



HELLA INDIA LIGHTING LTD
ANNUAL REPORT
2013-2014



HELLA INDIA LIGHTING LTD.

SOE & IAM PRODUCT PORTFOLIO

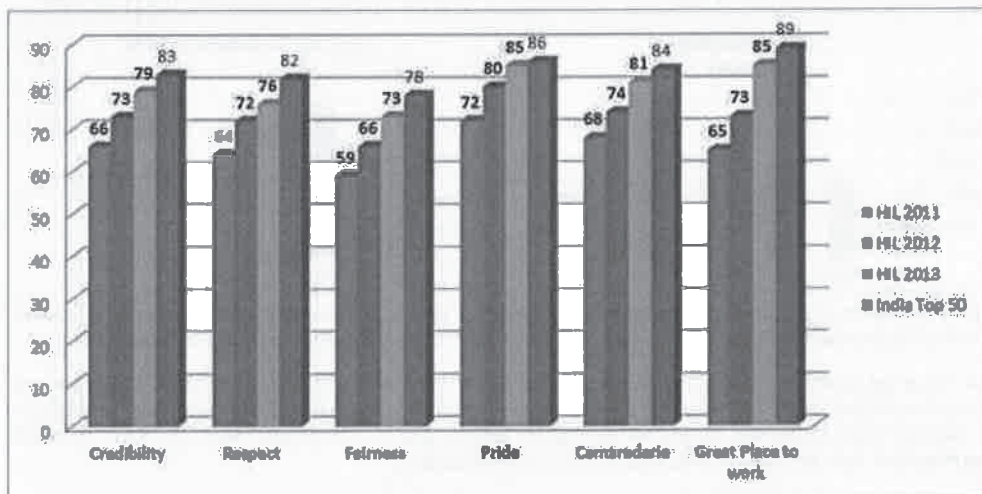
| | | | | | |
|--|--|--|--|---|--|
|  |  |  |  |  |  |
| Module 90 (High Beam) | Module 90 (Low Beam) | Module 90 (Fog Lamp) | Module 60 (High Beam) | Module 60 (Low Beam) | Module 60 (Work Lamp) |
|  |  |  |  |  |  |
| LED Tail Lamp | 90mm Rear Lamp(Bulb) | LED Plough Lamp(700/1200/1800 lm) | Work Lamp W394 | Decorative Lamp (LED) | End-Outline Marker Lamp |
|  |  |  |  |  |  |
| Fog Lamp | Hazard Warning Switch | ON-OFF Switch | Comet 500 (Driving & Fog) | Comet 450 (Driving & Fog) | Comet 550 (Driving & Fog) |

| | | | | | |
|---|---|---|---|--|---|
|  |  |  |  |  |  |
| Disc Horn (Red Grill) | Trumpet (TE 16) | Two Wheeler Horn (Mach 33) | High Performance Horn (Vibrosonic) | Premium Trumpet (Chrome) | Day Time Running Light |
|  |  |  |  |  |  |
| Premium Head Lamp for CV | Rallye Light | Premium Head Lamp for CV | Relay System | Halogen Bulb | Spark Plug |
|  |  |  |  |  |  |
| Radiator | A/C Part | Test Equipment (Beamsetter) | Wiper Blade | Battery Cut-OFF Switch | Dipper Switch |

HELLA INDIA LIGHTING LIMITED - A Great Place to Work



Your Company (HIL) had participated in the survey of "Great place to work" in the year 2011 to 2013. Your Company is pleased to share the outcome of the said survey which is presented in the below graph. It is a matter of pride for your Company to compete with India's top 50 Companies who are following best practices for their employees. We are endeavored to provide the platform to employees for self-development and grooming in personal and professional life. "It takes two to tango", we are trying our best to keep our employees happy and we are sure that we are getting the same. It is now visible in the numbers also this year as explained in detail in financials of the Company.



Dear Shareowners,

It gives me immense pleasure once again to reach you and share my thoughts with the owners of the Company.

