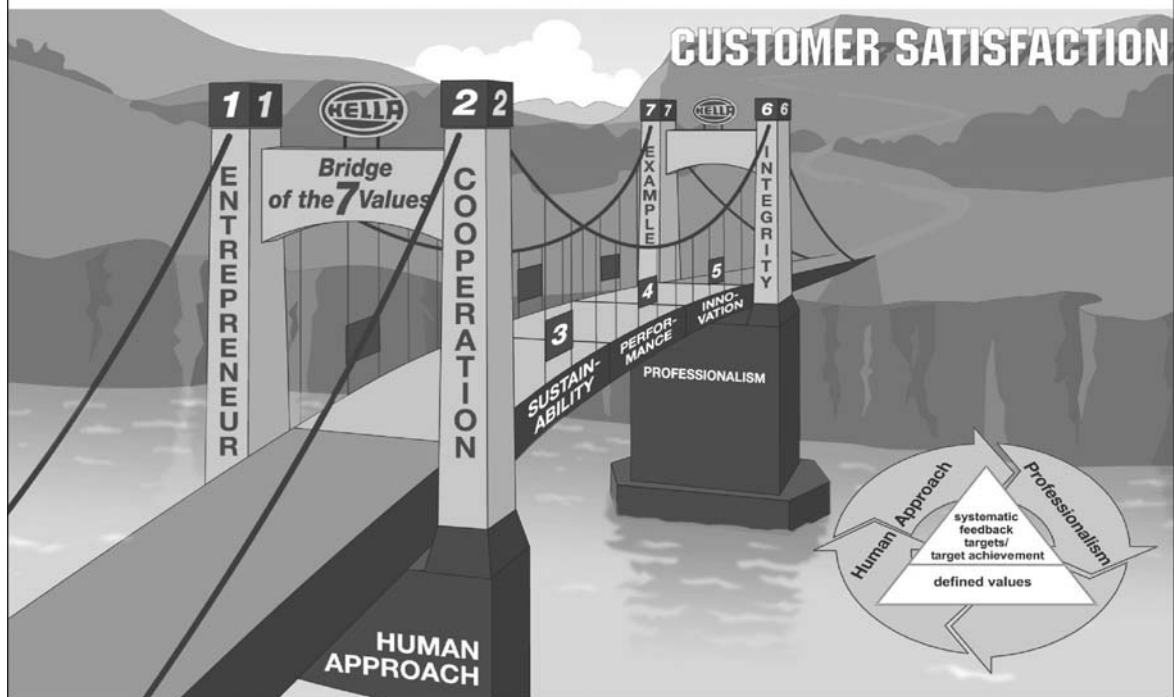




52nd ANNUAL
REPORT 2011-12

HELLA INDIA LIGHTING LIMITED



From the Managing Director's Desk

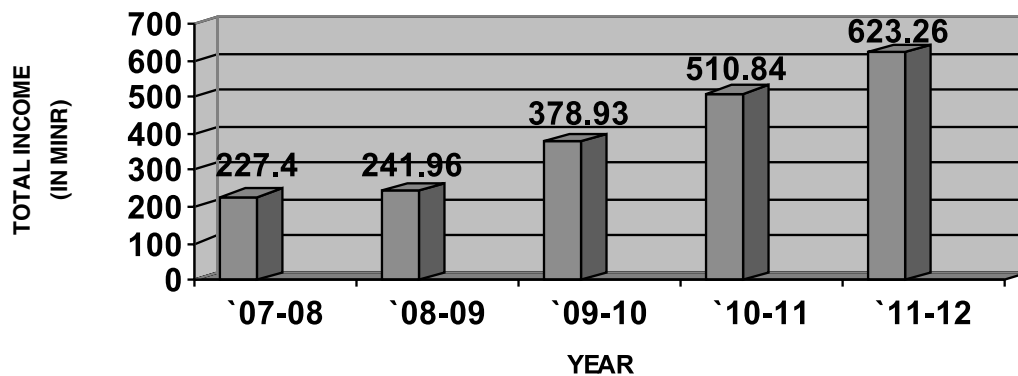


Dear Shareholders,

It gives me immense pleasure and privilege to communicate to you again at the occasion of 52nd Annual General Meeting of the Company. I wish to take this opportunity to share the vision of Hella community to become the market leaders in all the chosen market space in this country. For this, employees of your company have been contributing to bring synergy among various developments and hence achieve very high level of effectiveness & efficiency to fulfill our vision. This year we repositioned our vision statement for Hella India Lighting Limited (HIL) as "Technology of Tomorrow for the life of Today on Indian Roads". With our Full LED tail lamp, safety lights, we are targeting to become active player to ensure road safety and reduce alarming level of road accident deaths in our country.

