



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



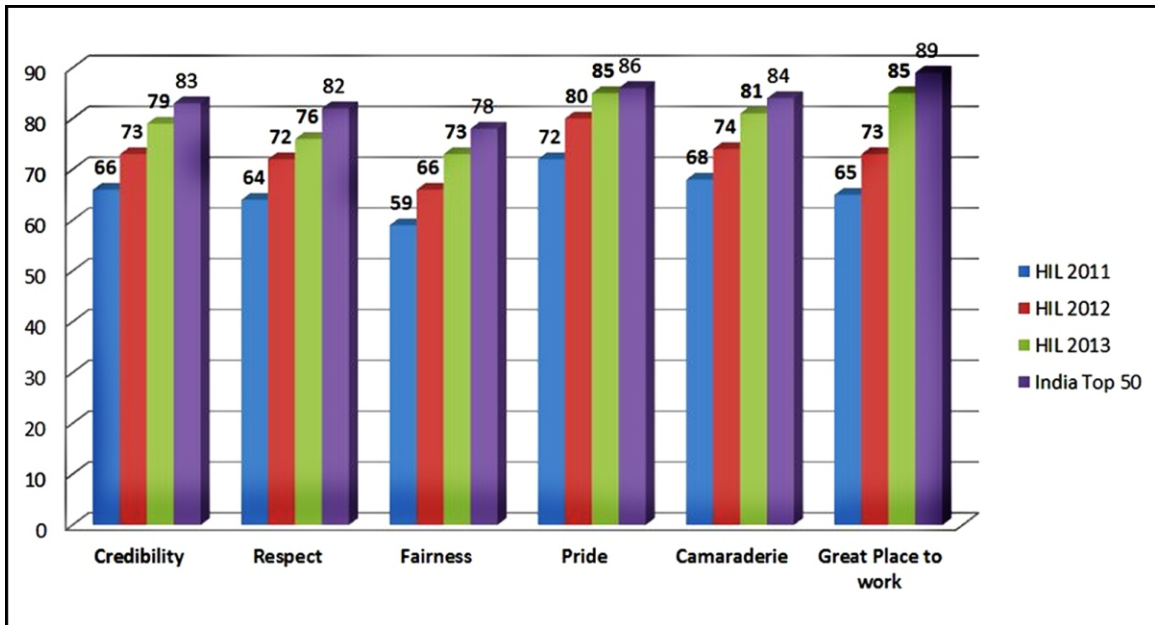
Coolant



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.



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, Maharashtra, 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

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

Place: Gurgaon
Date: September 05, 2016

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

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

Place: Gurgaon
Date: September 05, 2016



INFORMATION REQUIRED TO BE FURNISHED

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

Name	: Dr. Nicolas Wiedmann
Qualification	: Dr. rer. nat.
Brief Profile	: Dr. Wiedmann is 40 years old and having approx 15 years of rich experience of Automotive segments. His past assignment with McKinsey, Johnson Controls, Kautex/Textron.
Shareholding in the Company	: Nil
Other Directorships	: HA/HAAU Hella Australia Pty Ltd, HFA Hella Fahrzeugteile Austria GmbH
Name	: Mr. Avinash Razdan Bindra
Qualification	: Fellow member of Institute of Cost Accounting of India, MBA (Finance), PGDMM and also Bachelor of Science
Brief Profile	: Mr. Avinash Razdan Bindra is 50 years old and having more than 25 years of rich experience in budgeting, forecasting, evaluating P and L Account, internal control, cost controlling, management of finance, fund raising for new project and working capital, merger and de-merger etc.
Shareholding in the Company	: Nil
Other Directorships	: Nil
	He is also a member of Audit Committee, Stakeholders' Relationship Committee, Share Transfer Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.
Name	: Mr. Tarun Gulati
Qualification	: Bachelor in Textile Technology
Brief Profile	: Mr. Tarun Gulati is 50 years old and having more than 28 years of rich experience in R&D and product lifecycle management responsibility of new generation currency automation machines.
Shareholding in the Company	: Nil
Other Directorships	: He is Managing Director of M/s HUBER+SUHNER Electronics Pvt. Ltd.
	He is also a member of Audit Committee, Stakeholders' Relationship Committee, Share Transfer Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee of the Company.

By Order of the Board
For Hella India Lighting Limited

Sd/-
Shikhar Goel
Company Secretary
Membership No. A35031

Place: Gurgaon
Date: September 05, 2016



EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 ITEM NO. 4

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and in compliance with the provisions of Section 149 of the Companies Act, 2013 along with their stated Rules, Dr. Nicolas Wiedmann was appointed as an Additional Director w.e.f. 28th January 2016 by the Board of Directors of the Company and who shall hold the office as Additional Director upto the conclusion of this Annual General Meeting.

Dr. Nicolas Wiedmann is well educated and possesses a degree of "Dr. rer. Nat ". Dr Nicolas Wiedmann is having more than 15 years of rich experience including business administration. He is also heading Special Original Equipment segment of GH business.

Yours Board of Directors considers that it would be in the interest of the Company to appoint him as a Director of the Company, since he is holding a professional expertise in his area.

In respect of the above Director of the Company, the Company has received a notice in writing under the provisions of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing his candidature for the office of retiring director, to be appointed as such under the provisions of section 161 and other applicable provisions of the Companies Act, 2013.

The draft terms and conditions of appointment of Dr. Nicolas Wiedmann shall be open for inspection at the registered office of the Company by any member on any working day during normal business hours till the date of AGM.

The Board recommends the resolution for approval by the Members. None of the Directors, Manager, Key Managerial Personnel & their relatives, except Dr. Nicolas Wiedmann, who is an appointee, are concerned or interested, financial or otherwise, in this resolution.

ITEM NO. 5

The Shareholders may be informed that during the year Mr. Guido Johannes Christ has resigned from the post of Independent Director with effect from 1st April 2016.

In order to fill the vacancy created due to above said resignation, the board members is in the opinion that the Mr. Tarun Gulati who possesses a niche experience in the field of Marketing, Sales, Product Management etc. may be the right person to fill the vacancy.

In the opinion of the Board, based on the declaration received from Mr. Gulati, he fulfills the conditions as mentioned under the Act and the rules made thereunder and that Mr. Gulati is independent of the Management. Further the board recommends the approval of appointment of Mr. Tarun Gulati as Independent Director with effect from 5th September 2016 upto the date of 58th Annual General Meeting.

The Company has also received declaration from Mr. Tarun Gulati that he has meet the criteria of independence as prescribed under Section 149 of the Companies Act, 2013.

In respect of the above Director of the Company, the Company has received a notice in writing under the provisions of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing his candidature for the office of retiring director, to be appointed as such under the provisions of section 161 and other applicable provisions of the Companies Act, 2013.

The draft terms and conditions of appointment of Mr. Tarun Gulati as an Independent Director shall be open for inspection without any fee by any member at the registered office of the Company on any working day during normal business hours till the date of AGM.

In view of the same, the Board of Directors of the Company is seeking your approval for appointment of Mr. Tarun Gulati as an Independent Director of the Company with effect from 5th September 2016 upto the conclusion of 58th Annual General Meeting.

None of the Directors except Mr. Tarun Gulati, being himself, are interested or concerned in the resolution.

ITEM NO. 6

The Shareholders may be requested to recall their approval on appointment of Mr. Avinash Razdan Bindra as an Independent Directors of the Company after the applicability of Companies Act, 2013 for a term of two consecutive years i.e. from the conclusion of 54th Annual General meeting upto the conclusion of 56th Annual General Meeting.