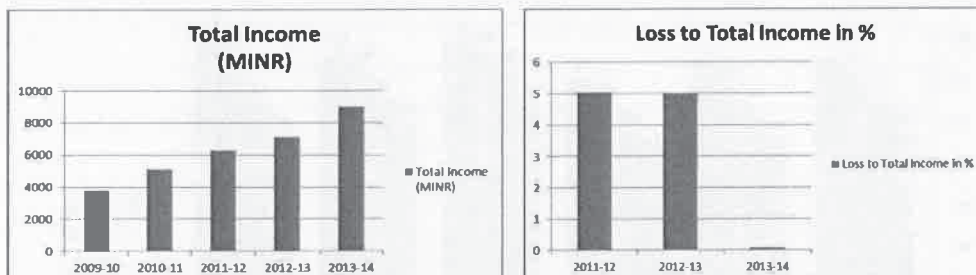
"When going gets tough, tough gets going". It is so true for your Company. The financial year 2013-14 was one of the best years in last decade for your Company. It looks "too good to believe". The combined efforts of the entire workforce started to show the results. Your Company has started recovering slowly the losses incurred in the previous years. The last quarter of the financial year had shown tremendous results and company had achieved profit also.

"Trust and Challenge" among the employees is creating a solid base for the Company on which future direction of the Company would be framed.

The evolution of the Company in last few years is both interesting and inspiring. It has witnessed a huge transformation of the automobile sector over the years in India, the Company has tried to deliver consistently best value to customers over the life cycle of the product and created a loyal customer base. The leadership team has built a culture of customer obsession & empathy, objectivity, Company-first, team spirit, honesty, efficient and rigor. I am indebted to the leaders in this Company for this strong and rich legacy.

We focused and believe in technology jump, market leader, efficient and effectiveness, zero tolerance practices. With all these policies and practices, we are able to make ourselves different with others and sustain with this changing environment. We also believe that with our all these innovative ideas we will achieve our vision and mission.

A comparative chart of past years total income and loss to total income in % is shown herein below.



The increase in total Income in the financial year 2013-14 was pioneered by increase in export sales followed by increase in local sales. The same has also resulted in better operational results.

We have set really a challenging and ambitious target for the financial year 2014-15 which we are sure to achieve. Your Company has developed right platform to achieve the targets. Base is set with various product launches, favorable market indicators and stable government. With the focused approach, we are sure we will be able to touch new heights.

I am grateful to the Board of Directors for their unwavering support and guidance. I would also like to express my gratitude to all our stakeholders, who have reposed their trust in us and given us their constant support.

Thanking You and Best Regard

Sd/-
Rama Shankar Pandey
Managing Director
(DIN: 02848326)

HELLA INDIA LIGHTING LIMITED



BOARD OF DIRECTORS

(In alphabetical order)

Mr. Avinash Razdan Bindra

(Non-Executive Independent Director)

Mr. Christof Johannes Droste

(Non-Executive Director)

Mr. Guido Johannes Christ

(Non-Executive Independent Director)

Dr. Gunther Schmidt

(Non-Executive Director)

Mr. Rama Shankar Pandey

(Managing Director)

COMPANY SECRETARY

Mr. Sarvesh Kumar Upadhyay

REGISTERED OFFICE

B-13, Badarpur Extension,
New Delhi - 110044

MANUFACTURING UNIT – I

AT AMBALA

Ambala.Chandigarh Road, Derabassi-140507, Punjab

MANUFACTURING UNIT – II¹

Village Mahiwala, Derabassi, Punjab

MANUFACTURING UNIT – III

AT CHENNAI

Door/Plot No. 33 (Survey No. 515), Situated at No 50,
Madhavaram Village, Ambattur Taluk, Madhavaram Taluk,
Thiruvallur District, Chennai

UNIT - IV

MANUFACTURING & TRADING WAREHOUSE

AT GURGAON

Khewat Number 240/220, Kila Number 17/6,
Badshahi Road, Surat Nagar – II,
Gurgaon-122001, Haryana

UNIT – V

TRADING WAREHOUSE

AT - PUNE

Chambli Phata, Chambli Gaon Road
Opp. Vitthal Nagar, Chakan
Distt. Pune – 410501, Maharashtra

BANKERS

HDFC Bank

Deutsche Bank

State Bank of Patiala

Union Bank of India

Canara Bank

LISTING OF EQUITY SHARES²

Bombay Stock Exchange Limited

Phiroze Jeejeebhoy Towers

Dalal Street, Mumbai – 400001

(Scrip Code – 520026)

The Delhi Stock Exchange Association Ltd.

