNEXURE'.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Ravi Chhabra, who is an appointee is/are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolution as set out under business item no. 5 in the notice of this meeting for approval of the Members by means of an **Ordinary Resolution**.

ANNEXURE – To Item No. 3, 4 & 5

Information pursuant to the Secretarial Standard (SS-2) on General Meeting with regard to the Directors seeking appointment / approval of their appointment (including approval of their terms of appointment and remuneration) in the said Extra Ordinary General Meeting and the Disclosures as prescribed in Schedule – V of Companies Act, 2013 are as follows:

Name of the Director	Mr. Manoj Singh	Mr. Venugopal Anandhan	Mr. Ravi Chhabra
Age	01/03/1977 [46 Years]	24/03/1980 [43 Years]	06/02/1978 [45 Years]
DIN	09839019	09839294	01383397
Qualification	<ul style="list-style-type: none"> • Diploma Mechanical Engineering 1996 • Mechanical Engineering IME 2005 • MBA in Operations & Leadership Management 2021 • Certified Six sigma black belt, VDA 6.3 Certified Auditor 	<ul style="list-style-type: none"> • PGPM in Sales & Digital Marketing from IMT • Diploma in Mechanical Engineering from MAVMM Madurai 	<ul style="list-style-type: none"> • Bachelor of Laws from Delhi University • Company Secretary from Institute of Company Secretaries of India • Commerce and Law Graduate from Delhi University • PG Diploma in IPR • PG Diploma in Cyber Laws
Experience/ Expertise in specific functional areas	<ul style="list-style-type: none"> • Hella India Lighting Limited as Vice President SOE India • Sandhar Auto Component as Deputy Manager Quality • Dynamic Industries Ltd. as Sr Engineer Quality • Supreme Industries Ltd. as Engineer Quality <p>Expertise in Special Functional Area: In the domain of Quality, Design and development, Operations.</p>	<ul style="list-style-type: none"> • Hella India Lighting Ltd. as General Manager, IAM Business, India • Rane [Madras] Limited as Regional Manager, South, India • Tata Toyo Radiators Ltd as Assistant Manager, South, India • Gulf Oil Corporation Ltd as Business Officer • Banco Products India Ltd. as Business Officer • Sundaram Industries Ltd. as Sales Officer <p>Expertise in Special Functional Area: In the area of Sales Ownership, Marketing,</p>	<p>Mr. Ravi Chhabra is a qualified commerce and law graduate, Company Secretary, holding Diploma in Cyber Laws and IPR. He has 22 years of work experience in the field of Legal, Compliance, and Secretarial. He has worked with various industries including Automobiles, Food/FMCG, Information Technology and also as a Practising Company Secretary & Advocate. Mr. Ravi Chhabra has been associated with HELLA India since June, 2021, acting as its "General Counsel</p>

		Product Management of Automotive Aftermarket Industries,	& Head of Legal, Compliance & Audit” for HELLA India group companies, including Hella India Lighting Limited
Date of first appointment in the Board	1 st January 2023	1 st January 2023	1 st January 2023
Number of Equity shares held in the Company	Nil	Nil	Nil
Terms and conditions of appointment	Appointed as Whole Time Director, liable to retire by rotation at remuneration and other terms as mentioned in the resolution no. 3 and statement annexed to this notice.	Appointed as Whole Time Director, liable to retire by rotation at remuneration and other terms as mentioned in the resolution no. 4 and statement annexed to this notice.	Appointed as Director (Non-Executive), liable to retire by rotation
Remuneration to be paid or proposed	As per the resolution at item no. 3 of the notice read with explanatory statement thereto.	As per the resolution at item no. 4 of the notice read with explanatory statement thereto.	NOT APPLICABLE (N.A)
Recognition or awards	Mr. Manoj Singh's contribution has been instrumental for the Company winning several awards from time to time, over the years.	Mr. Venugopal Anandhan's contribution has been instrumental for the Company winning several awards from time to time, over the years.	Nil
Job Profile and his suitability	Mr. Manoj Singh has been associated with the Company since 2008 and has served the Company in various capacities, including Head Quality, Head Quality & Design Development, Head Operations etc. Since 1 st January 2022, he was working in the capacity of 'Head - Special Applications (SOE)'. Besides in-depth knowledge about the Company, he has strong technical, analytical and leadership skills and expertise for leading the Special Applications (SOE) Business of the Company and his	Mr. Venugopal Anandhan has been associated with the Company since 2012 and has served the Company in various capacities/departments, including Sales, Marketing, Product Management. He also headed the “LEAD TEAM” of the Company. His immediate previous association with the Company was in the capacity of 'General Manager – Independent Aftermarket'. Besides in-depth knowledge about the Company, he has strong technical and analytical skills and expertise for leading the Independent Aftermarket (IAM)'	Mr. Ravi Chhabra has an overall work experience of 23 years in the field of Legal, Compliance, and Secretarial. He has worked with various industries including Automobiles, Food/FMCG, Information Technology and also as a Practising Company Secretary & Advocate. Mr. Ravi Chhabra has been associated with HELLA India since June, 2021, acting as its “General Counsel & Head of Legal, Compliance & Audit” for HELLA India group companies, including Hella India