The Shareholders may be informed that in ensuring AGM, the tenure of Mr. Avinash Razdan Bindra as Independent Director would come to an end. However, Board of Directors of your company considers that their continued association would be of immense benefit to the Company. The board members is in the opinion that the Mr. Avinash Razdan Bindra has fulfilled the conditions as mentioned under the Act and the rules made thereunder that Mr. Bindra is independent of the Management. Further the board recommends for re-appointment of Mr. Avinash Razdan Bindra as Independent Director for a term of upto five (5) consecutive years i.e. from the conclusion of this meeting (i.e. 56th Annual General Meeting) upto the conclusion of 61st Annual General Meeting.

The Company has received declaration from Mr. Avinash Razdan Bindra that he meets the criteria of independence as prescribed under Section 149 of Companies Act 2013.

In respect of the above Director of the Company, the Company has received a notice in writing under the provisions of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing his candidature for the office of retiring director, to be appointed as such under the provisions of section 161 and other applicable provisions of the Companies Act, 2013.

The draft terms and conditions of appointment of Mr. Avinash Razdan Bindra as an Independent Director shall be open for inspection without any fee by any member at the registered office of the Company on any working day during normal business hours till the date of AGM.

In view of the same, the Board of Directors of the Company is seeking your approval for appointment of Mr. Avinash Razdan Bindra as an Independent Directors for Five (5) consecutive years from the conclusion of this meeting upto the conclusion of 61st Annual General Meeting as the Independent Director.

None of the Directors except Mr. Avinash Razdan Bindra, being himself, is interested or concerned in the resolution.

ITEM NO. 7

Section 148 of the Companies Act 2013, inter-alia, provides that the Central Government may direct audit of cost records of class of Companies. In pursuance of Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice or a firm of Cost Accountants in practice, as cost auditor, on the recommendation of Audit Committee, which shall also recommended remuneration of Cost Auditor. The remuneration recommended by the Audit committee shall be considered and approved by the Board and ratified subsequently by the shareholders.

The Board of Directors in their meeting held on 28th August, 2015, which was subsequently discussed and ratified in the meeting of the Audit committee held on 07th December, 2015, had considered and approved the appointment of M/s Mushtaq - A - Mir & Co., Cost Accountants as Cost Auditors of the Company to conduct audit of cost accounting records maintained under the relevant provisions of Companies Act, 2013 for the Financial Year 2015 - 16 at a remuneration of Rs. 75,000/- P.A. + Service Tax + actual out of pocket expenses if any.

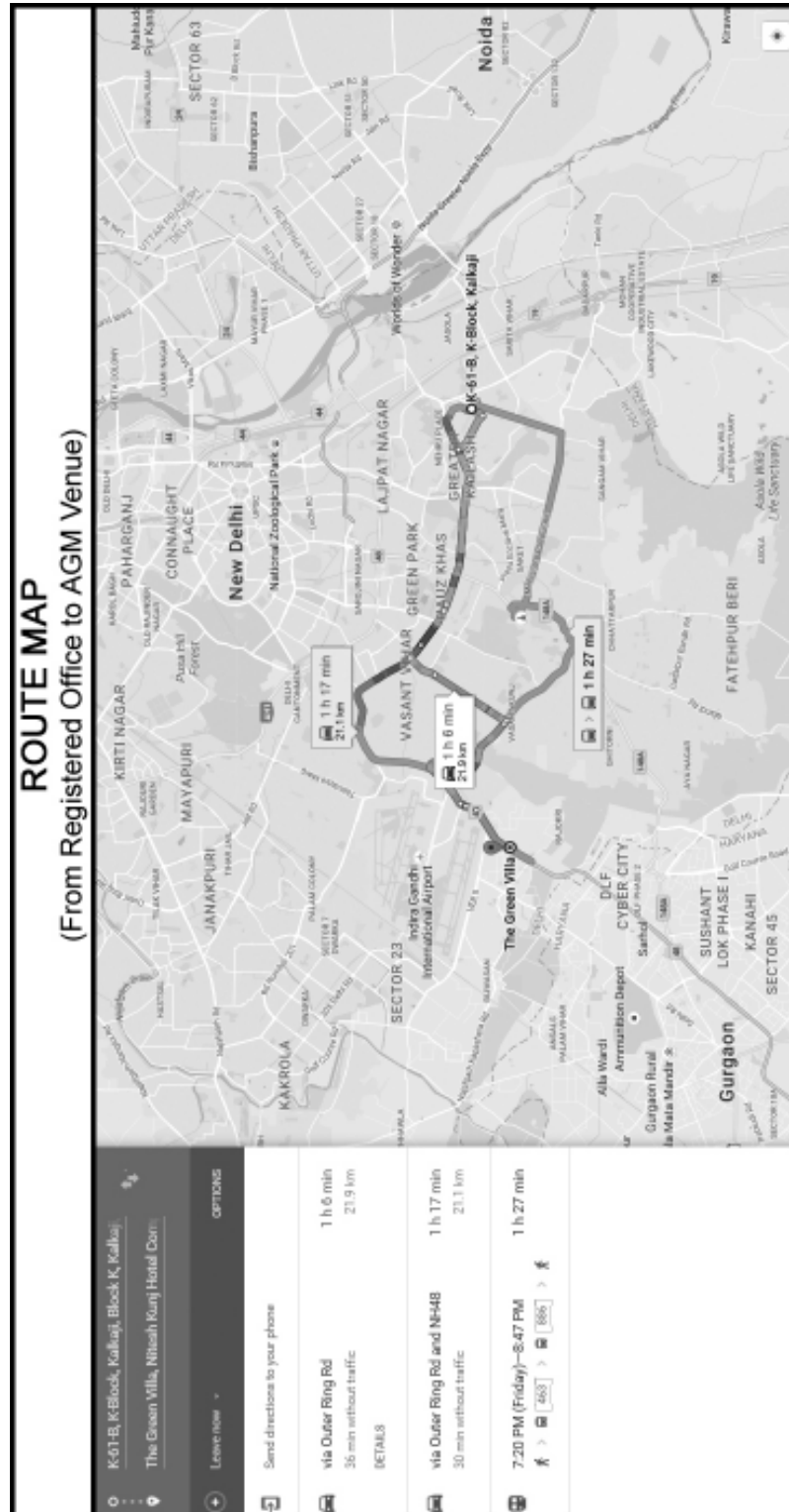
None of the Directors and KMP of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

The Board recommends the ordinary resolution set out at Item No. 7 of the notice for your approval and ratification in terms of section 148 of the Companies Act, 2013.

By Order of the Board
For Hella India Lighting Limited

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

Place: Gurgaon
Date: September 05, 2016





DIRECTORS' REPORT

Dear Members,

Your Directors are pleased to present the 56th Annual Report together with the Audited Accounts for the Financial Year ended March 31, 2016.

1. EXTRACTS OF THE ANNUAL RETURN

The Extract of Annual Return as required under section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014, in Form MGT-9 is annexed herewith for your kind perusal and information. (Annexure: 1)

2. NUMBER OF MEETINGS OF THE BOARD

The Board duly met 5 times in Financial Year 2015-16 on 28th May 2015, 28th August 2015, 7th December 2015, 28th January 2016 and 15th March 2016.

The provisions of Companies Act, 2013 and Secretarial Standards issued by Institute of Company Secretary were adhered to while considering the time gap between two meetings.

3. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors' states that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the Financial Year and of the Profit & Loss of the Company for that period;
- (c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors had prepared the annual accounts on a going concern basis;
- (e) the Directors had laid down Internal Financial Controls to be followed by the company and that such internal financial controls are adequate and were operating effectively;
- (f) the Directors had devised proper systems to ensure compliances with the provisions of all applicable laws and that such systems were adequate and operating effectively.

