



NOTICE OF 2ND EXTRA ORDINARY GENERAL MEETING

NOTICE is hereby given that the 2nd Extra Ordinary General Meeting (EGM) of the Members of Hella India Lighting Limited ('the Company') will be held on Tuesday, the 21st Day of December 2021, at 12:30 P.M. via Video Conferencing / Other Audio Visual Means (OAVM) through Insta Meet (<https://instameet.linkintime.co.in>), to transact the following business:

SPECIAL BUSINESS:

1. Appointment of Mr. Saket Mehra as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 of the Companies Act 2013, read with Companies (Appointment & Qualification of Directors) Rules 2014, and any other provisions as may be applicable for the time being in force, consent of the members of the Company be and is hereby granted/accorded for the appointment of Mr. Saket Mehra (DIN: 09416073) as an Independent Director of the Company, who shall hold office for a term of five (5) consecutive years, from the date of appointment, i.e. upto 20th December, 2026.

RESOLVED FURTHER THAT Mr. Saket Mehra (DIN: 09416073) shall be entitled to draw the following **Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:**

- i) INR 25,000 [Indian Rupees Twenty Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;
- iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;
- iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;
- v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;
- vi) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Ms. Aakritee Khanna – Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms with the Registrar of Companies, NCT of Delhi, MCA and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard.”

2. Revision in Remuneration / Sitting Fees payable to Mr. Tarun Gulati, Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as an Ordinary Resolution, with or without modification(s):

“RESOLVED THAT pursuant to the provisions of Section 197(5) of the Companies Act, 2013, read with rule 4 of Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, consent of the members be and is hereby granted/accorded to increase the sitting fees payable to Mr. Tarun Gulati - Independent Director of the company, with immediate effect for every meeting of the Board of Directors and committee meeting.

RESOLVED FURTHER THAT Mr. Tarun Gulati shall be entitled to draw the following **Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:**



- i) INR 25,000 [Indian Rupees Twenty Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;
- iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;
- iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;
- v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;
- vi) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Ms. Aakritee Khanna – Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms with the Registrar of Companies, NCT of Delhi, MCA and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard.”

By Order of the Board of Directors
HELLA India Lighting Limited

Place: Gurugram
Dated: 29th November, 2021

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
Wwww.hella.com

Note(s):

1. The relative Explanatory Statement setting out the material facts pursuant to Section 102(1) of the Companies Act, 2013 in concerning special business under Item No. 3,4 & 5 of the notice is annexed hereto.
2. PROXY FORM & ATTENDANCE SLIP ARE NOT ENCLOSED WITH THIS NOTICE SINCE THE PROVISION/FACILITY FOR APPOINTMENT OF PROXY(S) BY MEMBERS IS NOT AVAILABLE, AS THE EGM WILL BE HELD THROUGH VC/OAVM AND PHYSICAL ATTENDANCE OF THE MEMBERS IS DISPENSED WITH, PURSUANT TO APPLICABLE CIRCULARS OF MCA.
3. In accordance with the prescribed circulars of MCA, The Notice of the EGM along is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company and 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 Act.

In accordance with the Circulars, members who have not registered their e-mail address may register their e-mail address or with their depository participant or send an e-mail at id jyoti.singh@linkintime.co.in, along with their folio no./DP ID client ID and valid e-mail address for registration.



4. 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.

5. Due to the continuity of the COVID-19 pandemic and pursuant to General Circular nos. 14/2020, 17/2020, 20/2020, and 02/2021 dated April 8, 2020, April 13, 2020, May 5, 2020, and January 13, 2021, respectively, issued by MCA, companies are permitted to hold their Extra Ordinary General Meeting (EGM) through VC/OAVM, without the physical presence of the members at a common venue. Accordingly, the ensuing 2nd EGM of the Company shall be held through VC/OAVM, in compliance with the provisions of the Act, and applicable Rules. The deemed venue for the 2nd EGM shall be the registered office of the Company situated at **K61-B, LGF, Kalkaji, New Delhi – 110019, Delhi, India.**

Since the EGM will be held through VC/OAVM, the route map is not annexed to this notice.

