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Consolidated Report of Scrutinizer on Voting by electronic means conducted for the EGM

*[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman
HELLA INDIA LIGHTING LIMITED
Registered Address: K61-B, LGF, Kalkaji,
New Delhi -110019

Sub: Consolidated Scrutinizer's Report on Voting by electronic means conducted, pursuant to the provisions of Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and relevant MCA Circulars for conducting Extra Ordinary General Meeting through Video Conferencing / Other Audio Visual Means (OAVM), for the Extra Ordinary General Meeting of Hella India Lighting Limited held on Tuesday, the 27th day of June 2023, at 03.00 P.M.

Respected Sir,

I, Priyanka Goel, Partner of M/s J. K. Gupta & Associates, Practicing Company Secretary having office at 257, Vardhman City Centre-2, Near Shakti Nagar Railway under Bridge, New Delhi-110052 was appointed as the Scrutinizer by the Board of Directors of **Hella India Lighting Limited** ("the Company") in their meeting held on 24th May 2023, pursuant to the provisions of Section 108 of Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to scrutinize the process of Voting by electronic means conducted in respect of the resolutions as set out in the Notice dated 24 May, 2023 convening the Extra Ordinary General Meeting of the members of the Company for the Financial Year 2023-2024, held on **Tuesday, the 27th day of June 2023, at 03.00 P.M.** through Video Conferencing (VC) Other Audio-Visual Means (OVAM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA).

The Management of the Company ensured the compliance with the requirements of the Companies Act, 2013, Rules framed thereunder and relevant MCA Circulars relating to the process of voting by electronic means on the resolutions contained in the Notice of the Extra Ordinary General Meeting of the members of the Company. I as a scrutinizer engaged for the electronic voting process conducted for the Extra Ordinary General Meeting and to make a Scrutinizer report of the Votes Cast "in favor" or "against" the resolutions as stated below, based on the report generated by Link Intime India Private Limited, the authorized agency engaged by the Company to provide e-voting facilities.

J. K. Gupta & Associates

Partner

Re: Hella India Lighting Limited


The result of the voting by electronic means conducted for the Extra Ordinary General Meeting in respect of the mentioned items/resolutions are as under:

SPECIAL BUSINESS**ITEM NO. 1: TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION OF THE COMPANY.****(a) Voted in Favor of the Resolution:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2619111	98.18%	82.58%
Electronic Voting at the Meeting	3	1	0%	0%
Total	27	2619112	98.18%	82.58%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	48463	1.82%	1.52
Electronic Voting at the Meeting	3	2	0%	0%
Total	27	48465	1.82%	1.52%

J. K. Gupta & Associates

 Partner

Re: Hella India Lighting Limited

(c) Invalid Votes:


Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	NIL	NIL	NIL
Electronic Voting at the Meeting	3	NIL	NIL	NIL
Total	27	NIL	NIL	NIL

ITEM NO. 2: TO CONSIDER AND APPROVE THE ISSUE AND OFFER OF EQUITY SHARES ON PREFERENTIAL BASIS TO HELLA HOLDING INTERNATIONAL GMBH, MEMBER OF THE COMPANY**(a) Voted in Favor of the Resolution:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2619111	98.18%	82.58%
Electronic Voting at the Meeting	3	1	0%	0%
Total	27	2619112	98.18%	82.58%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)

J. K. Gupta & Associates

 Partner

Re: Hella India Lighting Limited

Remote E-Voting	24	48463	1.82%	1.52%
Electronic Voting at the Meeting	3	2	0%	0%
Total	27	48465	1.82%	1.52%

(c) Invalid Votes:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	NIL	NIL	NIL
Electronic Voting at the Meeting	3	NIL	NIL	NIL
Total	27	NIL	NIL	NIL

ITEM NO. 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

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2664549	99.90%	84.01%
Electronic Voting at the Meeting	3	1	0%	0%
Total	27	2664550	99.90%	84.01%

J. K. Gupta & Associates

 Partner

Re: Hella India Lighting Limited

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2425	0.09%	0.07%
Electronic Voting at the Meeting	3	2	0	0
Total	27	2427	0.09%	0.07%


(c) Invalid Votes:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	NIL	NIL	NIL
Electronic Voting at the Meeting	3	NIL	NIL	NIL
Total	27	NIL	NIL	NIL

ITEM NO. 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;

(a) Voted in Favor of the Resolution:

Mode of Voting	Number of members	Number of Votes Cast (shares)

J. K. Gupta & Associates

 Partner

Re: Hella India Lighting Limited

	voted through remote e-voting and electronic voting system at the meeting	No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2664549	99.90%	84.01%
Electronic Voting at the Meeting	3	1	0%	0%
Total	27	2664550	99.90%	84.01%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2425	0.09%	0.07%
Electronic Voting at the Meeting	3	2	0	0
Total	27	2427	0.09%	0.07%

(c) Invalid Votes:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	NIL	NIL	NIL
Electronic Voting at the Meeting	3	NIL	NIL	NIL
Total	27	NIL	NIL	NIL

Re: Hella India Lighting Limited

ITEM NO. 5: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. RAVI CHHABRA AS DIRECTOR (NON-EXECUTIVE) OF THE COMPANY**(a) Voted in Favor of the Resolution:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2664549	99.90%	84.01%
Electronic Voting at the Meeting	3	1	0	0
Total	27	2664550	99.90%	84.01%

(b) Voted against the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	2425	0.09%	0.07%
Electronic Voting at the Meeting	3	2	0	0
Total	27	2427	0.09%	0.07%

(c) Invalid Votes:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	24	NIL	NIL	NIL
Electronic Voting at	3	NIL	NIL	NIL


Re: Hella India Lighting Limited

the Meeting				
Total	27	NIL	NIL	NIL

It is to be noted that all the above-mentioned Five resolutions are passed with requisite majority.

Thanking you
Yours faithfully

**For J. K. Gupta & Associates
(Company Secretaries)**

J. K. Gupta & Associates

Partner

**ACS Priyanka Goel
(Partner)
C.P. No. 15868
M. No. 34403
PR No.: PR-902/2020
UDIN: A034403E000525355**

**Date: 30.06.2023
Place: Delhi**

Acknowledgement receipt of the Report
For and on behalf of "**HELLA INDIA LIGHTING LIMITED.**"

**Mr. Ravi Chhabra
(Chairman)
DIN: - 01383397**

**Date: 30-06-2023
Place: Gurugram**