4. DECLARATION BY INDEPENDENT DIRECTOR

The Independent Directors have submitted the declaration of Independence to the Company, as required pursuant to section 149 (7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub section (6).

5. COMPANY'S POLICY ON DIRECTORS' APPOINTMENT AND REMUNERATION INCLUDING CRITERIA FOR DETERMINING QUALIFICATIONS, POSITIVE ATTRIBUTES, INDEPENDENCE OF DIRECTORS ETC.

Pursuant to Section 178(1) of the Companies Act, 2013 and other applicable provisions thereof, the Board of Directors has constituted Nomination and Remuneration Committee. A Nomination and Remuneration Policy of the Company has also been laid down and approved by the Nomination and Remuneration Committee and Board. The said policy lays down the criteria for the appointment of Directors', Key Managerial Personnel and Senior Management Personnel. The said policy also specifies the appointment and remuneration including criteria for determining qualification, term/tenure, positive



attributes, Independence of Directors, criteria for performance evaluation of Executive and Non-executive Directors (including Independent Directors), removal, policy on Board diversity, Directors and Officers' Insurance and other matters as prescribed under the provisions of the Companies Act, 2013 and Listing Agreement. The said policy of the Company is attached as Annexure II to this report. The members of the committee are as follows:

As on 31st March 2016

S. No.	Name of Director	Designation in Nomination and Remuneration Committee
1	Mr. Avinash Razdan Bindra	Member
2	Dr. Nicolas Wiedmann ¹	Member
3	Mr. Guido Johannes Christ ²	Member

¹ Dr. Nicolas Wiedmann has been appointed w.e.f 28th January 2016.

² Mr. Guido Johannes Christ has resigned w.e.f 1st April 2016

6. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year, your Company did not give any loan, guarantees or investments under section 186 of the Companies Act, 2013

7. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Particulars of Contracts or Arrangements with related parties are given in form AOC 2 which is attached as Annexure III to this report.

8. THE STATE OF COMPANY'S AFFAIRS

A. Financial Highlights

The summarized results for the Financial Year 2015-16 are given below: (₹ in Thousands)

PARTICULARS	Year Ended 31.03.2016	Year Ended 31.03.2015
Gross Turnover	1,421,557	1,301,718
Other Income	15,802	69,048
Total Expenditure (including excise duty)	1,360,606	1,259,785
Profit Before Depreciation & Exceptional Items	76,753	110,981
Depreciation	51,456	44,485
Profit/ (Loss) for the year Before Exceptional Items	-	-
Exceptional Items	-	-
Profit/(Loss) Before Tax	25,297	66,496
(Provision for)/Release of Taxation	-	-
Profit/(Loss) After Tax	25,297	66,496

B. Results of Operations

During the period under review for 12 months, the Net Operational Revenue of the Company was at ₹ 1,251,047 thousand as compared to the previous year ₹ 1,162,982 thousand. The net profit during the period under report amounts to ₹ 25,297 thousand as compared to the previous year's net profit of ₹ 66,496 thousand.



C. Future Outlook

The Indian economy is improving and showing the potential for growth since last few days has been filled with exciting news for Indian Economy as Upper House cleared the long pending Constitution amendment bill to facilitate GST implementation in our Country. Further "MAKE IN INDIA" theory has also given priority to manufacturing segment in his development strategy.

With this vision and objective, the government of India has unlocked the opportunity and provides a platform to automotive segments for flourishing their business. Nowadays, automotive segment is on boom and on upward 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 in India very soon. This change will provide exorbitant opportunity for automobile components and spare parts manufactures. All these anticipated changes would clearly provide a favorable path to Automotive Segment in upcoming years. The Company is actively pushing themselves to grab the growth opportunities and to use the unutilized production capacity and will try to improve their product mix.

9. TRANSFER TO RESERVES

The Company had reserves of ₹ 177,681 thousand as on 1st April 2015. During the year the Company has transferred accumulated depreciation of ₹ Nil to reserves of the Company as per requirement of Schedule II of the Companies Act, 2013 resulting in Nil reduction in reserves. The profit for the Financial Year 2015-16 was ₹ 25,297 thousand. Therefore the closing balance of reserves and surplus, as on 31st March 2016, amounted to ₹ 202,978 thousand.

10. DIVIDEND

No dividend is recommended considering the operational performance of the Company.

11. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF FINANCIAL YEAR TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF REPORT

There is no material changes and commitments affecting the financial position of the Company which have occurred between the end of the Financial Year of the Company to which the Financial Statements relate and the date of the report.

12. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

The information relating to the Conservation of energy, technology absorption and foreign exchange earnings and outgo as required under Rule 8(m) of the Companies (Accounts) Rules, 2014 is annexed as Annexure IV and forms part of this report.

13. POLICY ON PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

The Board of Directors of the Company has also laid down a policy on prevention of sexual harassment at workplace. A complaint committee has also been formed by the Directors to look into the complaints received, if any. During the year the Company did not receive any complaint under the said policy. The said policy is available with the company.

14. STATEMENT ON ANNUAL EVALUATION OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS

The Board has laid down manner and criteria of evaluation of Board of its own, Committees and Individual Directors in which annual evaluation of the Board, Committees of the Board and Individual Directors would be evaluated. The evaluation includes various criteria including performance, targets, sincerity towards roles and responsibilities etc.

The Board of Directors has evaluated its Committees, Individual Directors (i.e. Executive and Non-executive Director) and the Board itself. After evaluation, the Board found their performance upto the mark and satisfactory.

Evaluation criteria for the Individual Directors are also detailed in Annexure II attached to this report which is also available on the website of the Company. The link of website as follows:

www.hella.co.in → Investors → Policies and Information Related to Directors



15. CHANGE IN THE NATURE OF BUSINESS, IF ANY

During the year your Company has not changed the nature of its business.

16. DIRECTORS & KEY MANAGERIAL PESSONNEL (KMP)

Change in Directors and KMPs

Mr. Saurabh Mittal has tendered his resignation w.e.f 07th May 2015 to the Board of Directors of your Company from the post of Alternate Director of Dr. Gunther Schmidt since he was not able to serve his services to the Company due to some urgent other tasks. The Board placed the token of appreciation for his extended support.

During the year, Dr. Gunther Schmidt has tendered his resignation w.e.f 31st May, 2015 to the Board of Directors of your Company from the post of Director since he was not able to serve his services to the Company due to some new tasks assigned to them. The Board also placed the token of appreciation for his extended support.

The tenure of Ms. Sosna K Violetta as Additional Director came to end on the 55th Annual General Meeting. She was appointed as Director of the Company in 55th Annual General Meeting of the Company.

Ms. Sosna K Violetta is having a degree in Business Management "Betriebswirt". Ms. Violetta has approx. 20 years of rich experience including Business Administration and Controlling.

On 28th January 2016, Mr. Anil Sultan had ceased from the post of Alternate Director of Ms. Sosna K Violetta since Ms. Sosna has returned to India on 28th January 2016.

As per the provisions of Section 161 and other applicable provision of Companies Act 2013 read with their stated rules, Mr. Anil Sultan has been appointed by the Board of Directors as Alternate Director of Ms. Sosna K Violetta from 29th January 2016 since she will be not able to attend subsequent meetings.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 along with their stated rules, Dr. Nicolas Wiedmann was appointed as an Additional Director w.e.f. 28th January 2016 by the Board of Directors of the Company who shall hold office as Additional Director upto the conclusion of this AGM.

Dr. Nicolas Wiedmann is having a degree of Dr. rer. nat. Dr. Nicolas Wiedmann possessed 15 years of rich experience in automotive segment.

