

## **NOTICE**

Notice is hereby given that the 1<sup>st</sup> Extra Ordinary General Meeting for the Calendar Year 2016 of the members of M/s Hella India Lighting Limited (CIN: U74899DL1959PLC003126) will be held at Hotel Aravali Villa, F.H.-1, Bandh Road, near Nitesh Kunj Farm House, N.H.-8, Rajokari, New Delhi - 110038, India on Thursday, 28<sup>th</sup> day of April, 2016 at 9:00 A.M. to transact the following business:

### **SPECIAL BUSINESS:**

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

**“RESOLVED THAT** pursuant to the provisions of Section 139 (8) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Membership No. 117366W/W-100018), Gurgaon, be and is hereby ratified & approved as Statutory Auditors of the company w.e.f. 15<sup>th</sup> March, 2016 i.e. the date of appointment of auditors by the board in their meeting and to the fill the casual vacancy caused due to the resignation of existing statutory auditors i.e. M/s BSR & Co. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon.

**RESOLVED FURTHER THAT** M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018), Gurgaon, be and are hereby appointed as Statutory Auditors of the Company and that they shall hold the office of the Statutory Auditors of the Company till the conclusion of the 56<sup>th</sup> Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2016.

**RESOLVED FURTHER THAT** Mr. Rama Shankar Pandey – Managing Director and Mr. Anil Sultan – Director of the Company be and are hereby severally authorized to discuss, negotiate and fix the remuneration of auditors for the Financial Year 2015-16.

**RESOLVED FURTHER THAT** Mr. Rama Shankar Pandey – Managing Director and Mr. Shikhar Goel – Company Secretary of the Company, be and are hereby jointly or severally, be and are hereby severally authorized to take all such actions as may be considered necessary to give effect to the aforesaid Resolution”

By Order of the Board  
For Hella India Lighting Limited

Place: New Delhi  
Date: 15<sup>th</sup> March 2016

Shikhar Goel  
Company Secretary

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

**Provided that such proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on poll.**

2. The instrument(s) appointing the proxy, if any, should be delivered at the registered office of the Company at K-61B, LGF, Kalkaji , New Delhi - 110019, not less than 48 (forty eight) hours before the commencement of the meeting and in case of default, the instrument of proxy shall be treated as invalid.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent of the total share capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person as shareholder.
4. The Register of Members and Share Transfer Books of the Company shall remain close for a period of 5 days, from 23<sup>th</sup> April 2016 to 28<sup>th</sup> April 2016 (both days inclusive).
5. 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), 44, Community Centre, 2<sup>nd</sup> Floor, Naraina Industrial Area, Phase – 1, Near PVR Naraina, New Delhi – 110028.
6. 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.
7. 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.
8. 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 resolutions set forth in this Notice convening the 1<sup>st</sup> Extra Ordinary General Meeting of the members of the company for Calendar Year 2016, to be held on Thursday, April 28, 2016, at 9.00 A.M.

The Company has engaged the services of Central Depository Securities Limited (“CDSL”) as the authorised agency to provide the Remote e-voting facilities. The Remote e-voting facility will be available during the following voting period:

<b>Commencement of Remote E-voting</b>	<b>End of Remote E-voting</b>
From 9:00 A.M. on 25 <sup>th</sup> April 2016	Upto 5:00 P.M. on 27 <sup>th</sup> April 2016

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

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on 25<sup>th</sup> April, 2016 at 9:00 AM and ends on 27<sup>th</sup> April, 2016 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 (record date) of 22<sup>nd</sup> April, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN Field. Sequence number is sent along with the notice.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Hella India Lighting Limited> on which you choose to vote.
- (xiii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xvi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 22<sup>nd</sup> April 2016, may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

#### Other Instructions

- (i) The Remote e-voting period commences on 25th April, 2016 at 9.00 A.M. and ends on 27th April, 2016 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 22nd April 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the company is also offering the facility for voting by way of physical ballot process at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot process for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. 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 Friday, April 22, 2016.
- (iii) Mr. J.K.Gupta of M/s J. K. Gupta & Associates, Practicing Company Secretaries (email: [jitesh@jkgupta.com](mailto: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.
- (iv) The Scrutinizer shall, within a period of 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.
- (v) The results shall be declared on or after the Annual 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](http://www.hella.co.in) and on the website of CDSL within three days of conclusion of the meeting.
- (vi) The notice of the meeting is also available on the website of the Company at [www.hella.co.in](http://www.hella.co.in).