I am pleased to inform you that your company has maintained its high sales growth path and good performance of the Company has been continued for the year 2011-2012. Many of the initiatives taken by the Company for achieving competitiveness and sustainable growth have begun yielding encouraging results.

GROWTH STORY



With my sincere appreciation to our all employees, I hope with their continuous support, we would be able to take new initiatives for achieving competitiveness and growth in the year 2012-13.

Further, I am also expecting the same level of efforts, inputs and nourishing suggestions from the Board Members and management team because of which we delivered the value to our customers and stakeholders each day.

Seeking your usual support for executing Hella's growth strategy.

Best regards,

Sd/-
(Rama Shankar Pandey)
Managing Director

HELLA INDIA LIGHTING LIMITED



BOARD OF DIRECTORS

Mr. Rama Shankar Pandey	: Managing Director
Mr. Christof Johannes Droste	: Director
Dr. Gunther Schmidt	: Director
Mr. Akhilesh Kumar Maheshwari	: Director
Mr. Guido Johannes Christ	: Director
Mr. Avinash Razdan Bindra	: Director

AUDIT COMMITTEE MEMBERS

Mr. Rama Shankar Pandey
Mr. Akhilesh Kumar Maheshwari
Mr. Guido Johannes Christ
Mr. Avinash Razdan Bindra

SHARE HOLDERS' GRIEVANCE COMMITTEE MEMBERS

Mr. Rama Shankar Pandey
Mr. Akhilesh Kumar Maheshwari
Mr. Guido Johannes Christ
Mr. Avinash Razdan Bindra

COMPANY SECRETARY

Mr. Sarvesh Upadhyay

AUDITORS

B S R & Co.
Chartered Accountants,
Gurgaon

BANKERS

- Canara Bank
- Deutsche Bank
- State Bank of Patiala
- Union Bank of India
- HDFC Bank
- Bank of India
- Punjab National Bank

REGISTERED OFFICE

B-13, Badarpur Extension,
New Delhi - 110044

UNITS

- Ambala Chandigarh Road, Derabassi,
Distt. Mohali, Punjab-140507
- Khewat Number 240/220, Kila Number 17/6,
Badshahi Road, Surat Nagar - II,
Gurgaon, Haryana - 122001

LISTING OF EQUITY SHARES

- The Delhi Stock Exchange Association Ltd.
DSE House, 3/1, Asaf Ali Road,
New Delhi - 110002
- Bombay Stock Exchange Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400001

ANNUAL GENERAL MEETING

Saturday, 29th September 2012 at 9:30 A.M.
at Vyayam Shala, Village Jhuljhuli, P.O. Ghumanhera,
New Delhi - 110073

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
(formerly Intime Spectrum Registry Limited)
A-40, 2nd Floor, Naraina Industrial Area, Phase-II,
Near Batra Banquet Hall,
New Delhi - 110028

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NOTICE

Notice is hereby given that the 52nd Annual General Meeting of the members of Hella India Lighting Limited will be held at Vyayam Shala, Village Jhuljhuli, P.O. Ghumanhera, New Delhi - 110073 on 29th September 2012, Saturday at 9:30 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2012, Profit & Loss Account for the period ended on that date and the reports of the Board of Directors' and Auditor's thereon.
2. To appoint Statutory Auditors and to fix their remuneration.

"RESOLVED THAT M/s B S R & Co., Chartered Accountants (Membership No 101248W), Gurgaon, the Statutory Auditors of the Company, who retires at the conclusion of the 52nd Annual General Meeting, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 52nd Annual General Meeting till the conclusion of 53rd Annual General Meeting of the Company at the following remuneration;

Statutory Audit fees	- ₹ 1,300,000/-
Tax Audit fees	- ₹ 120,000/-
Other matters	- ₹ 500,000/-
Out of pocket expenses	- ₹ 160,000/-

SPECIAL BUSINESS:

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

"RESOLVED THAT Mr. Guido Johannes Christ, who was appointed with effect from 1st October 2010 as a Director in Casual Vacancy, in terms of Article 132 of the Articles of Association read with Section 262 of the Companies Act, 1956, due to resignation of Mr. Carsten Hernig and in respect of whom the company has, pursuant to Section 257 of the Companies Act, 1956, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director and Mr. Sarvesh Upadhyay - Company Secretary of the Company be and are hereby severally authorized to file necessary E-forms with Ministry of Corporate Affairs and to do all other acts, deeds and things as may be necessary in this regard."