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 ijyoti.singh@linkintime.co.in.

Members desirous of having any information regarding Accounts are requested to send their queries to the Company at least 15 days before the date of the meeting, so that the requisite information is made available at the meeting.

Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

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 2nd Extra Ordinary General Meeting of the members of the company, to be held on Tuesday, December 21, 2021, at 12.30 P.M.

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	End of Remote E-voting
From 9:00 A.M. on 18th December 2021	Upto 5:00 P.M. on 20th December 2021

The members, who would like to avail e-voting facility, would follow below instructions: -

The instructions for shareholders voting electronically are as under:

The voting period begins on 18th December 2021 at 9:00 AM and ends on 20th December, 2021 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 14th December, 2021, 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.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE EGM

Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only.



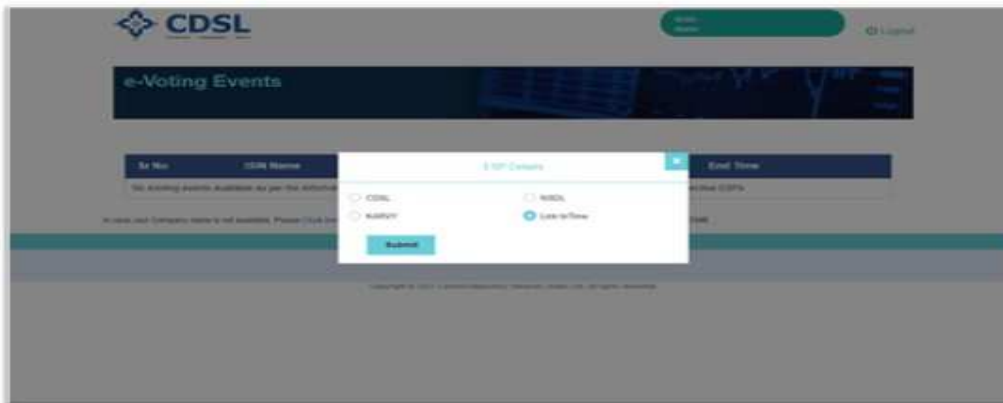
Login method for Individual shareholders holding securities in demat mode with CDSL is given below:

- Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
- After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINKINTIME, CDSL. Click on e-Voting service provider name to cast your vote.
- If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>



e:

CDSL Easi / Easiest Inbox Page: Evoting Service Provider Links



Shareholders re-directed to InstaVote Inbox Page:



<p>Individual Shareholders</p>	<ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.
---------------------------------------	---



(holding securities in demat mode) & login through their depository participants	<ul style="list-style-type: none"> Once 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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
---	---

Helpdesk for Individual Shareholders holding securities in demat mode with CDSL:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
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 022-23058738 or 22-23058542-43

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

- If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <https://eservices.nsd.com>
- Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password.
- After successful authentication, you will be able to see e-Voting 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 and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
- If the user is not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select "Register Online for IDeAS "Portal or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

NSDL IDeAS Login Page::

The screenshot shows the NSDL IDeAS login page. The page has a header with the NSDL logo and the IDeAS title. Below the header, there is a login form with the following elements:

- Fields for "User ID" and "Password".
- Buttons for "Forgot User ID?" and "Forgot Password?".
- Checkboxes for "Use Certificate" and "Use Virtual Keyboard".
- A "Login" button.
- A virtual keyboard interface on the right side of the form.

Below the form, there is a note: "Note : Smart Card Users should log-in with their User ID, select the 'Use Certificate' option and click on Login button." There is also a link to download the NSDL Mobile App: "New you can download NSDL Mobile App and view latest balances available in your demat account. Click Here to know more about NSDL Mobile App." At the bottom, there is a note about browser compatibility: "Note : All Users are hereby requested to note that the application will not support Internet Explorer Version 8.0 and lower from 26th June 2018. All Users who are using Internet Explorer Version 8.0 and lower are requested to upgrade the Internet Explorer Version 11.0. A.L.E.R.T !!!" and a disclaimer: "All e-Services Users are hereby notified that NSDL e-Services will not be available from 09:30 PM(Truly) 19th March 2020 to 12:00 PM(Sunday) 14th March 2021 IST due to planned system maintenance. In case, you are still getting this disclaimer page after the hour mentioned above, request you to press the Ctrl+F5 to refresh the page."



