



HELLA INDIA LIGHTING LTD



































ANNUAL REPORT

2015-16



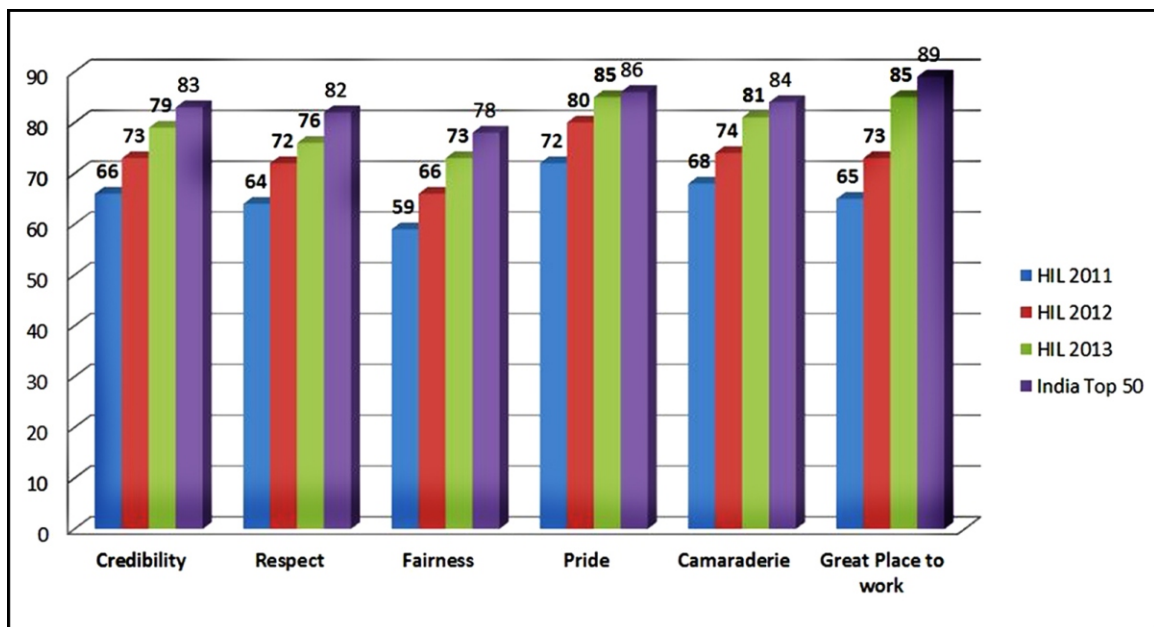
HELLA INDIA LIGHTING LTD.

SOE & IAM PRODUCT PORTFOLIO

					
Module 90 (High Beam)	Module 90 (Low Beam)	Module 90 (Fog Lamp)	Module 60 (High/ Low/Work Lamp)	Combination Head Lamp	3 Chamber LED Tail 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 Horn (TE 16)	Two Wheeler Horn (Mach 33)	High Performance Horn	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	Coolant	Battery

Your Company (HIL) has participated in the survey of "Great place to work" in the year 2013 and 2014. It is delighted 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 adhering the 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 sure that we are getting the back. It is now visible in the numbers also this year as explained in detail in financials of the Company.

**GREAT
PLACE
TO
WORK®**



Dear Shareowners,

I appreciate this opportunity to reach you through the Annual Report 2015-16 and share my thoughts with the owners of the Company

This was the best year for Hella with respect to Winning Awards on various Industry Forums. Your company created History by winning the 1st ever CV Magazine award for "Component of the Year". At International Symposium on Lighting, Hella India Lighting Ltd. was awarded "Excellence in Lighting Innovation" in a tough and challenging competition among members of Automotive Lighting Industry in India. We received ACMA National award by Union Minister of Government of India and it was definitely a historical moment in the development of your company.

"Collaborating" with various stakeholders to bring sustainability to the Mobility movement of our Country, Your company developed a successful platform for the education on "Road Safety" and participated in many campaigns to support arresting alarming Road Deaths in the country. Each employee at Hella India Lighting Ltd. is committed to the cause to reducing Road Deaths. Our Suppliers, Channel Partners & Team members are united to bring "Technology of Tomorrow for the Life of Today" on Indian Roads.

Recent developments in the economic environment of our country is supporting our recovery in Commercial Vehicle segment. Govt. of India's flagship initiative "Make in India" is particularly very promising to develop our exports further and also ensure more import substitution of our supply chain, thus benefiting our customers to be more cost efficient. With this vision and objective, the government of India has unlocked the opportunity and provides a platform to automotive segments for flourishing their business.

In recent times, automotive segment is on a growing trend, particularly in Commercial Vehicle segment. The government is in the process of adopting and notifying EURO-4 norms in commercial vehicle segment which will be implemented across India. This change will provide opportunity for automobile components and spare parts manufactures. Government is keen to bring GST and New Road Safety Bill. All these anticipated changes would clearly provide a favorable path to Automotive Segment in upcoming years.

