

Delhi Office : 257, Vardhman City Center 2, Near Shakti Nagar Railway Under Bridge,  
Gulabi Bagh, Delhi- 110052 Tel: +91-11-23644447/8/9 / 9953887741

Noida Office : Unit No. 1005, Logix City center Office Tower , Plot No. BW-58, Sector -32  
Gautum Buddha Nagar , Noida - 201301, U.P. Tel. : +91-0120-4254129 / 8076323207

**Consolidated Report of Scrutinizer on Voting by electronic means conducted for the AGM**  
*[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,  
The Chairman  
**HELLA INDIA LIGHTING LIMITED**  
Registered Address: K61-B, LGF, Kalkaji,  
New Delhi -110019

**Sub: Consolidated Scrutinizer's Report on Voting by electronic means 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 and relevant MCA Circulars which permitted the holding of Annual General Meeting of Companies through Video Conferencing / Other Audio Visual Means (OAVM), for the Annual General Meeting of Hella India Lighting Limited held on Friday, the 15<sup>th</sup> day of September 2023, at 03.00 P.M.**

Respected Sir,

I, Priyanka Goel, Practicing Company Secretary and Partner of M/s J. K. Gupta & Associates, Company Secretaries, having office at 257, Vardhman City Centre-2, Near Shakti Nagar Railway under Bridge, New Delhi-110052 was appointed as the Scrutinizer by the Board of Directors of **Hella India Lighting Limited** ("the Company") in their meeting held on 08<sup>th</sup> August 2023, pursuant to the provisions of Section 108 of Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 to scrutinize the process of Voting by electronic means conducted in respect of the resolutions as set out in the Notice dated 08 August, 2023 convening the Annual General Meeting of the members of the Company for the Financial Year 2023-2024, held on **Friday, the 15<sup>th</sup> day of September 2023, at 03.00 P.M.** through Video Conferencing (VC)\Other Audio-Visual Means (OVAM) in accordance with the relevant circulars issued by the Ministry of Corporate Affairs (MCA).

The Management of the Company ensured the compliance with the requirements of the Companies Act, 2013, Rules framed thereunder and relevant MCA Circulars relating to the process of voting by electronic means on the resolutions contained in the Notice of the Annual General Meeting of the members of the Company. I as a scrutinizer engaged for the electronic voting process conducted for the Annual General Meeting and to make a Scrutinizer report of the Votes Cast "in favor" or "against" the resolutions as stated below, based on the report generated by Link Intime India Private Limited, the authorized agency engaged by the Company to provide e-voting facilities.



J. K. Gupta & Associates

*[Handwritten signature]*

Partner

*Re: Hella India Lighting Limited*

The result of the voting by electronic means conducted for the Annual General Meeting in respect of the mentioned items/resolutions are as under:

**ORDINARY BUSINESS**

**ITEM NO. 1: TO RECEIVE, CONSIDER AND ADOPT THE AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2023, TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND THE AUDITORS THERON.**

**(a) Voted in Favor of the Resolution:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	15	3171429	99.79%	85.17%
Electronic Voting at the Meeting	2	5005	0.16%	0.13%
<b>Total</b>	<b>17</b>	<b>3,176,434</b>	<b>99.95%</b>	<b>85.3%</b>

**(b) Voted against the Resolution:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	6	26	0%	0%
Electronic Voting at the Meeting	1	1575	0.05%	0.04%
<b>Total</b>	<b>7</b>	<b>1601</b>	<b>.05%</b>	<b>.04%</b>



J. K. Gupta & Associates

Partner

## Re: Hella India Lighting Limited

## (c) Invalid Votes:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	-	NIL	NIL	NIL
Electronic Voting at the Meeting	-	NIL	NIL	NIL
<b>Total</b>	-	NIL	NIL	NIL

**ITEM NO. 2: TO APPOINT A DIRECTOR IN PLACE OF MR. CHRISTOPH BORIS SOHNCHEN (DIN 09021769), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**

## (a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	15	3171429	99.79%	85.17%
Electronic Voting at the Meeting	2	5005	0.16%	0.13%
<b>Total</b>	<b>17</b>	<b>3,176,434</b>	<b>99.95%</b>	<b>85.3 %</b>



J. K. Gupta &amp; Associates

Partner

Re: Hella India Lighting Limited

## (b) Voted against the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	6	26	0%	0%
Electronic Voting at the Meeting	1	1575	0.05%	0.04%
<b>Total</b>	<b>7</b>	<b>1601</b>	<b>.05%</b>	<b>.04%</b>

## (c) Invalid Votes:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	-	NIL	NIL	NIL
Electronic Voting at the Meeting	-	NIL	NIL	NIL
<b>Total</b>	<b>-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**ITEM NO. 3: TO APPOINT A DIRECTOR IN PLACE OF MR. STEFAN VAN DALEN (DIN 09675112), WHO RETIRES BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT.**



J. K. Gupta &amp; Associates

A handwritten signature in blue ink, appearing to read "J. K. Gupta", written over a diagonal line.