NSDL IDeAS Inbox Page: Evoting Service Provider Links



Shareholders re-directed to InstaVote Inbox Page:



- | | |
|--|--|
| <p>Individual Shareholders (holding securities in demat mode) &</p> | <ul style="list-style-type: none"> • You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once 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 company name or e-Voting service provider name and you will be redirected |
|--|--|



login through their depository participants	to e-Voting service provider website for casting your vote during the remote e-Voting period.
--	---

Helpdesk for Individual Shareholders holding securities in demat mode with NSDL:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL, they may contact the respective helpdesk given below:

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 toll free no.: 1800 1020 990 and 1800 22 44 30

For Individual shareholders holding securities in physical mode

<p>Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.</p>	<p>1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in</p> <p><input type="checkbox"/> Click on “Sign Up” under ‘SHARE HOLDER’ tab and register with your following details: -</p> <p>User ID: Shareholders/ members holding shares in physical form shall provide Event No + Folio Number registered with the Company. 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.</p> <p>DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p>Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <p>Shareholders/ members holding shares in physical form but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</p> <p><input type="checkbox"/> 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).</p> <p><input type="checkbox"/> Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘SHARE HOLDER’ tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘Submit’. 4. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon. 5. E-voting page will appear. 6. 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).</p>
---	--



	7. 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.
--	---

Other Instructions

The Remote e-voting period commences on 18th December, 2021 at 9.00 A.M. and ends on 20th December, 2021 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 Tuesday, 14th December 2021, 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 Tuesday, 14th December 2021.

Mr. J.K.Gupta, Practicing Company Secretaries (email: jitesh@jkgupta.com,) (Membership No. F3978) 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 www.hella.co.in and on the website of CDSL within three days of conclusion of the meeting.

The notice of the meeting is also 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>

<p><input type="checkbox"/> Select the “Company” and ‘Event Date’ and register with your following details: -</p> <p>A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No</p> <ul style="list-style-type: none"> • 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 <p>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.</p> <p>C. Mobile No.: Enter your mobile number.</p> <p>D. Email ID: Enter your email id, as recorded with your DP/Company.</p> <p><input type="checkbox"/> Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).</p>

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. - [jyoti.singh@linkintime.co.in](mailto: jyoti.singh@linkintime.co.in)
2. for the general meeting.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
4. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
5. Other shareholders may ask questions to the panelist, via active chat-bot during the meeting.
6. 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/>

The first screenshot shows the Cisco Webex website with two main sections: 'Webex Meetings' and 'Webex Teams'. Both sections have a 'Download for Windows' button. An arrow points to the 'Download for Windows' button under 'Webex Meetings'.

The second screenshot shows the installation steps:

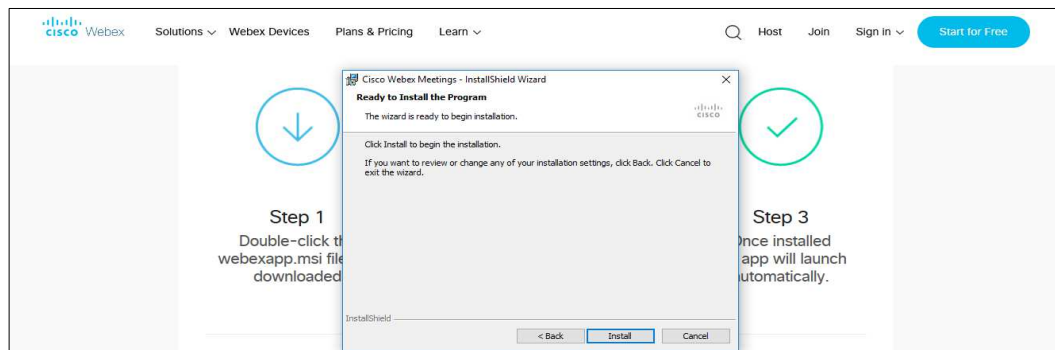
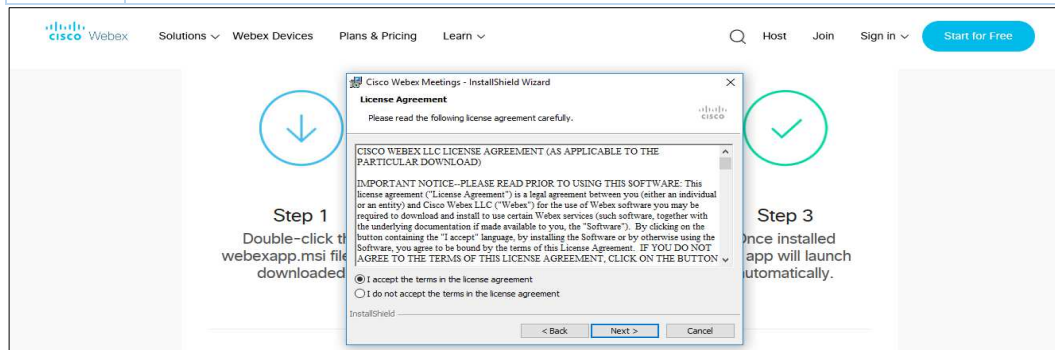
- Step 1:** Double-click the webexapp.msi file you downloaded.
- Step 2:** The Webex Meetings setup wizard will launch. Follow the instructions to set up.
- Step 3:** Once installed the app will launch automatically.

Below the steps, it says: 'To open the app double-click the Webex Meetings icon on your desktop.' A mouse cursor is shown clicking on the 'Run' button in a file explorer window showing 'webexapp.msi (88.1 MB)'.

The third screenshot shows the 'Cisco Webex Meetings - InstallShield Wizard' window. The window title is 'Cisco Webex Meetings - InstallShield Wizard'. The main text says: 'Welcome to the InstallShield Wizard for Cisco Webex Meetings. The InstallShield® Wizard will install Cisco Webex Meetings on your computer. To continue, click Next.' There is a 'WARNING: This program is protected by copyright law and international treaties.' and buttons for '< Back', 'Next >', and 'Cancel'.

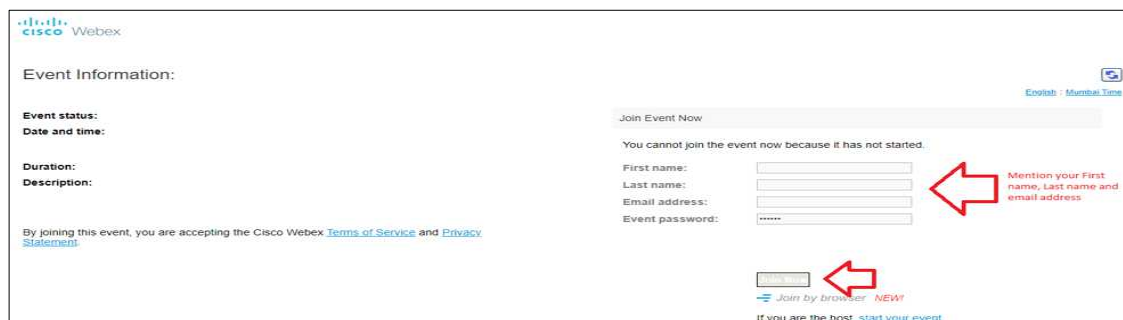


Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (B)	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to 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:



Mr. Saket Mehra



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

The Shareholders may be informed that due to cessation/vacation of office of Mr. Avinash Razdan Bindra, Independent Director, there is a casual vacancy in the Board of Directors, as well as Committee(s) constituted pursuant to the Companies Act, 2013 (Act).