By Order of the Board  
For Hella India Lighting Limited

Place: New Delhi  
Date: 15<sup>th</sup> March 2016

Shikhar Goel  
Company Secretary

**EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013**

M/s BSR & Co. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon have tendered their resignation from the position of Statutory Auditors, resulting into a casual vacancy in the office of Statutory Auditors of the company. As envisaged by section 139(8) of the Companies Act, 2013 ("Act") any casual vacancy caused by the resignation of auditors can be filled by the Board of Directors and such appointment be approved by the company at the General Meeting. Board had recommended to shareholders for their approval for appointment of M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018), Gurgaon, in their meeting held on 15<sup>th</sup> March 2016 as the Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. M/s BSR & Co. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon.

M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018), Gurgaon, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013.

Accordingly, Ordinary Resolution is submitted to the meeting for the consideration and approval of members.

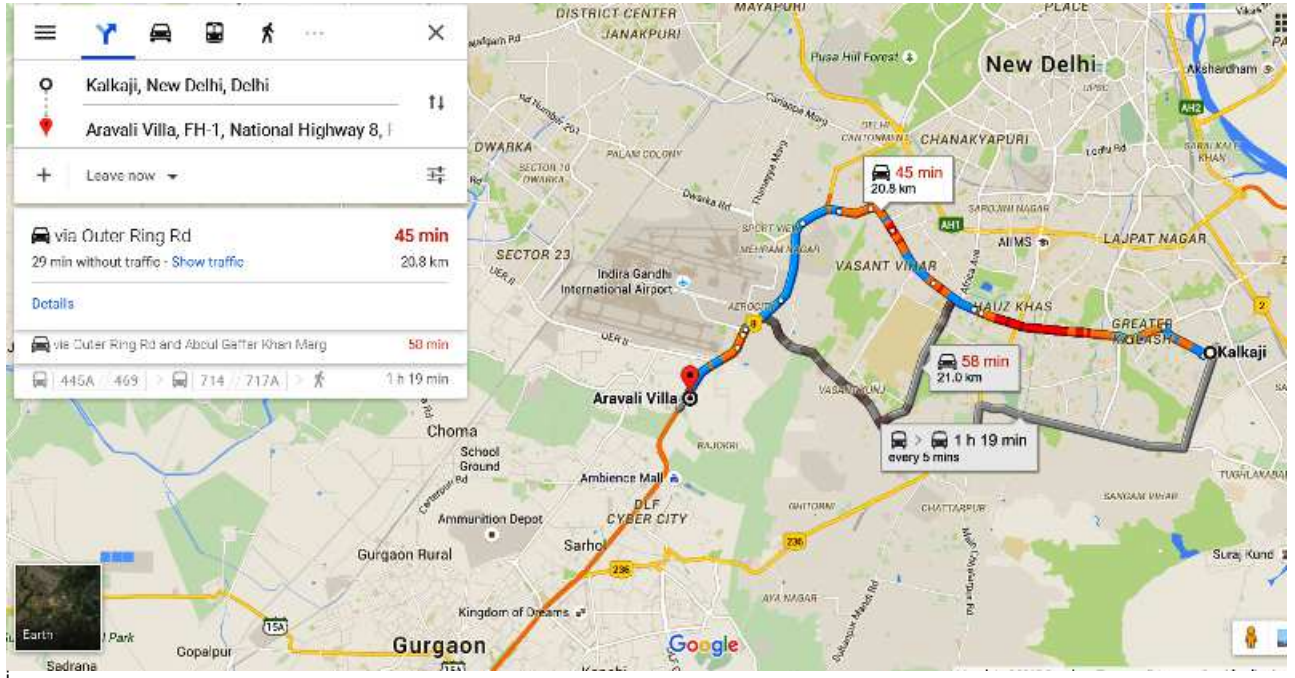
None of the Directors, Key Managerial Persons or their relatives, in any way, concerned or interested in the said resolution.

By Order of the Board  
For Hella India Lighting Limited

Place: New Delhi  
Date: 15<sup>th</sup> March 2016

Shikhar Goel  
Company Secretary

ROUTE MAP  
(From Registered Office to AGM Venue)



<sup>i</sup> In case of any support/query, please contact the company – 0124-4658600 or RTA – 011-41410593