17. AUDITORS

The members are informed that pursuant to the provisions of Section 139 read with the Companies (Audit and Auditors) Rules, 2014, M/s B S R & Co. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon, the Statutory Auditors of the Company was appointed as Statutory Auditor for one year i.e. from the conclusion of 55th Annual General Meeting till conclusion of 56th Annual General Meeting.

However, due to some reason, M/s B S R & Co. (LLP), Chartered Accountants (Membership No 101248W), Gurgaon has tendered the resignation as statutory Auditor w.e.f 11th March 2016. In order to fill the said vacancy, the board members has appointed M/s Deloitte Haskins & Sells LLP, Chartered Accountants (Membership No. 117366W/W-100018), Gurgaon as Statutory Auditor of the Company who shall hold office from 15th March 2016 till the conclusion of 56th Annual General Meeting . The appointment of M/s Deloitte Haskins & Sells LLP was also approved by the shareholder in the subsequent EGM.

STATUTORY AUDITOR FOR FINANCIAL YEAR 2015-16

Name	M/s Deloitte Haskins & Sells LLP, Chartered Accountants
Membership No.	117366W/W-100018



COST AUDITOR FOR FINANCIAL YEAR 2015-16

Name	M/s Mushtaq-A-Mir & Co., Cost Accountants
Address	Unit 13, Centrum Plaza, Golf Course Extn. Sector 53, Gurgaon Haryana.
Firm Regn. No.	102510
Due date of filing of Cost Audit Report to the Central Govt.	26th October, 2016

18. AUDIT COMMITTEE

Pursuant to the provisions of Section 177 of the Companies Act, 2013, the Board has constituted an Audit Committee. The composition of the Audit Committee was as follows:

As on 31st March 2016

S. No.	Name of Director	Designation in Audit Committee
1	Mr. Rama Shankar Pandey	Member
2	Mr. Guido Johannes Christ ³	Member
3	Mr. Avinash Razdan Bindra	Member

³ Mr. Guido Johannes Christ has resigned from the committee w.e.f. 1st April 2016.

All the recommendations made by Audit Committee were accepted by the Board of Directors of the Company.

19. DEPOSITS

The Company has not accepted any deposits during the year pursuant to the provisions of Chapter V of the Companies Act, 2013.

20. MATERIAL ORDERS BY GOVERNING AUTHORITIES

There were no significant or material orders passed by any governing authority of the Company including Regulators, Courts or Tribunals which could impact the going concern status and Company's operations in future.

21. ADEQUACY OF INTERNAL FINANCIAL CONTROL WITH RESPECT TO THE FINANCIAL STATEMENT

The Company has an adequate Internal Financials Control with reference to the Financial Statement. During the year hence no reportable material weakness in the design or operations were observed.

22. OPERATIONS AT PLANT

Your Company's plant was running smoothly during the year. Moreover the turnover/ operations of the plant is in upwards directions and towards the contribution in profits of the Company.

23. VALUE CREATION FOR CUSTOMERS

As a Company, we are committed to provide our Internal and External Customers products and services that always unequivocally meet the agreed quality standards. This is our declared goal and the measure of our actions.

We offer a complete package solution of product plus service. This is one of the reasons that many of our customers prefer to buy from us.

24. CORPORATE SOCIAL RESPONSIBILITY

"India free from Road Deaths" as HIL's Vision, for that 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 also "Stop Death on Roads" and for which your Company endeavoring themselves to try hard to reduce the death on Indian Roads.

Pursuant to the provisions of Section 135 of the Companies Act 2013 along with their related Rules, your Company had given the donation to M/s Drive Smart Drive Safe. The Drive Smart Drive Safe is a NGO which educates and spread the awareness of road safety and prevention of death due to accidents. During the year, your Company has actively participated in various campaigns, walkathon, Rahagiri day in order to contribute their Social Responsibility. Your Company is endeavoring themselves towards for this noble cause in future also.

A brief outline of the company's expenditure on CSR including overview of projects or programs under which the expenditure is to be reported is annexed as **Annexure V** for your kind perusal and information which forms the part of this report.

25. ACKNOWLEDGEMENT

Your Board of Directors wish to thank and place on record their appreciation for the co-operation and support extended to the Company by the Government of India, State Government of Delhi, Punjab & Haryana, other local authorities, Bankers, Suppliers, Customers, Distributors, Employees and other Stakeholders which have been a constant source of strength to the Company.

The Board of Directors also expresses its sincere gratitude to all the shareholders for their continuous support and trust they have shown in the management. The dedication and sense of commitment shown by the employees at all levels during the year deserve special mention.

Your Company is thankful to the parent Company Hella Holding International GmbH, Germany for continuously providing excellent management, technical and marketing support.

*The previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.

For & on behalf of the Board of Hella India Lighting Limited

Sd/-
Rama Shankar Pandey
Managing Director
DIN: 02848326
Address: 6th Floor,
Plot No -184, Platinum Tower,
Udyog Vihar, Phase - I,
Gurgaon, Pin -122016

Sd/-
Anil Sultan
Alternate Director
DIN: 00467681
Address: 6th Floor,
Plot No -184, Platinum Tower,
Udyog Vihar, Phase - I,
Gurgaon, Pin -122016

Place: Gurgaon
Date: September 05, 2016



EXTRACTS OF ANNUAL RETURN

I. REGISTRATION AND OTHER DETAILS:

Corporate Identity Number (CIN)	U74899DL1959PLC003126
Name of the Company	Hella India Lighting Limited
Registration Date	4 September 1959
Category/Sub category of the Company	Limited by Shares
Address of the Registered Office and Contact Details	K61-B, LGF, Kalkaji, New Delhi-110019 Contact Details: Contact No : (0124) 4658600 Fax No. : (0124) 4658699 Email : shikhar.goel@hella.com Website :www.hella.co.in
Whether Listed Company, if yes, name of the Stock Exchange where listed	No
Scrip ID at BSE	NA
Name, Address and Contact details of Registrar and Transfer Agent	M/s. Link Intime India Pvt. Ltd. 44, Community Centre, Phase-I, Near PVR, Naraina Ind. Area, New Delhi-110028 Contact Details: Contact No : (011) 41410592 Fax No. (011) 41410591 Email: delhi@linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

Business activity contributing 10% or more of the total turnover of the Company.

Name and Description of main products/services	NIC Code of the Product/ service	% to total turnover of the Company
Horns	3748	17%
Lamps	3748	59%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
Hella Holding International, GmbH	Not Applicable	Holding	51	2(46)

Your Company does not have any Subsidiary or Associate Company.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