In order to fill the vacancy created due to above said vacation, the Board members are of the opinion that Mr. Saket Mehra (DIN: 09416073) is a fit and suitable candidate who fulfills all the statutory conditions and has all the professional attributes that are mentioned under the Act and the rules made thereunder, that clearly establish that Mr. Mehra is independent from the Management. The Board accordingly recommends the appointment of Mr. Saket Mehra (DIN: 09416073) as Independent Director of the Company, who shall hold office for a term of five (5) consecutive years, from the date of appointment, i.e. from 21st December, 2021, upto 20th December, 2026.

The Company has received declaration from Mr. Saket Mehra (DIN: 09416073) that he meets the criteria of independence as prescribed under Section 149 of the Companies Act 2013 and rules made thereunder.

In view of the same, the Board of Directors of the Company is seeking your approval for appointment of Mr. Saket Mehra as an Independent Director of the Company.

The draft terms and conditions of appointment of Mr. Saket Mehra shall be open for inspection at the registered office of the Company by any member on any working day during normal business hours till the date of EGM. Brief particulars of Mr. Saket Mehra are given below:

Name: Mr. Saket Mehra (DIN: 09416073)

Brief Profile: Mr. Saket Mehra is a qualified Chartered Accountant, presently working as Partner-Risk at Grant Thornton. He has rich experience of 18 years and has led several advisory engagements around internal audits, enterprise risk management, corporate governance, and forensic reviews across varied industries. etc. Saket currently leads the auto practice for Grant Thornton in North, and has been actively involved with industry bodies, including ACMA, IOD, IIA, CII and ASSOCHAM. He is a member of the Executive Council for IIA, New Delhi Chapter, and is also a member of the ICAI's Internal Audit Standards board sub-committee for revision of internal audit standards. During the course of his career, Saket has developed an expertise in the manufacturing and infrastructure sectors with a particular emphasis on automobiles, where he has advised clients on cross-border acquisitions, corporate restructuring, internal audits, and internal controls. In his professional experience, Saket has also led forensic investigations, as well as advised clients in FCPA compliance, and UK Bribery Act compliance requirements.

Sector experience

Automotive, utilities, infrastructure, real estate, and technology

Professional qualifications and memberships

Chartered Accountant
Member, Institute of Internal Auditors, Florida
Member, Institute of Directors (IOD)

Shareholding in the
Company : Nil

Other Directorships : Nil



Mr. Saket Mehra shall be entitled to draw the following **Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:**

- i) INR 25,000 [Indian Rupees Twenty Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;
- iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;
- iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;
- v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;
- vi) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee.

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

Item No. 2

In accordance with the provisions of Section 197(5) of the Companies Act, 2013 and Rule 4 of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014, a company may pay sitting fees to its directors for attending meetings of the Board or committee thereof.

In consideration of the increased need on the non-executive Independent Directors of Company to attend and contribute their invaluable advice and suggestions for the growth of the Company, as our Company continues to expand and diversify its activities. Accordingly, the Nomination & Remuneration Committee & the Company carried on internal research/remuneration benchmarking study to ascertain the Remuneration/Sitting Fees payable by companies in the automotive/automotive components sector in India, Accordingly, the Committee recommended (which was then confirmed by the Board of Directors) to increase/revise the remuneration of all Independent Directors of the Company. Accordingly, the Board has proposed to increase the sitting fees payable to Mr. Tarun Gulati – Intendent Director of the Company, as per below details:

Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:

- i) INR 25,000 [Indian Rupees Twenty Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;
- iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;
- iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;
- v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;
- vi) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee.

The Shareholders may be informed that during the year Mr. Tarun Gulati – Independent Director of the Company was re-appointed in the 61st Annual General Meeting for five consecutive years i.e. upto the conclusion of the 66th Annual General Meeting of the Company.



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

By Order of the Board of Directors

HELLA India Lighting Limited

Place: Gurugram
Dated: 29th November, 2021

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
W www.hella.com