

NPS CHAWLA

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SCRUTINIZER'S REPORT

To,

Shri PK Malhotra,

Chairperson for the NCLT convened meeting of equity shareholders

Hella India Lighting Limited

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

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

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

Responsibility of the Management of the Company

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

I do hereby submit my report as under:

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



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



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

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

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

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

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

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

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

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



NPS Chawla

Company Secretary

Membership No. F-6987

Scrutinizer for the NCLT convened meeting

Countersigned by Chairperson

Shri PK Malhotra

Date: February 21st, 2024

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

Sub: Certificate for compliance of voting.

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

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

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

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

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



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

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

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

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

Authorized Signatory

Place: New Delhi

Date: 19th February 2024