S. No.	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	Promoters									
1)	Indian									
(a)	Bodies Corporate	978263	0	978263	30.85	990060	9330	999390	31.51	0.66
(2)	Foreign Body Corporate	1617400	0	1617400	51.00	1617400	0	1617400	51.00	0.00
	Total Shareholding of Promoter (A)	2595663	0	2595663	81.85	2607460	9330	2616790	82.51	0.66
(B)	Public shareholding									
(1)	Institutions									
(a)	Mutual Funds/ UTI									
(b)	Financial Institutions/Banks	100	0	100	0.00	100	0	100	0.00	0
(c)	Foreign Institutional Investors									
	Sub-Total (B)(1)	100	0	100	0.00	100	0	100	0.00	0
(2)	Non-institutions									
(a)	Bodies Corporate	18903	20980	39883	1.26	17330	20980	38310	1.21	-0.05
(b)	Individuals									
	(i) Individual shareholders holding nominal share capital up to ₹ 2 lakh	220687	230809	451496	14.24	193945	221849	415794	13.11	-1.13
	(ii) Individual shareholders holding nominal share capital in excess of ₹ 2 lakh.	45018	0	45018	1.42	46858	0	46858	1.48	0.06
(c)	Any Other									
	(i) NRIs	29581	4160	33741	1.06	34070	4160	38230	1.20	0.14
	(ii) Clearing Members	408	0	408	0.01	449	0	449	0.01	0.00
	(iii) Hindu Undivided Families	4591	500	5091	0.16	14869	0	14869	0.47	0.31
	Sub-Total (B)(2)	319188	256449	575637	18.15	307521	246989	554510	17.48	-0.67
	Total Public Shareholding (B)= (B)(1)+(B)(2)	319288	256449	575737	18.15	307621	246989	554610	17.49	-0.66
	GRAND TOTAL (A)+(B)	2914951	256449	3171400	100.00	2915081	256319	3171400	100.00	0.00

ii) Shareholding of promoters

Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in shareholding during the year
	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged / encumbered to total shares	
Hella India Automotive Private Limited	978263	30.85	0	999590	31.51	0	0.66
Hella Holding International, GmbH	1617400	51	0	1617400	51	0	0

iii) **Change in Promoters' Shareholding:** There was below change in the promoters' Shareholding during the Financial Year 2015-16.

Shareholders Name	Shareholding at the beginning of the year		Shareholding at the end of the year		% change in shareholding during the year
	No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company	
Hella India Automotive Private Limited	978263	30.85	999590	31.52	0.67

iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

The shareholding pattern of top ten[^] shareholders at the beginning of the Financial Year 2015-16 and at the end of the Financial Year 2015-16 is given herein below.

S. No.	Name of Shareholders	Shareholding at the beginning of the Financial Year 2015-16		Shareholding at the end of the Financial Year 2015-16	
		No. of shares	%	No. of shares	%
1	Devika Bhagwan Advani Thangkhiew	45018	1.42	46858	1.48
2	Krishna Kumar Dharamshi Somaiya	28567	0.9	33101	1.04
3	DGL Pvt. Ltd.	0	0.00	13680	0.43
4	Shakuntla Kohli	0	0.00	11120	0.35
5	Rajul Manoj Shah	0	0.00	8740	0.27
6	Shashank S Khade	8299	0.26	8299	0.26
7	Kalpesh Harshad Kinariwala	8053	0.25	8053	0.25
8	Fortune Financial And Equities Services Pvt. Ltd.	0	0.00	8000	0.25
9	Shivram K	7520	0.23	7520	0.23
10	Laxmichand Kunverji Kenia	6600	0.21	6600	0.21

[^] Top ten shareholders are disclosed considering the base at the end of the FY

v). Shareholding of Directors and Key Managerial Personnel: Directors or Key Managerial Personnel did not have any shareholding in the Company during the Financial Year 2015-16.

V. INDEBTEDNESS : Indebtedness of the Company including interest outstanding / accrued but not due for payment: (In Thousands)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the Financial Year	NA		NA	
i) Principal Amount				
ECB		130,000		130,000
OD		49,697		49,697
ii) Interest due but not paid				
iii) Interest accrued but not due		5619		5619
Total (i +ii + iii)	NA	185,316	NA	185,316
Change in Indebtedness during the Financial Year	NA		NA	
• Addition (Cash Credit Limit)				
Net Change	NA	185,316	NA	185,316
Indebtedness at the end of the Financial Year	NA			
i) Principal Amount				
ECB		130,000		130,000
OD				
ii) Interest due but not paid		-		-
iii) Interest accrued but not due		5,995		5,995
Total (i +ii + iii)	NA	135,995	NA	135,995

VI. Remuneration of Directors and Key Managerial Personnel:

A. Remuneration to Managing Director and Whole-time Director

(Amount in ₹)

S. No.	Particulars of Remuneration	Name of Managing Director (MD)/ Whole-Time Director (WTD)	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	7,742,878	7,742,878
	(b) Value of perquisites u/s 17(2) of Income Tax Act, 1961	287,799	287,799
	(c) Profits in lieu of salary under section 17(3) of Income-Tax Act, 1961		
2	Stock Option	N.A	N.A
3	Sweat Equity	N.A	N.A
4	Commission a. As % of profit b. Other, specify	N.A	N.A
5	Other, please specify	N.A	N.A
	Total (A)	8,030,677*	8,030,677
	Ceiling as per the Act ¹	8,400,000	8,400,000

B. Remuneration to other directors:

(Amount in ₹)

Particulars of Remuneration	Name of Directors (Independent Non- Executive Director = INED) (Other Non-Executive Directors = NED)					Total Amount
	Mr. Guido Johannes Christ (INED)	Mr. Avinash Razdan Bindra (INED)	Total Remuneration of INED	Dr. Nicolas Wiedmann (NED)	Ms. Sosna K Violetta (NED)	Total Remuneration of NED
1. Independent Directors						
a. Fee for attending Board & Committee Meetings	82,000	98,000	1,80,000	NIL	NIL	NIL
b. Commission						

C. Overall managerial remuneration and ceiling

(Amount in ₹)

Total Managerial Remuneration	8,030,677/-
Overall Ceiling as per the Act ²	84,00,000/-

* The above figure doesnot include the Contribution to Provident Fund amounting to Rs. 398,889

- Ceiling limit has been calculated Per Annum pursuant to the Provisions of Section II, Part II of Schedule V, which doesn't include Contribution to PF etc. As your Company is falling in the part where effective capital is 5 crores and above but less than 100 crores.
- Ceiling limit has been calculated Per Annum pursuant to the Provisions of Section II, Part II of Schedule V, which doesn't include Contribution to PF etc. As your Company is falling in the part where effective capital is 5 crores and above but less than 100 crores.



D. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

(Amount in ₹)

S. No.	Particulars of Remuneration	Key Managerial Personnel		Total
		Mr. Shikhar Goel (Company Secretary)	Mr. Narender Jain (CFO)	
	(a) Salary as per provisions contained in Section 17(1) of the Income-Tax Act, 1961	506,508	1,403,680	1,910,188/-
	(b) Value of perquisites u/s 17(2) of Income-Tax Act, 1961	21,253	62,100	83,353/-
	(c) Profits in lieu of salary under section 17(3) of Income-Tax Act, 1961			
2	Stock Option	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A
4	Commission a. As % of profit b. Other, specify	N.A	N.A	N.A
5	Other, please specify	N.A	N.A	N.A
	Total (A)	527,761**	1,465,780***	1,993,541/-

VII. Penalties / Punishment / Compounding of Offences: There was no penalty / punishment / compounding fee imposed on the Company / Directors / any other officer of the Company.

**The above figure doesnot include the contribution to Provident Fund amounting to Rs. 30,368

*** The above figure doesnot include the contribution to Provident Fund amounting to Rs. 89,424



NOMINATION AND REMUNERATION POLICY

The Remuneration Committee of Hella India Lighting Limited ("the Company") was constituted on 22nd January, 2008 consisting of three Non - Executive Directors out of which majority are Independent Directors. In order to align with the provisions of the Companies Act, 2013 and the Listing Agreement, the Board on May 27, 2014 renamed the "Remuneration Committee" as "Nomination and Remuneration Committee".

Company's Nomination & Remuneration Policy is to ensure that Director's including executive, KMP's and senior executives are sufficiently incentivized for enhanced performance. In this regard, it will take into consider relevant factors and give due regard to the interests of shareholders and to the financial & commercial health of the company. The committee will ensure that levels of remuneration are sufficient to attract and retain personnel of the quality required to run the company successfully.

1. OBJECTIVE

The Nomination and Remuneration Committee and this Policy is in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 under the Listing Agreement.