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

"RESOLVED THAT Dr. Gunther Schmidt, who was appointed with effect from 1st October 2010 as a Director in Casual Vacancy, in terms of Article 132 of the Articles of Association read with Section 262 of the Companies Act, 1956, due to resignation of Mr. Constantin Von Buelow and in respect of whom the company has, pursuant to Section 257 of the Companies Act, 1956, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director and Mr. Sarvesh Upadhyay - Company Secretary of the Company be and are hereby severally authorized to file necessary E-forms with Ministry of Corporate Affairs and to do all other acts, deeds and things as may be necessary in this regard."

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

"RESOLVED THAT Mr. Christof Johannes Droste, who was appointed with effect from 30th May 2012 as a Director in Casual Vacancy, in terms of Article 132 of the Articles of Association read with Section 262 of the Companies Act, 1956, due to resignation of Mr. Stephan Gerres and in respect of whom the company has, pursuant to Section 257 of the Companies Act, 1956, received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director and Mr. Sarvesh Upadhyay - Company Secretary of the Company be and are hereby severally authorized to file necessary E-forms with Ministry of Corporate Affairs and to do all other acts, deeds and things as may be necessary in this regard."

6. To consider and if thought fit, to pass the following resolution as a Special Resolution with or without modification(s):

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310, Schedule XIII and other applicable provisions of the Companies Act, 1956, subject to the approval of Central Government, if required, and such other sanctions and approvals as may be required, the appointment of Mr. Rama Shankar Pandey be and is hereby approved for a period of 3 years w.e.f. 1st January 2012 till 31st December 2014 on the following remuneration:

Gross Salary : ₹44,00,000 p.a. (Basic shall not exceed 45% of Gross Salary i.e. ₹19,80,000 p.a.)

Variable Bonus : Maximum upto annual basic

Conveyance : At Actuals

RESOLVED FURTHER THAT Dr. Gunther Schmidt - Director of the Company be and is hereby authorized to decide the various components of the remuneration payable to Mr. Rama Shankar Pandey within the limits, approved by the Shareholders from time to time, in consultation with Mr. Rama Shankar Pandey.

RESOLVED FURTHER THAT an annual increment of 20% in the gross salary, be and is hereby approved for the second year and also for third year.

RESOLVED FURTHER THAT Mr. Pandey shall carry out all his duties subject to supervision, control and direction of the Board of Directors of the Company".

7. To consider and if thought fit, to pass the following resolution as a Special Resolution with or without modification(s):

"RESOLVED THAT pursuant to Section 372A of the Companies Act 1956, and any other provisions applicable for the time being in force, consent of the members of the company be and are hereby accorded to approve the unsecured loan of INR 100 million (₹10 Crore) at the interest rate of 11% per annum for three years to Hella India Automotive Private Limited (Formerly known as Hella India Electronics Private Limited).

RESOLVED FURTHER THAT consent of the members is also hereby given to rectify all the actions taken by authorized persons of the company in this regard."

By Order of the Board
For Hella India Lighting Limited

Sd/-
Sarvesh Upadhyay
Company Secretary

Place : Gurgaon
Date : 14th August 2012

NOTES:

- A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- The instrument(s) appointing the proxy, if any, should be delivered at the registered office of the Company at B-13, Badarpur Extension, New Delhi-110 044, not less than 48 (forty eight) hours before the commencement of the meeting and in default, the instrument of proxy shall be treated as invalid. Proxies shall have the right to vote only on the poll, if demanded at the meeting.
- The Register of Members and Share Transfer Books of the Company shall remain close for a period of 6 days, from 10th September 2012 to 15th September 2012 (both days inclusive).
- 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), A-40, Naraina Industrial Area, Phase-II, 2nd Floor, Near Batra Banquet Hall, New Delhi - 110028.
- 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.

