



HELLA INDIA LIGHTING LTD ANNUAL REPORT 2014-15



www.hella.co.in

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)



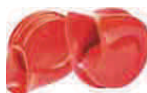
Comet 450
(Driving & Fog)



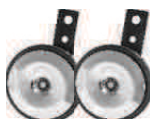
Comet 550
(Driving & Fog)



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



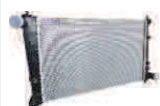
Relay System



Halogen Bulb



Spark Plug



Radiator



A/C Part



Test Equipment
(Beamsetter)



Wiper Blade



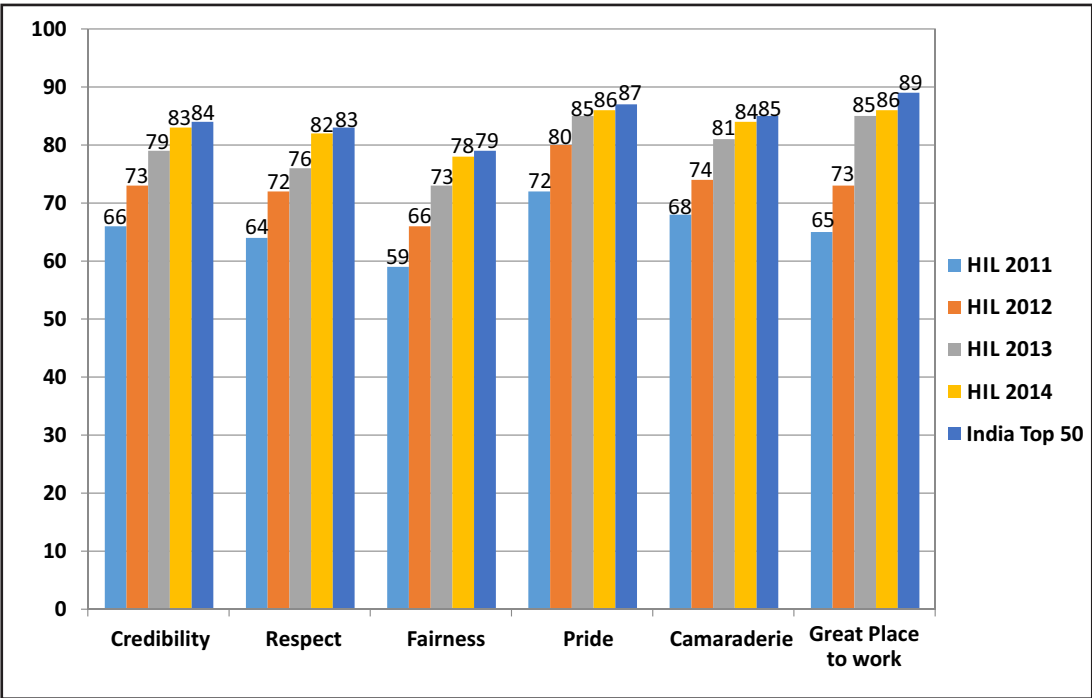
Battery Cut-OFF
Switch



Dipper
Switch



Your Company (HIL) had again participated in the survey of "Great place to work" in the year 2015. 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. The unparalleled insight in to workplace culture gained by your Company enables your Company to support you in development of workplace, thus setting business apart from your competitors. We are endeavored to provide the best possible platform to employees for self-development and objective oriented in personal and professional life. "It takes two flints to make fire", this year financials are reflecting this as our best efforts to keep our employees happy and returning this reflection.



Dear Shareowners,

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

We have noticed a good trend in the last two years and I would like to share that now your company is in the path to create a good predicted future and their risen growth which we were trying to create since past. Your company has always had the belief that **"The best way to predict the future is to create it"** and now the time has come to work hard towards the created future.

In the light of above mentioned objective/path, your company has tried to focus on consistent innovation in engineering, research and development projects, LED's products, introduction of different product segments and changes in marketing strategies like penetrating in niche market, digital marketing etc.

Now your company has also liberalized their thought process and started working with different approaches and processes. Your company is empowering the youth generation for getting the innovation, spark in the company's objective with full of authority, responsibility and initiatives.

With this different approaches, you can find a comparative chart of past years trend in total income and Loss to total Income in % is shown herein below.



The increase in total Income in the Financial Year 2014-15 was pioneered by increase in export sales followed by increase in local sales. The same has also resulted in better operational results.

For the Financial Year 2015-16, we have already set a challenging and ambitious target which we are sure to achieve. As **"Every dawn emerges after the darkest night"**, we will create our path towards success with focused approach 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

BOARD OF DIRECTORS

(In alphabetical order)

Mr. Anil Sultan

(Alternate Director)

Mr. Avinash Razdan Bindra

(Non-Executive Independent Director)

Mr. Guido Johannes Christ

(Non-Executive Independent Director)

Mr. Rama Shankar Pandey

(Managing Director)

Ms. Sosna K Violetta

(Director)

COMPANY SECRETARY

Mr. Shikhar Goel

REGISTERED OFFICE

K-61B, LGF, Kalkaji,
New Delhi - 110019

MANUFACTURING UNIT - I AT (AMBALA)

Ambala Chandigarh Highway,
Derabassi - 140507, Punjab

UNIT - II

MANUFACTURING & TRADING WAREHOUSE AT CHENNAI

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

UNIT - III

MANUFACTURING & TRADING WAREHOUSE AT GURGAON

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

UNIT - IV

TRADING WAREHOUSE AT - PUNE

Chambli Phata, Chambli Gaon Road
Opp.-Vitthal Nagar, Chakan
Dist.-Pune, Maharashtra, Pin Code - 410501

BANKERS

HDFC Bank
Deutsche Bank
State Bank of Patiala
State Bank of India
Canara Bank
Axis Bank

¹LISTING OF EQUITY SHARES

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: 28th September 2015

Time: 9:00 A.M.

