

Sharma N and Associates Company Secretaries

E-Mail : nscorporateadvisors@gmail.com

Mobile No : 9310707904

To,
The Chairman
55th Annual General Meeting
Hella India Lighting Limited
K61 - B, LGF, Kalkaji,
New Delhi - 110019

Subject: Consolidated Scrutinizer's Report of remote e-voting and voting by Poll at 55th Annual General Meeting (AGM)

Reference: AGM of the Company held on Monday, 28th September 2015

I have been appointed as scrutinizer of the AGM of M/s Hella India Lighting Limited ("the Company) pursuant to the provisions of the provisions of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2015.

The Company has engaged the services of Central Depository Securities Limited ("CDSL") as the authorised agency to provide remote e-voting facility. The remote e-voting commenced at 9:00 A.M. on 25th September 2015 and ended at 5:00 P.M. on 27th September 2015. The E-voting results were unblocked by me on 28th September 2015.

At the 55th AGM of the Company, the Chairman of the Company has suo-moto called for a poll to facilitate the members present in the meeting to vote who did not participate in the remote e-voting. The Chairman of the meeting had appointed me as the scrutinizer for the same.

The results of remote e-voting together with results of poll are as under:

Item no. of Notice	Votes in favour		Votes against		Invalid votes*	
	Nos.	Percentage (%)	Nos.	Percentage (%)	Nos.	Percentage (%)
Ordinary Business						
Item No. 1	2614970	82.455	Nil	Nil	N.A.	N.A.
Item No. 2	2614970	82.455	Nil	Nil	N.A.	N.A.
Special Business						
Item No. 3	2614970	82.455	Nil	Nil	N.A.	N.A.
Item No. 4	2614970	82.455	Nil	Nil	N.A.	N.A.

* Two (2) blank poll paper were found in the ballot box.

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In view of the aforesaid results, all the resolutions have been passed with requisite majority.

The detailed break up or votes can be referred from separate reports on "Voting through poll in form no. MGT 13" and "Voting through remote e-voting".

Thanking you,

Yours truly,
For Sharma N and Associates
Company Secretaries



(Signature)
Neetu Sharma (Prop.)
ACS 23791, CP No. 13479

Place: Gurgaon

Date: 28th September 2015

Acknowledge receipt of the Report
For and on behalf of Hella India Lighting Limited

(Signature)
Rama Shankar Pandey
Managing Director
DIN : 02848326

Place : Gurgaon

Date : 28 September 2015

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MGT-13

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
55th Annual General Meeting of the Equity Shareholders of
Hella India Lighting Limited held Monday, 28th September 2015 at 9:00 AM at
Hotel Aravali Villa, F. H. 1,
Bandh Road, N. H. 8, Rajokri,
New Delhi - 110038

Dear Sir,

I, Neetu Sharma (Proprietor) of M/s Sharma N and Associates, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolution(s), at the 55th Annual General Meeting of the equity shareholders of **Hella India Lighting Limited held on 28th September 2015 at 9:00 A.M. at Hotel Aravali Villa, F. H. 1, Bandh Road, N. H. 8, Rajokri, New Delhi - 110038**, submit our report as under:

1. After the time fixed for the poll by the Chairman, 1 (One) ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the Poll are as under:

ORDINARY BUSINESS

- a) **Resolution 1 – Consideration and adoption of the Annual Accounts as on 31st March 2015 and reports of the Directors and Auditors thereon**

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	3	15968	0.504
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid*	Total Number of votes cast by them	
	2	N.A.	

* Two (2) blank poll paper were found in the ballot box.

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b) Resolution 2 – Appointment of Statutory Auditors and to fix their remuneration.

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	3	15968	0.504
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid*	Total Number of votes cast by them	
	2	N.A.	

* Two (2) blank poll paper were found in the ballot box.

SPECIAL BUSINESS

c) Resolution 3 – (Ordinary Resolution) Appointment of Ms. Sosna K. Violetta as Director of the Company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	3	15968	0.504
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid*	Total Number of votes cast by them	
	2	N.A.	

* Two (2) blank poll paper were found in the ballot box.



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- d) **Resolution 4 – (Special Resolution) Appointment of Mr. Rama Shankar Pandey as Managing Director for three years w.e.f. 1st January 2015 till 31st December 2017 and approval of his remuneration**

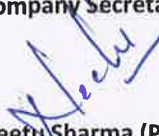
	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	3	15968	0.504
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid*	Total Number of votes cast by them	
	2	N.A.	

* Two (2) blank poll paper were found in the ballot box.