Your company is focused on MAKE IN INDIA theory since past and lay down emphasis on production of advance technology products in India. We have emerged as one of the trusted brands in LED Technology products when it comes to commercial and agro segments in India. Our products LED tail lamp, single function lamps, Semi Customized module lamps have given a new direction to lighting products in Indian Automotive Industry.

In the year 2015-16, your company has invested in modernizing its manufacturing facility, operation process and introduced advanced technology which helps us in providing differentiation and commercially suitable products to our esteemed customers.

In the Independent Aftermarket business division, by strengthening the concept of HVP (Hella Value Partners), HRP and HSP's for our Channel partners, we have built a network on the pillars of 'PASSION', 'PERSUASION' and 'PATNERSHIP'.

During the year, your company has done numerous activities that meet social and economic development of the communities in which we operate by making campaigns and spreading awareness for Road Safety. Your company vision is to "Stop Death on Roads" and for which your company endeavoring themselves to try hard to reduce the death on Indian Roads. Our Vision of Road safety has given us the profound purpose to work passionately for a cause and make a difference. In this respect, HIL's central theme of "technology of tomorrow for the Life of today on Indian Roads" created shared vision among its Customers and Partners.

As **"The journey of a thousand miles begins with one step"**, we trust that with each of the changes and steps towards bringing operational excellence both in OE and Aftermarket division, by focusing on our "Quality First" approach and by keeping "Customer's need" as center of all our value creation activity, we will enlighten the way ahead in attaining the 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.

SADAK SURAKSHA JEEVAN RAKSHA!!

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. Rama Shankar Pandey

(Managing Director)

Ms. Sosna K Violetta

(Director)

Dr. Nicolas Wiedmann

(Additional 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**

Shri Mookambika Enterprises, No 16,
Thattankulam Road, Madhavaram,
Chennai, TamilNadu

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, Maharashta, Pin Code - 410501

BANKERS

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

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
44 Community Center, 2nd Floor, Naraina Industrial
Area, Phase I, New Delhi - 110028

AUDITORS

Deloitte Haskins & Sells LLP
7th Floor, Building No. 10, Tower B,
DLF Cyber City Complex,
DLF City Phase - II, Gurgaon-122002

ANNUAL GENERAL MEETING

Date: 30th September 2016
Time: 9:00 A.M.
Place: Resort Green Villa, The Nikunj (Nitesh Kunj)
Hotel Complex, Gate No. 2, N.H. - 8, Samalka,
1 KM ahead from Shiv Murti, New Delhi - 110037

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NOTICE

Notice is hereby given that the 56th Annual General Meeting of the members of Hella India Lighting Limited (CIN : U74899DL1959PLC003126) will be held at Resort Green Villa, The Nikunj (Nitesh Kunj) Hotel Complex, Gate No. 2, N.H. - 8, Samalka, 1 KM ahead from Shiv Murti, New Delhi - 110037, India on Friday, 30th day of September 2016 at 09:00 A.M. to transact the following business:

ORDINARY BUSINESS:

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.
2. To appoint a Director in place of Ms. Sosna K Violetta who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint Statutory Auditors of the company and to fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"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 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."

SPECIAL BUSINESS:

4. To appoint Dr. Nicolas Wiedmann (holding DIN: 07405966) as retiring Director and in this regard, 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, 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"

5. To appoint Mr. Tarun Gulati (holding DIN: 07323709) as Independent Director and in this regards, 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, 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."

6. **To appoint Mr. Avinash Razdan Bindra (holding DIN: 03517938) as Independent Director and in this regards, 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 re-appointment 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."

7. **To ratify the remuneration to be paid to the Cost Auditors for the Financial Year 2015 - 16 and in this regard to consider and if thought fit, to pass the following resolutions as an Ordinary Resolution with or without modification(s):**

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."

By Order of the Board
For Hella India Lighting Limited

Place: Gurgaon
Date: September 05, 2016

Sd/-
Shikhar Goel
Company Secretary
Membership No. ACS 35031

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 shares 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 21st September, 2016 to 30th September, 2016 (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 56th Annual General Meeting of the members of the company, to be held on Friday, September 30, 2016, at 10.00 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 27th September 2016	Upto 5:00 P.M. on 29th September 2016

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 27th September, 2016 at 9:00 AM and ends on 29th September, 2016 at 5:00 PM. 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 23rd September, 2016, 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) " Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is sent along with the notice.
	<ul style="list-style-type: none"> 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
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 the relevant <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
- (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. 23rd September 2016, 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 27th September, 2016 at 9.00 A.M. and ends on 29th September, 2016 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 23rd September 2016, 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 Friday, 23rd September, 2016.
- (iii) Mr. J.K.Gupta of M/s J. K. Gupta & Associates, Practicing Company Secretaries (email: jitesh@jkgupta.com.) (Membership No. F3978) 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.

By Order of the Board
For Hella India Lighting Limited

Place: Gurgaon
Date: September 05, 2016

Sd/-
Shikhar Goel
Company Secretary
Membership No. ACS 35031