The Key Objectives of the Committee would be:

- a) to guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management personnel.
- b) to evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- c) to recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- d) Identify persons who are qualified to become Director and persons who may be appointed in Key Management and Senior Management positions in accordance with the criteria laid down in this policy.

2. DEFINITIONS

- a) "Board": "Board" means Board of Directors of the Company.
- b) "Committee": "Committee" means Nomination & Remuneration Committee of company as constituted or reconstituted by the Board, from time to time.
- c) "Company": "Company" means Hella India Lighting Limited.
- d) "Director": "Directors" means Directors of the Company.
- e) "Independent Director":- As provided under clause 49 of the Listing Agreement and/or under the Companies Act, 2013, "Independent director" shall mean a non-executive director, other than a nominee director of the company:
 - a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
 - b. (i) who is or was not a promoter of the company or its holding, subsidiary or associate company;
 - (ii) who is not related to promoters or directors in the company, its holding, subsidiary or associate company;
 - c. apart from receiving director's remuneration, has or had no pecuniary relationship with the company, its holding, subsidiary or associate company, or their promoters, or directors, during the two immediately preceding financial years or during the current financial year;



- d. none of whose relatives has or had pecuniary relationship or transaction with the company, its holding, subsidiary or associate company, or their promoters, or directors, amounting to two percent or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;
- e. who, neither himself nor any of his relatives -
 - i. holds or has held the position of a key managerial personnel or is or has been employee of the company or its holding, subsidiary or associate company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - ii. is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of -
 - a firm of auditors or company secretaries in practice or cost auditors of the company or its holding, subsidiary or associate company; or
 - any legal or a consulting firm that has or had any transaction with the company, its holding, subsidiary or associate company amounting to ten per cent or more of the gross turnover of such firm;
 - iii. holds together with his relatives two per cent or more of the total voting power of the company; or
 - iv. is a Chief Executive or director, by whatever name called, of any non-profit organization that receives twenty-five per cent or more of its receipts from the company, any of its promoters, directors or its holding, subsidiary or associate company or that holds two per cent or more of the total voting power of the company;
 - v. is a material supplier, service provider or customer or a lessor or lessee of the company;
- f. who is not less than 21 years of age.
- f) "Key Managerial Personnel": "Key Managerial Personnel" means-
 - (i) Chief Executive Officer or the managing director or the manager;
 - (ii) Company secretary;
 - (iii) Whole-time director;
 - (iv) Chief Financial Officer; and
 - (v) such other officer as may be prescribed under the applicable statutory provisions / regulations
- g) "Senior Management": The expression "Senior Management" means personnel of the company who are members of its core management team excluding the Board of Directors. This would also include all members of management one level below the executive directors including all functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

3. APPLICABILITY:-

The Policy is applicable to

- a) Directors (Executive & Non Executive)
- b) Key Managerial Personnel
- c) Senior Management Personnel



4. ROLE OF COMMITTEE

The role of the Committee inter alia will be the following:

- a) to formulate a criteria for determining qualifications, positive attributes and independence of a Director;
- b) to recommend to the Board the appointment and removal of Senior Management;
- c) to carry out evaluation of Director's performance and recommend to the Board appointment / removal based on his / her performance;
- d) to recommend to the Board on (i) policy relating to remuneration for Directors, Key Managerial Personnel and Senior Management and (ii) Executive Directors remuneration and incentive;
- e) to make recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- f) ensure that level and composition of remuneration is reasonable and sufficient, relationship of remuneration to performance is clear and meets appropriate performance benchmarks;
- g) to develop a succession plan for the Board and to regularly review the plan.

5. MEMBERSHIP

- a) The Committee shall consist of a minimum 3 non-executive directors, majority of them being independent.
- b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
- c) Membership of the Committee shall be disclosed in the Annual Report.
- d) Term of the Committee shall be continued unless terminated by the Board of Directors.

6. CHAIRMAN

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairperson of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.
- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

7. FREQUENCY OF MEETINGS

- a) The meeting of the Committee shall be held at such regular intervals as may be required.

8. COMMITTEE MEMBERS' INTERESTS

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The Committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

9. SECRETARY

- a) The Company Secretary of the Company shall act as Secretary of the Committee.

10. VOTING

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.



11. NOMINATION DUTIES

The duties of the Committee in relation to nomination matters include:

- a) Ensuring that there is an appropriate induction & training program in place for new Directors and members of Senior Management and reviewing its effectiveness;
- b) Ensuring that on appointment to the Board, Non-Executive Directors receive a formal letter of appointment in accordance with the Guidelines provided under the Companies Act, 2013;
- c) Identifying and recommending Directors who are to be put forward for retirement by rotation;
- d) Determining the appropriate size, diversity and composition of the Board;
- e) Setting a formal and transparent procedure for selecting new Directors for appointment to the Board;
- f) Developing a succession plan for the Board and Senior Management and regularly reviewing the plan;
- g) Evaluating the performance of the Board members and Senior Management in the context of the Company's performance from business and compliance perspective;
- h) Making recommendations to the Board concerning any matters relating to the continuation in office of any Director at any time including the suspension or termination of service of an Executive Director as an employee of the Company subject to the provision of the law and their service contract;
- i) Delegating any of its powers to one or more of its members or the Secretary of the Committee;
- j) Recommend any necessary changes to the Board;
- k) Considering any other matters as may be requested by the Board.

12. REMUNERATION DUTIES

The duties of the Committee in relation to remuneration matters include:

- a) to consider and determine the Remuneration Policy, based on the performance and also bearing in mind that the remuneration is reasonable and sufficient to attract, retain and motivate members of the Board and such other factors as the Committee shall deem appropriate all elements of the remuneration of the members of the Board.
- b) to approve the remuneration of the Senior Management including key managerial personnel of the Company maintaining a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company.
- c) to delegate any of its powers to one or more of its members or the Secretary of the Committee.
- d) to consider any other matters as may be requested by the Board.
- e) Professional indemnity and liability insurance for Directors and senior management.

13. GENERAL APPOINTMENT CRITERIA

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.



ADDITIONAL CRITERIA FOR APPOINTMENT OF INDEPENDENT DIRECTORS

The Committee shall consider qualifications for Independent Directors as mentioned herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of clause 49 of the Listing Agreement and Companies Act, 2013, as amended from time to time.

14. TERM / TENURE

The Term / Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

15. REMOVAL

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

16. CRITERIA FOR EVALUATION OF INDEPENDENT DIRECTOR AND THE BOARD

Following are the Criteria for evaluation of performance of Independent Directors and the Board:

1. Executive Directors:

The Executive Directors shall be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time.

2. Non-Executive Director:

The Non-Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- a) act objectively and constructively while exercising their duties;
- b) exercise their responsibilities in a bona fide manner in the interest of the company;
- c) devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- d) do not abuse their position to the detriment of the company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- e) refrain from any action that would lead to loss of his independence
- f) inform the Board immediately when they lose their independence,
- g) assist the company in implementing the best corporate governance practices.
- h) strive to attend all meetings of the Board of Directors and the Committees;
- i) participate constructively and actively in the committees of the Board in which they are chairpersons or members;
- j) strive to attend the general meetings of the company;
- k) keep themselves well informed about the company and the external environment in which it operates;
- l) do not to unfairly obstruct the functioning of an otherwise proper Board or committee of the Board;
- m) moderate and arbitrate in the interest of the company as a whole, in situations of conflict between management and shareholder's interest.
- n) abide by Company's Memorandum and Articles of Association, company's policies and procedures including code of conduct, insider trading guidelines etc.



17. REMUNERATION

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval.