Partner

## Re: Hella India Lighting Limited

## (a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	15	3171429	99.79%	85.17%
Electronic Voting at the Meeting	2	5005	0.15%	0.13%
<b>Total</b>	<b>17</b>	<b>3,176,434</b>	<b>99.95%</b>	<b>85.3%</b>

## (b) Voted against the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	6	26	0%	0%
Electronic Voting at the Meeting	1	1575	0.05%	0.04%
<b>Total</b>	<b>7</b>	<b>1601</b>	<b>.05%</b>	<b>.04%</b>

## (c) Invalid Votes:

Mode of Voting	Number of members	Number of Votes Cast (shares)



J. K. Gupta &amp; Associates

Partner

Re: Hella India Lighting Limited

	voted through remote e-voting and electronic voting system at the meeting	No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	-	NIL	NIL	NIL
Electronic Voting at the Meeting	-	NIL	NIL	NIL
<b>Total</b>	-	NIL	NIL	NIL

**SPECIAL BUSINESS:**

**ITEM NO. 4: TO CONSIDER AND APPROVE THE APPOINTMENT OF MR. RASIK MAKKAR (DIN 00104285) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:**

**(a) Voted in Favor of the Resolution:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	15	3171429	99.79%	85.17%
Electronic Voting at the Meeting	2	5005	0.15%	0.13%
<b>Total</b>	<b>17</b>	<b>3,176,434</b>	<b>99.95%</b>	<b>85.3%</b>

**(b) Voted against the Resolution:**

Mode of Voting	Number of members	Number of Votes Cast (shares)



J. K. Gupta &amp; Associates

Partner

Re: Hella India Lighting Limited

	voted through remote e-voting and electronic voting system at the meeting	No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	6	26	0%	0%
Electronic Voting at the Meeting	1	1575	0.05%	0.04%
<b>Total</b>	<b>7</b>	<b>1601</b>	<b>.05%</b>	<b>.04%</b>

## (c) Invalid Votes:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	-	NIL	NIL	NIL
Electronic Voting at the Meeting	-	NIL	NIL	NIL
<b>Total</b>	<b>-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**ITEM NO. 5: TO CONSIDER AND RATIFY REMUNERATION OF COST AUDITOR PAYABLE FOR THE FINANCIAL YEAR 2023-24.**

## (a) Voted in Favor of the Resolution:

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	15	3171429	99.79%	85.17%



J. K. Gupta &amp; Associates

  
Partner

*Re: Hella India Lighting Limited*

Electronic Voting at the Meeting	2	5005	0.15%	0.13%
<b>Total</b>	<b>17</b>	<b>3,176,434</b>	<b>99.95%</b>	<b>85.3%</b>

**(b) Voted against the Resolution:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	6	26	0%	0%
Electronic Voting at the Meeting	1	1575	0.05%	0.04%
<b>Total</b>	<b>7</b>	<b>1601</b>	<b>.05%</b>	<b>.04%</b>

**(c) Invalid Votes:**

Mode of Voting	Number of members voted through remote e-voting and electronic voting system at the meeting	Number of Votes Cast (shares)		
		No.	Percentage of Vote Cast (w.r.t. Present and Voted)	Percentage of Vote Cast (w.r.t. Total Number of Shares)
Remote E-Voting	-	NIL	NIL	NIL
Electronic Voting at the Meeting	-	NIL	NIL	NIL
<b>Total</b>	<b>-</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**Notes:**

- 1) The Company has issued 552,313 equity shares by way of preferential allotment in favour of its holding company, Hella Holding International GmbH, Germany. The number of votes cast in favour of all the 5 resolutions as stated above is 3,171,429 equity shares, which includes these





*Re: Hella India Lighting Limited*

**552,313 equity shares that have been allotted by the Board of Directors, however the issuance of these equity shares in dematerialized form is still pending, being under process.**

**2) All the above-mentioned Five resolutions are passed with requisite majority.**

Thanking you  
Yours faithfully

**For J. K. Gupta & Associates  
(Company Secretaries)**

*J. K. Gupta & Associates*

Partner

**ACS Priyanka Goel  
(Partner)  
C.P. No. 15868  
M. No. 34403  
PR No.: PR-902/2020  
UDIN: A034403E001022434**

**Date: 18.09.2023  
Place: Delhi**

**Acknowledgement receipt of the Report  
For and on behalf of "HELLA INDIA LIGHTING LIMITED."**

*Ravi Chhabra*

**Ravi Chhabra  
Director – Non-Executive &  
Chairman of 63<sup>rd</sup> AGM  
DIN: 01383397**



**Date: 18.09.2023  
Place: Gurugram**