HELLA INDIA LIGHTING LIMITED



INFORMATION REQUIRED TO BE FURNISHED UNDER THE LISTING AGREEMENT:

As required under the listing agreement, the particulars of Directors who are proposed to be appointed / re-appointed are given below:

1. Name : Mr. Guido Johannes Christ,
Qualification : Mechanical Engineering and German Diploma (Comparable to M.Eng.) with focus on Turbo machinery
Brief Profile : Mr. Guido Johannes Christ is approx 60 years old and having approx 37 years of rich experience in Research and Development of Mechanical power transmission components, Sales & Marketing of power transmission components and managing Strategic Business unit.
Shareholding in the Company : Nil
Other Directorships : Nil
He is also a member of Audit Committee, Shareholders' Grievance Committee, Share Transfer Committee and Remuneration Committee of the Company.
2. Name : Dr. Gunther Schmidt,
Qualification : Dr.-Ing.
Brief Profile : Dr. Gunther Schmidt is approx 41 years old and having decades of rich experience in leading positions with Design, Development and managing the SOE Business Division.
Shareholding in the Company : Nil
Other Directorships : Nil
He is also a member of Remuneration Committee of the Company.
3. Name : Mr. Christof Johannes Droste,
Qualification : Studies Communication Engineering, Degree Dissertation, CEAG (computer power supplies) and Soest.
Brief Profile : Mr. Christof Johannes Droste is approx 51 years old and having approx 25 years of rich experience in Design and development of products, supply chain management, pioneer in managing business of aftermarket division, product management, purchase etc.
Shareholding in the Company : Nil
Other Directorships : Hella Saturnus Slovenia
He is also a member of Remuneration Committee of the Company.

By Order of the Board
For Hella India Lighting Limited

Place : Gurgaon
Date : 14th August 2012

Sd/-
Sarvesh Upadhyay
Company Secretary

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956**Item No. 3**

The members may be informed that Mr. Guido Johannes Christ was appointed with effect from 1st October 2010, to fill the casual vacancy created by the resignation of Mr. Carsten Hernig on 10th September 2010, in terms of Article 132 of the Articles of Association read with Section 262 of the Companies Act, 1956.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member signifying the intention to propose the name of Mr. Guido Johannes Christ as a Director, along with a deposit of ₹500/-

The Board of Directors recommends the Resolution for approval by the members.

None of the Directors except Mr. Guido Johannes Christ, being himself, is interested or concerned in the resolution.

Item No. 4

The members may be informed that Dr. Gunther Schmidt was appointed with effect from 1st October 2010, to fill the casual vacancy created by the resignation of Mr. Constantin Von Buelow on 10th September 2010, in terms of Article 132 of the Articles of Association read with Section 262 of the Companies Act, 1956.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member signifying the intention to propose the name of Dr. Gunther Schmidt as a Director, along with a deposit of ₹500/-

The Board of Directors recommends the Resolution for approval by the members.

None of the Directors except Dr. Gunther Schmidt, being himself, is interested or concerned in the resolution.

Item No. 5

The members may be informed that Mr. Stephan Gerres has resigned with effect from 29th May 2012. To fill the casual vacancy, Mr. Christof Johannes Droste was appointed as a Casual Director with effect from 30th May 2012, in terms of Article 132 of the Articles of Association read with Section 262 of the Companies Act, 1956.

The Company has received a notice under Section 257 of the Companies Act, 1956, from a member signifying the intention to propose the name of Mr. Christof Johannes Droste as a Director, along with a deposit of ₹500/-

The Board of Directors recommends the Resolution for approval by the members.

None of the Directors except Mr. Christof Johannes Droste, being himself, is interested or concerned in the resolution.

Item No. 6

The members may be informed that the tenure of Mr. Rama Shankar Pandey as a Managing Director was expired on 31st December 2011, therefore, Board of Directors in their meeting held on 14th November 2011, has already re-appointed Mr. Rama Shankar Pandey as Managing Director for 3 years with effect from 1st January 2012 to 31st December 2014.

Remuneration Committee of the Company and your Directors has approved the said appointment and remuneration of Mr. Rama Shankar Pandey.

The Company has also not made any default in repayment of any of its debts (including public deposits) or debenture or interest payable thereon for a continuous period of thirty days in the preceding financial year before the date of appointment of Mr. Rama Shankar Pandey as Managing Director.

The Board of Directors recommends the said resolution for approval by the members.

None of the Directors except Mr. Rama Shankar Pandey, being himself, is interested or concerned in the resolution.

Information as required by the Schedule XIII, Section - II (C) of the Companies Act, 1956**I. GENERAL INFORMATION**

- (1) Nature of Industry: Your Company is engaged in the manufacturing of Automotive Components.
- (2) Date of Commencement of Commercial Production : June 1982
- (3) Expected date of commencement of activity as per project approved by the financial institution : N.A.
- (4) Financial Performance of the Company for Financial Year 2011-2012

Particulars	Amount (₹)
Net Sales	58,35,43,433
Other Income (including operating revenue)	3,97,20,021
Total Expenditure	65,48,09,586
Loss before Tax	3,15,46,132
Net Loss	3,16,20,132

- (5) Export Performance: During the Financial Year 2011-2012, the total exports of the Company was ₹ 4,84,61,254.
- (6) Foreign Investments or Collaborators: M/s Reinhold Poersch GmbH, Germany is having 51% Equity Share Holding in the Company.