5. A list of equity shareholders who voted "FOR", "AGAINST" is attached as annexure 1.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you,

Yours truly,
For Sharma N and Associates
Company Secretaries


Neetu Sharma (Prop.)
ACS 23791, CP No. 13479



Place: Gurgaon
Date: 28th September 2015

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Annexure 1

Name of Company	Hella India Lighting Limited
Date of AGM	28.09.2015
Total no of Shareholders who cast valid votes	3
Total number of votes cast	15968

Folio No/ Cliet ID	Member Name	No. of Shares	Resolution Number	No. of Votes for Yes	No. of Votes for No	No. of Votes for Abstain
1202970000214690	KIRTI GANGAR	80	1	80	0	0
1202970000214690	KIRTI GANGAR	80	2	80	0	0
1202970000214690	KIRTI GANGAR	80	3	80	0	0
1202970000214690	KIRTI GANGAR	80	4	80	0	0
1203610000145470	RAHUL DHANRAJ MAHESHWARI (HUF)	1667	1	1667	0	0
1203610000145470	RAHUL DHANRAJ MAHESHWARI (HUF)	1667	2	1667	0	0
1203610000145470	RAHUL DHANRAJ MAHESHWARI (HUF)	1667	3	1667	0	0
1203610000145470	RAHUL DHANRAJ MAHESHWARI (HUF)	1667	4	1667	0	0
IN30048413858034	AMIT THAWANI	14221	1	14221	0	0
IN30048413858034	AMIT THAWANI	14221	2	14221	0	0
IN30048413858034	AMIT THAWANI	14221	3	14221	0	0
IN30048413858034	AMIT THAWANI	14221	4	14221	0	0



Report of Scrutinizer on remote e-voting carried out for Hella India Lighting Limited

To,
The Chairman
55th Annual General Meeting of the Equity Shareholders of
Hella India Lighting Limited held Monday, 28th September 2015 at 9:00 AM at
Hotel Aravali Villa, F. H. 1,
Bandh Road, N. H. 8, Rajokri,
New Delhi – 110038

Dear Sir,

I, Neetu Sharma (Proprietor) of M/s Sharma N and Associates, appointed as Scrutinizer of **Hella India Lighting Limited** for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and ascertaining the requisite majority in respect of resolutions put to vote through remote e-voting carried out as per provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolution(s), at the 55th Annual General Meeting of the equity shareholders of **Hella India Lighting Limited**, held on 28th September 2015 at 9:00 A.M. at Hotel Aravali Villa, F. H. 1, Bandh Road, N. H. 8, Rajokri, New Delhi – 110038, submit our report as under:

1. The Company had appointed Central Depository Securities Limited (“CDSL”) as the “service provider” to provide remote e-voting facility.
2. The remote e-voting commenced at 9:00 A.M. on 25th September 2015 and ended at 5:00 P.M. on 27th September 2015.
3. The Shareholders holding shares as on the “cut off” date of 22nd September 2015 were entitled to vote on the proposed resolutions as set out in the Notice of 55th Annual General Meeting of the Company.
4. At the end of the remote e-voting period on 27th September 2015, the voting portal of the service provider was blocked forthwith.
5. On 28th September 2015 (after the AGM), the votes cast through remote e-voting was unblocked by me in the presence of two witnesses not in the employment of the Company as prescribed in rule 20 (xii) of the Companies (Management and Administration) Rules, 2014.
6. There are in all 6 shareholders holding 2599002 (81.95%) equity shares of the Company, who have participated in the remote e-voting process carried out by the Company.
7. The results of the remote e-voting are as under:



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ORDINARY BUSINESS

- a) **Resolution 1 – Consideration and adoption of the Annual Accounts as on 31st March 2015 and reports of the Directors and Auditors thereon**

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	6	2599002	81.95
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them	
	Nil	Nil	

- b) **Resolution 2 – Appointment of Statutory Auditors and to fix their remuneration.**

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	6	2599002	81.95
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them	
	Nil	Nil	



SPECIAL BUSINESS

- c) Resolution 3 – (Ordinary Resolution) Appointment of Ms. Sosna K. Violetta as Director of the Company

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	6	2599002	81.95
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them	
	Nil	Nil	

- d) Resolution 4 – (Special Resolution) Appointment of Mr. Rama Shankar Pandey as Managing Director for three years w.e.f. 1st January 2015 till 31st December 2017 and approval of his remuneration

	Number of Members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	6	2599002	81.95
Voted against the resolution	Nil	Nil	Nil
Invalid Votes	Total Number of Members whose votes were declared invalid	Total Number of votes cast by them	
	Nil	Nil	



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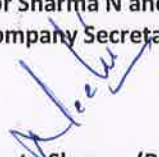
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8. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same shall be handed over to the Company Secretary of Hella India Lighting Limited or any other authorised person authorised by the Chairman for safe keeping.

Thanking you,
Yours truly,
For Sharma N and Associates
Company Secretaries




Neetu Sharma (Prop.)
ACS 23791, CP No. 13479

Place: Gurgaon
Date: 28th September 2015