

J. K. Gupta & Associates

(Company Secretaries)

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Consolidated Report of Scrutinizer

For E-Voting & Poll

[Pursuant to section 108/109 of the Companies Act, 2013 and rule 20(3)(xii)/21(2) of the Companies (Management and Administration) Rules, 2014]

To,

The
Chairman
Hella India Lighting Limited
K61-B, LGF, Kalkaji, New Delhi South Delhi-110019

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by Companies (Management and Administration) Amendment Rules, 2016 at the Annual General Meeting of Hella India Lighting Limited held on Friday, September 30, 2016 at 9.00 a.m.

I Jitesh Gupta of M/ s. J. K. Gupta & Associates, Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Hella India Lighting Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2016, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions passed at the 56th Annual General Meeting (AGM) of Hella India Lighting Limited held on Friday, September 30, 2016 at 9.00 a.m (IST),

The Notice dated September 05, 2016 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company.

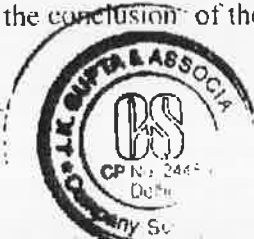
The Company had availed the remote e-voting facility offered by Central Depository Services Limited (CDSL) for conducting e-voting by the Shareholders of the Company.

The shareholders of the company holding shares as on the "cut-off" date of September 23, 2016 were entitled to vote on the resolutions as contained in the Notice of the AGM. The voting period for remote e-voting commenced on Tuesday, September 27, 2016 at 09:00a.m. (IST) and ended on Thursday, September 29, 2016 at 05:00 p.m. (IST) and the CDSL e-voting platform was blocked thereafter.

After the closure of the voting at the AGM, the report on voting done at the meeting was generated in my presence and the same was diligently scrutinized.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the Company and after the conclusion of the voting at the AGM the votes cast there under were counted.

Jitesh Gupta



Continuation Sheet

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Central Depository Services Limited (CDSL) e-voting system .

I now submit my consolidated Report as under:

Ordinary Resolution

Resolution 1

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2016, together with reports of the Board of Directors' and Auditor's thereon.

(i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	4	2617101	100
Physical (Ballot Forms)	Nil	Nil	Nil
Total	4	2617101	100

(ii) Voted against the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of Members whose votes were declared invalid	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil



Continuation Sheet

Resolution 2

To appoint a Director in place of Ms. Sosna K Violetta who retires by rotation and being eligible, offers herself for reappointment.

(i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	4	2617101	100
Physical (Ballot Forms)	Nil	Nil	Nil
Total	4	2617101	100

(ii) Voted against the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of Members whose votes were declared invalid	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

Handwritten signature/initials



Resolution 3:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions thereof, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or any re-enactment(s) thereof, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018), Gurgaon, the Statutory Auditors of the Company, who retires at the conclusion of the 56th Annual General Meeting, subject to ratification at every AGM, be and is hereby re-appointed as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of 61st Annual General Meeting.

RESOLVED FUTHER THAT Mr. Rama Shankar Pandey - Managing Director and/or Mr. Anil Sultan -Alternate Director of the Company be and are hereby severally authorized to discuss, negotiate and fix the remuneration of auditors."

(i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	4	2617101	100
Physical (Ballot Forms)	Nil	Nil	Nil
Total	4	2617101	100

(ii) Voted against the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of Members whose votes were declared invalid	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil



Special Business

Resolution 4:

"**RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act 2013, applicable provisions of Articles of Association of the Company and any other provisions as may be applicable for the time being in force, Dr. Nicolas Wiedmann (holding DIN: 07405966), who was appointed as Additional Director of the Company by the Board of Directors with effect from 28th January 2016 and who holds office upto the conclusion of 56th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to take all such actions as may be considered necessary to give effect to the aforesaid Resolution"

(i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	4	2617101	100
Physical (Ballot Forms)	Nil	Nil	Nil
Total	4	2617101	100

(ii) Voted against the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of Members whose votes were declared invalid	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil



Resolution 5

"**RESOLVED THAT** pursuant to Section 149, 152, Schedule IV 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, Mr. Tarun Gulati (holding DIN: 07323709), in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Act, the consent of the members of the Company be and is hereby accorded for approving the appointment of Mr. Tarun Gulati as an Independent Director of the Company with effect from 5th September 2016 till the conclusion of 58th Annual General Meeting of the Company, not liable to be retire by rotation.

FURTHER RESOLVED THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Shikhar Goel - Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

(i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	4	2617101	100
Physical (Ballot Forms)	Nil	Nil	Nil
Total	4	2617101	100

(ii) Voted against the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of Members whose votes were declared invalid	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil



Continuation Sheet

Resolution 6:

"RESOLVED THAT pursuant to 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 accorded for reappointment of Mr. Avinash Razdan Bindra (holding DIN: 03517938) as an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Act, who shall hold office for a term of upto five (5) consecutive years i.e. upto the Conclusion of 61st Annual General Meeting of the Company, not liable to be retire by rotation.

FURTHER RESOLVED THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Shikhar Goel - Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms and to do all such acts, deeds and things as may be deemed necessary and Expedient in this regard."

(i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	4	2617101	100
Physical (Ballot Forms)	Nil	Nil	Nil
Total	4	2617101	100

(ii) Voted against the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of Members whose votes were declared invalid	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil



Resolution 7

RESOLVED THAT pursuant to provision of section 148 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 75000/- p.a. + Service Tax + actual out of pocket expenses if any incurred, by Cost Auditor of the Company i.e. M/s Mushtaq - A - Mir & Co., Cost Accountants (Firm Registration No 102510), who have been appointed by the Board of Directors as the cost auditors of the company, to conduct the audit for the cost records of the Company, for the Financial Year 2015-16."

"FURTHER RESOLVED THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Shikhar Goel - Company Secretary of the Company be and are hereby authorized severally to file necessary forms, returns, approvals and complete all other requisite formalities for the appointment of M/s Mushtaq - A - Mir & Co., Cost Accountants (Firm Registration No 102510) as Cost Auditors and for obtaining the approval from Central Government in relation thereto, if required or applicable."

(i) Voted in favour of the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	4	2617101	100
Physical (Ballot Forms)	Nil	Nil	Nil
Total	4	2617101	100

(ii) Voted against the Resolution

Mode of Voting	Number of Members voted through electronic voting system and physical mode	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil

(iii) Invalid Votes

Mode of Voting	Number of Members whose votes were declared invalid	No. of Votes Cast (Shares)	
		No.	%
E-Voting	Nil	Nil	Nil
Physical (Ballot Forms)	Nil	Nil	Nil
Total	Nil	Nil	Nil



Continuation sheet

Thanking You

Yours Faithfully,

For J.K Gupta & Associates

J.K. Gupta
Jitesh Gupta



Proprietor

CP No. 2448

Membership No. FCS 3978

Acknowledgment receipt of the report

For and on behalf of Hella India lighting Limited

Rama Shankar Pandey

Rama Shankar Pandey
Managing Director
DIN 02848326

Place: Delhi

Dated: October 01, 2016