	appointment would thus be extremely beneficial for the Company, also given the paucity of experienced and skilled personnel at his level. Owing to his diverse practical work experience and knowledge, he is fully suitable to the said job profile and is expected to effectively contribute to the functioning of the Board of Directors of the Company.	Business of the Company and his appointment would be beneficial for the Company, given the paucity of experienced and skilled personnel at his level. Owing to his diverse practical work experience and knowledge, he is fully suitable to the said job profile and is expected to effectively contribute to the functioning of the Board of Directors of the Company.	Lighting Limited. Owing to his diverse practical work experience and knowledge and qualifications, he is fully suitable to the said job profile and is expected to effectively contribute to the functioning of the Board of Directors of the Company.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Remuneration being given is at par and fully commensurate with industry, size of the Company and profile of the position and person	Remuneration being given is at par and fully commensurate with industry, size of the Company and profile of the position and person	N.A
Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any	Whole Time Director. drawing remuneration. Not related to any managerial personnel of the Company.	Whole Time Director. drawing remuneration. Not related to any managerial personnel of the Company.	N.A.
Date of Appointment & term of Appointment	1 st January 2023 - Appointed as a Whole Time Director for a term of 3 (three) consecutive years, as per terms and conditions mentioned in Item No. 3 of this Notice, read with explanatory statement.	1 st January 2023 - Appointed as a Whole Time Director for a term of 3 (three) consecutive years, as per terms and conditions mentioned in Item No. 4 of this Notice, read with explanatory statement.	1 st January 2023 - Appointed as a Director [Non-Executive], liable to retire by rotation, as per terms and conditions mentioned in Item No. 5 of this Notice, read with explanatory statement.

General Information:	
Nature of Industry	Automotive Components
Date or expected date of commencement of commercial production	The Company has already commenced its commercial operations, as it was incorporated in the year 1959.
Financial Performance based on given indicator	The financial performance of the company has been at par/commensurate with industry standards/benchmarks. The latest financial position of the Company on the basis of audited financial figures for FY 2021-22 are as below:

	<p>Particulars – Amount in INR [In Lacs]</p> <p>Revenue from Operations – 30,300.99 Other Income - 262.64 Total Income - 30,563.63 Total Expenses - 28,195.88 Profit Before Finance Costs and Depreciation & Amortization & Tax – 3,823.49 Finance Costs - 425.00 Depreciation and amortisation expense - 1,030.74 Profit Before Tax -2,367.75 Net tax expenses - 669.80 Profit /Loss After Tax -1,697.75 Total other comprehensive income/loss - (4.25) Total comprehensive income/loss - 1,693.70</p>
Foreign Investment or collaborations, if any.	<p>Yes the Company has Foreign Investment. The Company is held by the HELLA Group, Germany & is now also a part of the FORVIA Group, headquartered in France. The HELLA Group holds 82.58% equity shareholding in the Company, through its 2 group companies namely:</p> <p>a) HELLA Holding International GmbH, Germany [51%] & b) HELLA India Automotive Private Limited, India [31.58%]</p>
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
Other Information	
Reason for Inadequate Profits	It is important for the Company to continuously develop new Products, technologies with economies of scale /cost optimization and capture new markets to survive in this most competitive environment. Thus, the Company is constantly investing money for its current, as well as future projects, including investment in technology, machines, manpower etc. Thus, these expenses do have a direct and adverse impact on the present level of profitability of the Company, however the same shall be helpful for the long-term growth and profitability of the Company.
Steps taken or proposal to be taken for improvement	The Company continues to strive for growth, higher realizations, cost optimization, better working capital management and better asset utilization. The Company is actively pursuing growth opportunities and looking at areas to reduce its cost of production and tap untouched market/areas. The Company is evaluating plans to have optimum utilization of the production capacity and to improve its product mix. Also, the performance of the Company is improving year by year.

Expected increase in productivity and profits in measurable terms	Particular	FY 2022-2023	FY 2023-2024	FY 2024-2025
		Amount in INR [In Million]	Amount in INR [In Million]	Amount in INR [In Million]
	Revenue	3606	3910	4214
	EBIT	306	350	392

By Order of the Board of Directors
HELLA India Lighting Limited

Place: Gurugram
Dated: 24 May, 2023

Sd/-
Aakritee Khanna
Company Secretary
Membership No : A48297
H.No. 392/9, Subhash Nagar,
Gurugram, Haryana.

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