II. INFORMATION ABOUT MR. RAMA SHANKAR PANDEY, APPOINTEE**1) Background details**

Name	Mr. Rama Shankar Pandey
Father's Name	Shri Shambhu Nath Pandey
Age	35 years
Qualification	B.Tech, Diploma in Business Finance and Executive General Management
Past Experience	Approx 15 years of rich experience in automotive components Industry.
Other Directorships	Nil

2) Past Remuneration :

Mr. Rama Shankar Pandey was appointed as Managing Director in your Company with effect from 1st January 2010 for 2 years. A remuneration of upto ₹ 40.05 Lakhs per annum was approved by Shareholders and Central Government till 31st December 2011.

Thus, past remuneration of Mr. Rama Shankar Pandey, as on 31st December 2011, was ₹ 40.05 Lakhs per annum.

3) Recognitions and awards :

Mr. Rama Shankar Pandey has been recognized and awarded by Hella Headquarters in Germany several times for his efforts.

4) Job Profile and his suitability:

Mr. Rama Shankar Pandey will be responsible for overall day to day management of the Company and shall be vested with substantial power of management of Company's affairs under the supervision and control of the Board of Directors of the Company. Considering the vast and versatile experience of Mr. Rama Shankar Pandey and also his performance during last 2 years, he is very much suitable for the job profile.

5) Remuneration Proposed :

It is proposed to appoint Mr. Rama Shankar Pandey for the period of three years starting from 1st January 2012 to 31st December 2014. Keeping in view of his roles and responsibilities in the Company, it is proposed to provide him salary of ₹44,00,000/- p.a. for calendar year 2012 with an annual increment of upto 20% in the gross salary for rest of the two subsequent years subject to necessary approvals. You may also like to note that in addition to above, he would also be entitled for variable bonus upto his annual basic salary which is at present limited to ₹19,80,000 per annum.

6) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:

The proposed remuneration would be commensurate if compared with the similar industries having similar size, business volume, profit etc.

7) Pecuniary relationship with the Company or relationship with Managerial personnel, if any:

Apart from his remuneration, he doesn't have any other pecuniary relationship with the company.

III. OTHER INFORMATION**1) Reasons of loss or inadequate profits:**

The Company is passing by through a very critical phase. It is important to continuously develop new products with economies of scale to survive in this most competitive environment. Thus, The Company is investing money for their future projects and some of these expenses are having direct impact on profit. The Company also needs to reduce its expenses and increase sales.

2) Steps taken or proposed to be taken for improvement:

The performance of the Company is improving year by year now. Company is investing money for their future projects. The company is expecting to reap the benefit of its current investment in the future. After taking over as Managing Director by Mr. Rama Shankar Pandey, the Company has increased its turnover manifold and it is expected to improve further and have adequate profits in the years to come.

HELLA INDIA LIGHTING LIMITED



- 3) Expected increase in productivity and profits in measurable terms:

Expected net sales in 2012-13 is expected to be as follows:

Financial Year	Expected Net Sales (₹ in Crores)	Expected Profit/(loss) (₹ in Crores)
2012-13	78.21	(1.131)
2013-14	113.71	0.034
2014-15	176.25	7.140

IV. DISCLOSURES

- 1) The remuneration package of Mr. Rama Shankar Pandey is as follows:

Remuneration Package

Name of the Employee : Mr. Rama Shankar Pandey (Managing Director)

Amount (INR)

S.No.	Salary Component	Revised Salary (Per Month)	TOTAL (Per Annum)
1	Basic	165000	1980000
2	HRA	82500	990000
3	Education Research Allowance	40000	480000
4	SRA	25000	300000
5	Children Education Allowance	8000	96000
	TOTAL (A) Gross	320500	3846000
REIMBURSEMENTS			
1	Medical	3500	42000
2	LTA	22865	274380
	TOTAL (B)	26365	316380
OTHER BENEFITS			
1	PF	19800	237600
	TOTAL (C)	19800	237600
	TOTAL CTC (A+B+C)	366665	4399980

- Apart from the above remuneration package, Mr. Rama Shankar Pandey shall also be eligible for reimbursement of conveyance expenses at actuals.
- Variable bonus will be paid to Mr. Rama Shankar Pandey with a maximum ceiling limit of annual basic salary.