DSE House, 3/1, Asaf Ali Road, New Delhi - 110002

(Scrip Code - 10020)

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.

44 Community Center, 2nd Floor,

Naraina Industrial Area, Phase I,

New Delhi - 110028

AUDITORS

B S R & Co. (LLP)

Chartered Accountants, Gurgaon

ANNUAL GENERAL MEETING

Date: 30th September 2014

Time: 9:00 A.M.

Place: Hotel Aravali Villa, F.H. - 1, Bandh Road,

N.H. - 8, Rajokari, New Delhi - 110038

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¹ Please refer clause "Operations at Mahiwala Plant, Punjab" on page 12 of this Annual Report.

² Please refer clause "Delisting of Securities" on page 12 of this Annual Report.

HELLA INDIA LIGHTING LIMITED



NOTICE

Notice is hereby given that the 54th Annual General Meeting of the members of Hella India Lighting Limited (CIN : L74899DL1959PLC003126) will be held at Hotel Aravali Villa, F.H. - 1, Bandh Road, N.H. - 8, Rajokari, New Delhi - 110038, India on Tuesday, 30th day of September 2014 at 9:00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet as at 31st March 2014, Profit and Loss Account for the period ended on that date and the reports of the Board of Directors' and Auditor's thereon.
2. To appoint a Director in place of Dr. Gunther Schmidt (DIN : 03275140) who retires by rotation and is eligible for reappointment.
3. To appoint Statutory Auditors and to fix their remuneration.

"RESOLVED THAT M/s B S R & Co. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon, the Statutory Auditors of the Company, who retires at the conclusion of the 54th Annual General Meeting, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 54th Annual General Meeting until the conclusion of 55th Annual General Meeting.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director and Mr. Anil Sultan - Authorised Person of the Company be and are hereby severally authorised to discuss, negotiate and fix the remuneration of auditors for the financial year 2014-15."

SPECIAL BUSINESS:

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

"RESOLVED THAT pursuant to provisions of Section 5, 14, Table A of Schedule 1 and any other applicable provisions of the Companies Act 2013 and/or any other Act read with related rules thereof, if any, and subject to approval of Central Government and/or any other authority, if any, the Company be and is hereby considered and adopted the Table F of Schedule I of the Companies Act 2013 with modifications as its Articles of Association of the Company.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director and Mr. Sarvesh Kumar Upadhyay - Company Secretary of the Company be and are hereby severally authorised to intimate and obtain the approval of Ministry of Corporate Affairs, if any, and to do all other acts, deeds and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

"RESOLVED THAT pursuant to Section 180(1)(c) of the Companies Act 2013, and any other provisions applicable for the time being in force, consent of the members of the Company be and is hereby accorded to borrow any sum or sums of money for an on behalf of the Company, from time to time from any one or more person, firm, body corporate, banker, financial institutions or from others by way of advances, deposits, loans or otherwise notwithstanding that the sum or sums of money so borrowed together with money, if any, already borrowed by the Company (apart from temporary loans repayable on demand or within six months from the date of the loan, such as short term, cash credit arrangements, the discounting of bills and the issue of other short term loans of a seasonal character, but does not include loans raised for the purpose of financial expenditure of a capital nature, repayable on demand or obtained from the Company's banker in the ordinary course of business) will or may exceed the aggregate of the paid-up share capital and free reserves, provided that the total amount upto which the money may be borrowed shall not exceed ₹ 50 Crores at any point of time on account of the principal.

HELLA INDIA LIGHTING LIMITED



RESOLVED FURTHER THAT for the purpose of giving effect to this resolution Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Anil Sultan – Authorised Person of the Company be and are hereby jointly or severally authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard."

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

"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, consent of the members of the Company be and is hereby accorded for appointment of Mr. Guido Johannes Christ (having Director Identification Number : 03268438) as an Independent Director of the Company who shall hold office for a term upto two (2) consecutive years i.e. upto the conclusion of 56th Annual General Meeting of the Company.