Place: Hotel Aravali Villa, F.H.-1, Bandh Road, N.H.-
8, Rajokari, New Delhi - 110038 (Landmark: Near
Nitesh Kunj, Farm House)

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¹ The Company got delisted from the exchange w.e.f 30th April, 2015. Please refer clause "Delisting of Securities" on page no 18 of this Annual Report.

NOTICE

Notice is hereby given that the 55th 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, near Nitesh Kunj Farm House, N.H.-8, Rajokari, New Delhi - 110038, India on Monday, 28th day of September 2015 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 2015, 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. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon, the Statutory Auditors of the Company, who retires at the conclusion of the 55th Annual General Meeting, be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of 55th Annual General Meeting until the conclusion of 56th Annual General Meeting.

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

SPECIAL BUSINESS:

3. **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 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, Ms. Sosna K Violetta, who was appointed as Additional Director of the Company by the Board of Directors with effect from 13th February 2015 and who holds office upto the conclusion of 55th Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, along with a deposit of Rupees One Lac proposing the candidature of Ms. Sosna K Violetta for the office of Director, be and is hereby appointed as a Director of the Company.

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

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

"RESOLVED THAT subject to the provisions of Section 196, 197 read with Schedule V of the Companies Act 2013, rules made thereunder and other applicable provisions of Companies Act 2013, subject to the approval of Central Government, if required, and such other approvals as may be required, the appointment of Mr. Rama Shankar Pandey as Managing Director be and is hereby approved for a period of 3 years w.e.f. 1st January 2015 till 31st December 2017.

RESOLVED FURTHER THAT the Remuneration of Mr. Rama Shankar Pandey for the calendar year 2015 shall be ₹ 64,85,910/- p.a. and in addition to salary he is also entitled for Variable Bonus.

RESOLVED FURTHER THAT the annual remuneration for any Financial Year, including variable bonus, shall not exceed the limit prescribed by schedule V of Companies Act, 2013, except with prior permission of Central Government.

RESOLVED FURTHER THAT Mr. Anil Sultan - Alternate Director of the Company be and is hereby authorized to decide the various components of the aforesaid remuneration payable to Mr. Rama Shankar Pandey within the aforesaid limit.



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

RESOLVED FURTHER THAT the said remuneration shall be payable to Mr. Rama Shankar Pandey irrespective of the fact whether the Company has earned any profit or not i.e. this remuneration shall be payable even in the event of inadequacy or absence of profits.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take all such action as may be necessary in this regard."

By Order of the Board
For Hella India Lighting Limited

Place: Gurgaon
Date: 28th August 2015

Sd/-
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 10 days, from 19th September 2015 to 28th September 2015 (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, 2nd 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 55th Annual General Meeting to be held on Monday, September 28, 2015, 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:

| Commencement of Remote E-voting | End of Remote E-voting |
|---------------------------------------|---------------------------------------|
| From 9:00 A.M. on 25th September 2015 | Upto 5:00 P.M. on 27th September 2015 |

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 25th September, 2015 at 9:00 A.M. and ends on 27th September, 2015 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 (record date) of 22nd September, 2015, 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.
- (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 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:

| | For Members holding shares in Demat Form and Physical Form |
|--|--|
| PAN | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | 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. <ul style="list-style-type: none"> 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). |

- (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 M/s 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 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.
 - 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 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. 22nd September, 2015 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

Other Instructions

- (i) The Remote e-voting period commences on 25th September, 2015 at 9.00 A.M. and ends on 27th September, 2015 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 September 2015, 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 Tuesday, September 22, 2015.

- (iii) Ms. Neetu Sharma of M/s Sharma N & Associates, Practicing Company Secretary (email: nscorporateadvisors@gmail.com) (Membership No. A23794) 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 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.

INFORMATION REQUIRED TO BE FURNISHED

As your Company is committed towards good Corporate Governance, the particulars of Director who is proposed to be appointed / re-appointed are given below:

| | |
|--|---|
| Name | : Mr. Rama Shankar Pandey |
| Qualification | : Mechanical Engineer from NIT, Diploma in Business Finance from ICFAI, Green Belt in Six Sigma, Executive Management from Indian Institute of Management, Banaglore. |
| Brief Profile | : Mr. Pandey is 38 years old and having decades of rich experience in leading positions with administration of Company and drive the loss making Company and convert into profit making unit. |
| Shareholding in the Company | : Nil |
| Other Directorships | : Nil |
| He is also a member of Audit Committee, Stakeholders' Relationship Committee, Share Transfer Committee | |
| Name | : Ms. Sosna K Violetta |
| Qualification | : Degree in Business Management "Betriebswirt" |
| Brief Profile | : Ms. Violetta is 43 years old and having approx 20 years of rich experience in heading and managing the Controlling Division. |
| Shareholding in the Company | : Nil |
| Other Directorships | : Hella Fahrzeugteile Austria GmbH, Hella S. p. A., Hella Hungária Gépjarmúalkatrész - Kereskedelmi Korlátolt Felelősségű Társaság, Hella Inc, Hellamex S. A. de C. V., Hella Asia Singapore Pte Ltd, Intermobil Otomotiv Műmessillik Ve Ticaret A.S., INTER-TEAM Sp. z o.o., Hella Middle East FZE |

By Order of the Board
For Hella India Lighting Limited

Place: Gurgaon
Date: 28th August 2015

Sd/-
Shikhar Goel
Company Secretary