Item No. 7

Your company had received a request from sister concern Hella India Automotive Private Limited (Formerly known as Hella India Electronics Private Limited) for a loan of ₹100 Million. After reviewing the application closely and after necessary due diligence of the applicant company's financials, your directors in their meeting held on 10th February 2012, had approved an Inter Company Loan of INR 100 million (₹10 Crore) at the interest rate of 11% per annum for a period of three years. The loan was disbursed on 4th April 2012 and borrower has an option for pre-payment any time within the period of three years. The loan is unsecured in nature, however, your directors, after taking into the consideration the financials and business plans of borrower Company, found that the safety of the said loan is reasonably satisfactory.

The loan disbursed along with other investments are not in excess of the limits prescribed under Sub Section (1) of Section 372(A), hence the Company has not opted for passing this resolution through postal ballot.

The Board of Directors recommends the said resolution for approval by the members.

None of the Directors are interested or concerned in the resolution.

By Order of the Board
For Hella India Lighting Limited

Sd/-
Sarvesh Upadhyay
Company Secretary

Place : Gurgaon
Date : 14th August 2012

DIRECTORS' REPORT

To,
The Members,

Your Directors are pleased to present the 52nd Annual Report and the Audited Accounts for the year ended March 31, 2012.

FINANCIAL RESULTS

The financial performance of the Company for the financial year ended March 31, 2012 is summarized below:

	CURRENT YEAR ENDED 31.03.2012	PREVIOUS YEAR ENDED 31.03.2011
Profit/(Loss) after tax but before Depreciation & Interest	(164.12)	2822.82
Less: Interest	9.18	47.23
Profit/(Loss) after tax & Interest but before Depreciation	(173.30)	2775.59
Less: Depreciation	142.90	210.92
Profit/(Loss) after tax, Interest & Depreciation	(316.20)	2564.67
Balance Brought forward	(1205.99)	(3770.66)
Transfer from General Reserve to Profit & Loss Account	Nil	Nil
Balance carried over to the Balance Sheet	(1522.19)	(1205.99)

OPERATIONAL PERFORMANCE

During the period under review for 12 months, the company achieved a net sales turnover of ₹ 5857.45 lakhs as compared to the previous year ₹ 4831.03 Lakhs. The net loss during the period under report amounts to ₹ 316.20 lakhs as compared to the previous year's net profit of ₹ 2564.67 Lakhs.

DIVIDEND

The Company has operational losses during the year and considering the huge accumulated losses of past years your Directors do not recommend any dividend.

SUBSIDIARIES

The operations in M/s Chetan Genthe & Co. Pvt. Ltd. (Chetan) and M/s Bitoni Lamps Ltd. (Bitoni), subsidiaries of the Company had been discontinued since financial year 2006-07. With effect from 8 June 2011, Chetan has been struck off from the Register of Companies (ROC) and that company stands dissolved. In case of Bitoni, based on the correspondence with the ROC, the dissolution and striking off of this company by the ROC is imminent. Your company has accordingly decided not to consolidate the financial statements of Bitoni as required by the Listing Agreement with the stock exchange. We wish to confirm that there is no material impact on the Company's consolidated turnover, consolidated net profit after tax and consolidated earnings per share for the year ended 31 March 2012 as compared to the stand alone turnover, net profit after tax and earnings per share of the Company.

DIRECTORS

Mr. Anil Sultan had vacated the office of Alternate Director on 26th May 2011 on the return of Mr. Stephan Gerres in the state of Haryana where the meeting of the Board of Directors ordinarily held. Further, Mr. Anil Sultan was again appointed as an Alternate Director to Mr. Stephan Gerres by the directors in their meeting held on 30th May 2011.

To strengthen the Board, Mr. Avinash Razdan Bindra was appointed as an Additional Director on 30th May 2011 who was later on regularized by the shareholders in their meeting held on 30th August 2011.

On 20th September 2011, Mr. Anil Sultan, due to his preoccupation, resigned from the Board as an Alternate Director. The Board wish to place on record their appreciation for the valuable knowledge, skills and support provided and shared by Mr. Anil Sultan during his tenure.

Since the tenure of Mr. Rama Shankar Pandey was only upto 31st December 2011 as Managing Director of the Company, the Board of Directors, in their meeting held on 14th November 2011, reappointed him as Managing Director for 3 years with effect from 1st January 2012.