

**APPLICATION FORM FOR TENDERING EQUITY SHARES OF
HELLA INDIA LIGHTING LIMITED
AT THE EXIT PRICE OF RS. 52.39 PER EQUITY SHARE**

This application form, duly filled and signed along with the applicable enclosures should be delivered by hand or sent by registered post / courier (at your own cost and risk) with the envelop marked “**Hella India Lighting Limited-Post Delisting tendering of shares**” to the Registrar, at the address given below, on or before 29th October, 2015.

City	Address of the Registrar	Contact Person	Contact Details	Mode of Delivery
New Delhi	Link Intime India Private Limited 44, Community Center, Near PVR Cinema, Naraina Industrial Area, Phase-I, New Delhi-110028.	Mr. V M Joshi	E. Mail: delhi@linkintime.co.in Tel: 011-41410592	Hand Delivery & Registered Post / Courier

Box 1: Residual Shareholder’s details (Please use **BLOCK CAPITALS**)

1.1 Sole/ First Holder/ Other Holders

Name of Sole / First Holder		PAN	
Address			
Telephone / Mobile			
2 nd Joint Holder		PAN	
3 rd Joint Holder		PAN	

1.2 Type of Shareholder (Tick as appropriate)

Individual(s)

HUF

Others (Please Specify)

Box 2: Signatures

In case of joint holdings, all holders must sign in the space given below in the same order as per specimen signatures registered with the company. By your signature in this Box 2, you will also be deemed to be making the acknowledgments and authorization set out in Box 6 below.

Please sign in the space provided below

I/ we offer to tender the number of equity shares set out or deemed to be set out in box 3A / box 4 in accordance with and subject to the terms and conditions herein, the attached Letter.

Name		Signature
Sole/ First Holder		
2 nd Holder		
3 rd Holder		

Box 3A: Details of equity shares held on dematerialized form

You should insert in the space given below, the number of equity shares held in dematerialized form that you wish to tender to the Promoter/Acquirer at the Exit Price. If the number of equity shares entered below is inconsistent with the number of equity shares deposited into the Demat Account (detailed in Box 3B below), pursuant to your instruction to your depository participant, the number of equity shares set out in your depository participant instruction will be deemed to be the number of equity shares tendered by you.

I/We hereby tender to the Promoter/Acquirer, the number of equity shares specified below at the Exit Price.

Number of dematerialized equity shares:

The details of my / our depository account and my / our depository participant are as follows:

Depository Participant's Name (DP Name)		
DP ID	Client ID	Beneficiary Name (as appearing in DP records)

Box 3B: Depository Participant Instruction

You must have instructed the depository participant of the depository account in which your equity shares are presently held, to deposit your equity shares into the Demat Account as detailed below. Failure to credit your equity shares into the correct depository account may result in rejection of your offer to tender equity shares.

I/We confirm that I/we have enclosed a photocopy/counterfoil of my/our delivery instructions to my / our depository participant (duly acknowledged by such depository participant), crediting my/our equity shares to the Demat Account detailed below:

Depository	NSDL
Demat Account Name	M/s Hella India Automotive Pvt. Ltd
DP Identification Number	IN301330

Client Identification Number	20040351
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Please note that all such transfers should be in off-market mode.

Box 4: Details of equity shares held on physical form

You should insert in the space given below the details of your equity shares held in physical form, which you wish to tender to the Promoter/Acquirer at the Exit Price. If the details given below are inconsistent with any of your original share certificate(s) or your share transfer deed enclosed with this Application Form, your original share certificate(s) and your share transfer deed will be deemed to state the correct details of the equity shares which are tendered by you.

S. No.	Certificate No.	Registered Folio No.	Distinctive No.		No. of equity shares
			From	To	
1					
2					
3					
4					
5					
Total no. of equity shares					

(If the space provided is inadequate please attach a separate continuation sheet)

Box 5: Bank Account Details

In order to avoid any fraudulent encashment in transit of the payment issued by the Promoter/Acquirer, you may fill in the space below with details of the sole/first holder's bank account and any consideration payable will be paid by issuing an instrument with the details of the bank account so provided. If you do not fill in Box 5, any consideration payable will be sent in favor of the sole / first holder at the address provided in Box 1.1 above.

Name of the sole / First Holder Bank	
Branch Name and Address	
City & PIN code of the branch	
Bank account No.	
Saving / Current / Others (Please Specify)	
IFSC Code (In case you wish to receive funds electronically)	

(Please note that for fund transfer in electronic mode, the transfer would be done at your risk based on the data provided by you)

Box 6: Acknowledgements and Authorizations

By signing in Box 2 above, you are deemed to have made each of the following acknowledgements and authorizations that:

- (a) the equity shares you are tendering herewith are free from liens, charges and encumbrances of any kind whatsoever;

- (b) the Promoter/Acquirer and Registrar to the Exit Offer shall not be liable for any delay/ loss in transit resulting in delayed receipt / non-receipt by the Registrar of your Application Form along with relevant enclosures or for the failure to deposit your dematerialized equity shares to the Demat Account due to inaccurate/incomplete particulars/instructions on your part, or for any other reason;
- (c) the Promoter / Acquirer, Registrar or any person authorized by the Promoter/Acquirer or Registrar may send by registered post/Speed Post/electronically, at your risk, the pay order /demand draft/electronic fund transfer, in full and final settlement of the amount due to you, and/or other documents or papers or correspondence to the sole/first holder at the relevant address mentioned in Box 1.1 above;
- (d) your signature on your depository participant instruction has been duly verified and attested by your depository participant as evidenced by your depository participant's stamp of acknowledgement;
- (e) the Letter of Offer and this Application Form are subject to the erstwhile Delisting Guidelines and all applicable regulatory and government approvals, as detailed in the attached Letter, and that the Promoter/Acquirer reserves the right not to proceed with the acquisition in the event that such approvals, if any, are not obtained;
- (f) the particulars given above are true and correct; and
- (g) you acknowledge having read and understood the contents of the Letter of Offer and that you agree with the terms and conditions stated therein.