FURTHER RESOLVED THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Sarvesh Kumar Upadhyay – 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."

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

"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 appointment of Mr. Avinash Razdan Bindra (having Director Identification Number : 03517938) as an Independent Director of the Company who shall hold office for a term of upto two (2) consecutive years i.e. upto the conclusion of 56th Annual General Meeting of the Company.

FURTHER RESOLVED THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Sarvesh Kumar Upadhyay – 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."

8. To consider and if thought fit, to pass the following resolutions as an Special Resolutions with or without modification(s):

"RESOLVED THAT pursuant to Clause 49 (VII) of the Listing Agreement which will be in effect from 1st October 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 transaction with M/s Hella India Automotive Private Limited on arm length basis for upto ₹ 25 Crores in a financial year starting w.e.f. 1st October 2014."

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Anil Sultan – Authorised Person of the Company shall ensure that the above limit must not exceed beyond prescribed limit.

RESOLVED FURTHER THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Sarvesh Kumar Upadhyay – Company Secretary of the Company be and are hereby severally authorized to sign and file necessary forms, agreement, deeds, paper etc with appropriate authority, if any, and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

By Order of the Board
For Hella India Lighting Limited

Sd/-
Sarvesh Kumar Upadhyay
Company Secretary

Place: New Delhi
Date: 13th August 2014

HELLA INDIA LIGHTING LIMITED



NOTES:

1. **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.**

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 B-13, Badarpur Extension, New Delhi-110 044, 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. The Register of Members and Share Transfer Books of the Company shall remain close for a period of 10 days, from 21st September 2014 to 30th September 2014 (both days inclusive).
4. 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, 2nd Floor, Naraina Industrial Area, Phase – 1, Near PVR Naraina, New Delhi – 110028.
5. 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.
6. 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.
7. Pursuant to Section 108 of Companies Act 2013 read with The Companies (Management and Administration) Rules, 2014 and Clause 35 B of Listing Agreement, the Company is pleased to offer E- voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 54th Annual General Meeting to be held on Tuesday, September 30, 2014, at 9.00 A.M.

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

| Commencement of E-voting | End of E-voting |
|---|---|
| From 9:00 A.M. on 22 nd September 2014 | Upto 6:00 P.M. on 24 th September 2014 |

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

The instructions for members for voting electronically are as under:-

A) For Individual, HUF, NRI etc (Non Institutional)

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.

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- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

| For Members holding shares in Demat Form and Physical Form | |
|--|---|
| 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"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. 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. |
| Date of Birth (DOB) | Enter the Date of Birth as recorded in your demat account or in the Company records for the said demat account or folio in dd/mm/yyyy format. |
| Dividend Bank Details | <p>Enter the Dividend Bank Details as recorded in your demat account or in the Company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member Id / Folio number in the Dividend Bank details field. |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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 the 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.
- (ix) For Members holding shares in physical form, the details can be used only for E-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) of your Company on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) 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.

B) For Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.)

- i) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- ii) They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- iii) After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- iv) The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- v) They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

C) Other Instructions

- i) The E-voting period commences on 22nd September, 2014 at 9.00 A.M. and ends on 24th September, 2014 at 6.00 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 August 2014, may cast their vote electronically. The E- voting module shall be disabled by CDSL for voting thereafter.
- ii) The members who have cast their vote electronically shall not be allowed to vote again at the meeting.
- iii) Ms. Ashleen Kaur Sahni of M/s A K Sahni & Associates, Practising Chartered Accountants (email: caashisahni@gmail.com) (Membership No. 522275) has been appointed as the Scrutinizer to scrutinize the 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) 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- vi) The voting rights of shareholders shall be in proportion to their shares of the paid up capital of the Company as on 20th August 2014.
- vii) 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 and on the website of CDSL within two days of the passing of the resolutions at the 54th Annual General Meeting of the Company on 30th September, 2014 and communicated to the Bombay Stock Exchange and Delhi Stock Exchange.
- viii) The notice of the meeting is also available on the website of the Company at www.hella.co.in and of CDSL at www.evotingindia.com.