ACKNOWLEDGEMENT SLIP

LINK INTIME INDIA (P) LIMITED, UNIT: HELLA INDIA LIGHTING LIMITED DELISTING OFFER

(To be filled in by the Shareholder) (Subject to verification)

Received from _____ a Bid Form for _____ fully paid up Shares of Hella India Lighting Limited at a Bid Price of Rs. 52.39 per Share.

DEMAT SHAREHOLDER		PHYSICAL SHAREHOLDER	
DP ID No.		Folio No.	
Client ID No.		Share Certificate No.	
Number of equity shares		Number of equity shares	

Received but not verified share certificate(s) and share transfer deeds

ACKNOWLEDGEMENT	
Unique Identification Number	
Date	
Signature	

Notes:

- 1. All documents / remittances sent by / to the shareholders will be at their risk and shareholders are advised to adequately safeguard their interests in this regard.**
- 2. Please read these notes along with the entire contents of the Exit Offer Letter**

3. In the case of person(s) other than Individual, any documents, such as a copy of a power of attorney, board resolution, authorization, death certificate, etc., as applicable and required in respect of support/ verification of this Application Form shall also be provided otherwise the Application Form shall be liable for rejection.
4. The number of shares tendered under the Exit Offer should match with the number of shares specified in the share certificate(s) enclosed or shares credited in the Demat Account under the respective Client ID number.
5. The consideration shall be paid in the name of Sole/ First Holder

6. FOR EQUITYSHARES HELD IN DEMATERIALISED FORM:

- a. Before submitting this Application Form to the Registrar to the Offer, please issue necessary instructions to your depository participant (where you hold the depository account in which the Equity Shares of Hella India Lighting Limited are presently held) to credit your Equity Shares into the Demat Account (whose details are below).
- b. A photocopy of the Delivery instruction or counterfoil of the Delivery Instruction Slip furnished to the depository participant of your depository account (duly acknowledged by such depository participant) as proof of credit of your Equity Shares to the Demat Account ("Depository Participant Instruction") should be attached to this Application Form.

Depository	NSDL
Demat Account Name	M/s Hella India Automotive Pvt. Ltd.
DP Identification Number	IN301330
Client Identification Number	20040351

Please note that all such transfers should be in off-market mode.

- c. It is the sole responsibility of shareholders to ensure that their Equity Shares are credited to the said Account before the Exit Period ends.
- 7. FOR EQUITY SHARES HELD IN PHYSICAL FORM:** Before submitting this Application Form to the Registrar, you must execute valid Share Transfer Deed(s) in respect of the Equity Shares intended to be tendered under the Exit Offer and attach thereto all the relevant Physical Share Certificate(s). The share transfer deed(s) shall be signed by the shareholder (or in case of joint holdings by all the joint holders in the same order) in accordance with the specimen signature(s) recorded with the Company and shall also be duly witnessed. A copy of any signature proof may be attached to avoid any inconvenience.
In case, the sole / any joint holder has died, but the share certificate(s) are still in the name of the deceased person(s), please enclose the requisite documents, i.e., copies of death certificate/ will/ probate/ succession certificate and other relevant papers, as applicable.
- 8. FOR UNREGISTERED SHAREHOLDERS:** Unregistered shareholders should enclose, as applicable, (a) this Application Form, duly completed and signed in accordance with the instructions contained therein, (b) Original Share Certificate(s), (c) Original broker contract note, (d) Valid share transfer form(s) as received from the market, duly stamped and executed as the proposed transferee(s) along with blank transfer form duly signed as transferor(s) by the said proposed transferee(s) and witnessed at the appropriate place. The transfer deed should be in favor of "M/s Hella India

Automotive Private Limited". All other requirements for valid transfer will be precondition for acceptance.

9. **In case of Residual Shareholders resident in India, even in the event of non-receipt of the duly completed Application Form, but receipt of original share certificate(s) and duly signed valid share transfer deed, the Exit Offer would be deemed to have been accepted by the resident Residual Shareholders. Similarly in case of non-receipt of documents, but receipt of the Shares in the Demat Account, the Promoter / Acquirer may deem the Offer to have been accepted by the Residual Shareholders.**

Important Note: Consideration will be paid to all the applicants at within 10 working days of receipt of the documents.

All future correspondence in this regard should be addressed to the Registrar to the Offer at the following address:

Link Intime India Pvt. Limited

44, IInd Floor, Community Center, Near PVR Cinema,
Naraina Industrial Area, Phase-I,
New Delhi-110028.

E. Mail: delhi@linkintime.co.in

Tel: 011-41410592, 593, 594

Contact Person: Mr. V M Joshi

In all future correspondence, please quote the full name of the sole / first Shareholder, Depository Participant's ID No. and Client ID No. in case of Shares held in dematerialized form; Folio No. in case of Shares held in physical form; Number of Equity Shares offered and the name of the Bid Centre where the Bid Form was submitted.