The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

1. Director/ Managing Director

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

2. Non-executive Independent Directors

The Non- Executive Independent Director may receive remuneration by way of sitting fees for attending meetings of Board or Committee thereof. Provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

3. KMPs / Senior Management Personnel etc.

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

4. Directors' and Officers' Insurance

Where any insurance is taken by the Company on behalf of its Directors, KMPs/ Senior Management Personnel etc. for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

18. MINUTES OF COMMITTEE MEETING

Proceedings of all meetings must be recorded and signed by the Chairman of the Committee at the subsequent meeting. Minutes of the Committee meetings will be tabled at the subsequent Board and Committee meeting.



FORM NO. AOC.2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain Arm's Length Transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at Arm's Length basis

SI No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	No transaction
B	Nature of contracts/arrangements/transactions	No transaction
C	Duration of the contracts/arrangements/transactions	No transaction
D	Salient terms of the contracts or arrangements or transactions including the value, if any	No transaction
E	Justification for entering into such contracts or arrangements or transactions	No transaction
F	Date of approval by the Board	No transaction
G	Amount paid as advances, if any	No transaction
H	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	No transaction

2. Details of material contracts or arrangement or transactions at arm's length basis

SI No.	Particulars	Details
A	Name(s) of the related party and nature of relationship	As per list mentioned in below table.
B	Nature of contracts/arrangements/transactions	
C	Duration of the contracts/arrangements/transactions	
D	Salient terms of the contracts or arrangements or transactions including the value, if any:	
E	Date(s) of approval by the Board, if any	
F	Amount paid as advances, if any:	



LIST OF RELATED PARTY TRANSACTIONS

(Rupees in Thousands)

S. No.	Name of the party	Relationship	Nature of Contract / Arrangement/ Transaction	Duration of Contract / Arrangement/ Transaction	Amount
1	Hella KGaA Hueck & Co.	Group Company	Sale of Product	2015-16	56,935
2	Hella India Automotive Private Limited	Group Company	Sale of Product	2015-16	44
3	Hella Fahrzeugteile Austria GmbH	Group Company	Sale of Product	2015-16	3,475
4	Hella Australia Pty. Limited	Group Company	Sale of Product	2015-16	576
5	Hella Asia Singapore Pte. Limited	Group Company	Sale of Product	2015-16	22,416
6	Hella Inc.	Group Company	Sale of Product	2015-16	26,521
7	Hella Automotive South Africa Pty. Ltd.	Group Company	Sale of Product	2015-16	16,665
8	Hella Middle East FZE	Group Company	Sale of Product	2015-16	23,608
9	Hella PHIL.INC	Group Company	Sale of Product	2015-16	40
10	Hella Trading (Shanghai) Co. Ltd.	Group Company	Sale of Product	2015-16	176
11	Hella KGaA Hueck & Co.	Group Company	Purchase of Raw Materials	2015-16	45,271
12	Hella India Automotive Private Limited	Group Company	Purchase of Raw Materials	2015-16	109,128
13	Hella Fahrzeugteile Austria	Group Company	Purchase of Raw Materials	2015-16	2,142
14	Hella Asia Singapore Pte. Limited	Group Company	Purchase of Raw Materials	2015-16	84,672
15	Hella New Zealand Ltd	Group Company	Purchase of Raw Materials	2015-16	1,646
16	Hella Saturnus Slovenija D.O.280	Group Company	Purchase of Raw Materials	2015-16	38,378
17	Docter Optics GmbH	Group Company	Purchase of Raw Materials	2015-16	2,811
18	Hella Australia Pty. Limited	Group Company	Purchase of Raw Materials	2015-16	229
19	Hella Gutmann Solutions GmbH	Group Company	Purchase of Raw Materials	2015-16	41
20	Hella Slovakia Front Light S.R.O	Group Company	Purchase of Raw Materials	2015-16	57
21	Hella Romania SRL	Group Company	Purchase of Raw Material	2015-16	51
22	Hella KgaA Hueck & Co.	Group Company	Income from Design & Development and support Income	2015-16	7,209
23	Hella Fahrzeugteile Austria	Group Company	Income from Design & Development and support Income	2015-16	881
24	Hella Slovakia Signal-Lighting s.r.o	Group Company	Income from Design & Development and support Income	2015-16	506
25	Hella Saturnus Slovenija	Group Company	Income from Design & Development and support Income	2015-16	423
26	HELLA Innenleuchten-Systeme GmbH	Group Company	Income from Design & Development and support Income	2015-16	55
27	Hella Romania SRL	Group Company	Income from Design & Development and support Income	2015-16	507
28	Hella KGaA Hueck & Co.	Group Company	Legal and Professional	2015-16	511



LIST OF RELATED PARTY TRANSACTIONS

(Rupees in Thousands)

Sr. No.	Name of the party	Relationship	Nature of Contract / Arrangement/ Transaction	Duration of Contract / Arrangement/ Transaction	Amount
29	Hella KGaA Hueck & Co.	Group Company	Interest Paid	2015-16	12,556
30	Hella India Automotive Private Limited	Group Company	Legal and Professional	2015-16	4,870
31	Hella KGaA Hueck & Co.	Group Company	Salaries & Wages	2015-16	415
32	Hella KGaA Hueck & Co.	Group Company	Repair & Maintenance- others	2015-16	17,130
33	Hella KGaA Hueck & Co.	Group Company	Royalty expenses	2015-16	9,052
34	Hella KGaA Hueck & Co.	Group Company	Purchase of Fixed asset	2015-16	1,248
35	Hella Saturnus Slovenija D.O.O	Group Company	Purchase of Fixed asset	2015-16	378
36	Hella Lighting Finland Oy	Group Company	Purchase of Fixed asset	2015-16	613
37	Hella Japan Inc.	Group Company	Purchase of Fixed asset	2015-16	125
38	Hella New Zealand Limited	Group Company	Purchase of Fixed asset	2015-16	28
39	Hella Fahrzeugteile Austria	Group Company	Purchase of Fixed asset	2015-16	968
40	Hella Romania SRL	Group Company	Purchase of Fixed asset	2015-16	113
41	Hella India Automotive Private Limited	Group Company	Purchase of Fixed asset	2015-16	1,863
42	Hella KGaA Hueck & Co.	Group Company	Reimbursement of expenses	2015-16	92
43	Hella India Automotive Private Limited	Group Company	Reimbursement of expenses	2015-16	426
44	Hella Corporate Center China	Group Company	Reimbursement of expenses	2015-16	485

For & on behalf of the Board of
Hella India Lighting Limited

Sd/-
Narender Jain
CFO

Sd/-
Rama Shankar Pandey
Managing Director
DIN: 02848326

Sd/-
Anil Sultan
Alternate Director
DIN: 00467681

Place : Gurgaon
Date : September 05, 2016



CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

A. CONSERVATION OF ENERGY

- a) Energy conservation measures taken:-
- Replaced 50 conventional tube lights with T-5, with this the company was able to save Rs. 3600 per month.
 - Replaced 15 street light with 28 Watt, with this the company is able to save Rs. 7582 per month.
- b) Additional investment and proposals, if any, being, implemented for reduction of consumption of energy:-
- Advance molding machines (150 Ton and 80 Ton) was installed in the Company towards the process of better technology and advancement. With this new machine, the Company will get better quality products. However, the new molding machine has increased load upto 150 kwh means an increase in Rs. 22000 per month. With installation of new molding machine in the plant, the Company is expecting the reduction of consumption of energy.
- c) Impact of the measures at (a) and (b) above for reduction of energy consumption and consequent impact on cost of production of goods:-
- The Company has minimized their utilization of D.G. set, since they have obtained the permission for utilization of energy in Peak hours from PSPCL Board, with this your Company was able to save Rs. 0.80 lac every month. Moreover this permission will be continued till the further instruction receive from PSPCL Board.
 - With the abovementioned small-small changes in the plant, your Company was able to do reduction of energy consumption and moreover through these changes, your Company also reduced consequently the cost of production of goods as it has favorable impact on cost of production.
- d) Total energy consumption and energy consumption per unit of production:

The Company is having 2 DG Sets of 750 KVA & 380 KVA. During the year the Company has consumed units of energy as detailed below:-

Electric Energy

- Units consumed from Punjab State Electricity Board in Financial Year 2015 -16 was 1,571,160 units (previous Year 1,139,624 units) and the cost was Rs 14,140,440/- (previous Year Rs. 9,765,000/-).
- DG Sets: Diesel consumed this Year 56,153 liters (previous Year 47,016 liters) and the cost was Rs. 2,695,344/- (previous Year Rs. 2,652,000/-)

B. TECHNOLOGY ABSORPTION

1. The effort made towards technology absorption

During the year, the Company has made various efforts towards technology absorption which are as follows:-

- First own new combination HL design done and development in process;
- M60 modules with LG is under development;
- Value fit L.E.D. rear lamp series 4 Inch at final development stage;



2. Benefits derived from the above efforts

With this above efforts, the Company was able to drive following benefits:-

- Entry into new market segment;
- Increase of sales;
- Addition of new product portfolio;
- Enhancement of experience and knowledge of the people to be used in new projects.

3. Future plan of action

The Company will continue to make efforts towards technology absorption. Moreover the Company made a plan towards technology absorption in the area of Value fit products through their design and development like work lamp, Aux lamp, single function lamps etc.

Further, the Company will increase the D&D capabilities and capacities for complete in-house development and support to external locations.

4. Efforts, in brief, made towards technology absorption, adaptation and innovation

Technical training done at HKG;

New sources of technology identified;

International coordination and support;

Support from capable suppliers.

Low costs electronics developed for L.E.D. rear lamps.

5. Technology imported during last three years

The Company has imported in the year 2015 related to low costs electronics for value fit 4 inch lamps developed with basic technology. Further the Company has fully utilized the said technology in the business

6. Expenditure incurred on Research & Development: NIL

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earning in terms of actual inflows during the year and the foreign Exchange outgo during the year in terms of actual outflows were as follows:

(₹ in Thousands)

Total Foreign Exchange used and earned	Year ended 31st March 2016	Year ended 31st March 2015
a) Total Foreign Exchange earned	167,769	180,078
b) Total Foreign Exchange used	310,383	326,325



**ANNUAL REPORT ON CORPORATE SOCIAL
RESPONSIBILITY (CSR) ACTIVITIES**

(As prescribed under Section 135 of the Companies Act, 2013 and The Companies
(Corporate Social Responsibility Policy) Rules 2014)

1. A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.

The company is in the process for formulating the CSR Policy. The company shall provide the CSR policy web-link after the policy recommended by the CSR Committee and subsequently approved by Board of Directors. However, the primary purpose of the Company's CSR philosophy is to make a meaningful and measurable impact on road safety aiming at creating conditions suitable for sustainable smart and safe driving in India. The Company aims to promote literacy and awareness among the people. It promises to undertake measures to promote education, awareness to the masses as well as to improve the driving condition on Indian Roads. The CSR activities would be pursued through various initiatives undertaken by the Company or through Drive Smart Drive Safe (D2S).

Drive Smart Drive Safe (D2S) has been set up as a Non Profit Organisation to educate people about Road Safety and impact reducing the road accident on Indian Roads.

2. The Composition of the CSR Committee as on 31st March, 2016 is as follows:

- a. Mr. Rama Shankar Pandey, Managing Director of the Company;
- b. Mr. Avinash Razdan Bindra, Independent Director and
- c. Mr. Guido Johannes Christ, Independent Director

3. Average net profit of the Company for last three financial years: ₹ 10,100,178/-

4. Prescribed CSR Expenditure (2% of the said profits as stated in item 3 above): ₹ 202,003/-

5. Details of CSR spent during the financial year:

- (a) Total amount spent for the financial year (2015-16): ₹ 203,000/-
- (b) Amount unspent, if any: N.A.
- (c) Manner in which the amount spent during the financial year is detailed in below.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S.No	CSR project or activity identified	Sector in which the Project is covered/ cl. no. Sch-VII of CA-2013	Projects or programs (1) Local area or other Specify (2) The State district and where projects or programs was undertaken	Amount outlay (budget) project or programs wise	Amount spent on the projects or programs Sub-heads: (1) Direct Expenditure on projects or programs (2) Overheads	Cumulative expenditure upto to the reporting period	Amount spent : Direct or through implementing agency
1	Road Safety	CI(ii)	Delhi	203,000	Implementing Agency*	203,000	Implementing Agency
	TOTAL			203,000		203,000	

* Donation to Drive Smart Drive Safe

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

7. The company is in the process for formulating the CSR Policy. However the CSR Committee will ensure and affirm that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and then formulated CSR Policy of the Company.



INDEPENDENT AUDITOR'S REPORT

To the Members of Hella India Lighting Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **HELLA INDIA LIGHTING LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2016, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

We conducted our audit of the financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and its profit and its cash flows for the year ended on that date.



Report on Other Legal and Regulatory Requirements

1. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid financial statements comply with the Accounting Standards prescribed under section 133 of the Act, as applicable.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements - Refer Note 2.27 to the financial statements;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses - Refer Note 2.26 (b) to the financial statements.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company - Refer Note 2.41 to the financial statements
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Place: Gurgaon
Date: September 05, 2016

Sd/-
VIJAY AGARWAL
Partner
Membership No.: 094468



ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of HELLA INDIA LIGHTING LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Place: Gurgaon
Date: September 05, 2016

Sd/-
VIJAY AGARWAL
Partner
Membership No.: 094468



ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

- (i)
 - (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Company has a program of verification of fixed assets to cover all the items in a phased manner over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the Management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deed provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the erstwhile name of the Company "J.M.A. Industries Limited" as at the balance sheet date. In respect of immovable properties of land and buildings that have been taken on lease and leasehold improvements disclosed as fixed asset in the financial statements, the lease agreements are in the name of the Company, where the Company is the lessee in the agreement.
- (ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals other than for inventories lying with third parties at the end of the year for which confirmations have been obtained and no material discrepancies were noticed on physical verification.
- (iii) The Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) The Company has not granted any loans, made investments or provide guarantees and hence reporting under clause (iv) of the Order is not applicable.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.
- (vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained. We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.
- (vii) According to the information and explanations given to us, in respect of statutory dues:
 - (a) The Company has been regular in depositing undisputed statutory dues, including Provident Fund, Income-tax, Sales Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it, and generally been regular in case of depositing Tax deducted at source, Service Tax and Employees' State Insurance to the appropriate authorities.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax, Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.
 - (c) Details of dues of Income-tax which have not been deposited as on March 31, 2016 on account of disputes are given below:



The following matters have been decided in favour of the Company but the department has preferred appeals at higher levels:

Name of statute	Nature of dues	Forum where dispute is pending	Period to which the amount relates	Amount involved and not paid (Rs. in Thousand)
The Income tax Act, 1961	Income tax	High Court	AY 2001-02	3,119
The Income tax Act, 1961	Income tax	High Court	AY 2004-05	3,959

There are no disputed dues in respect of Sales Tax, Service Tax, Customs Duty, Excise Duty, and Value Added Tax.

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to banks. The Company has not taken any loan from financial institutions and government during the year. The Company has not issued any debentures.
- (ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.
- (x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 188 and 177 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- (xiv) During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of section 192 of the Companies Act, 2013 are not applicable.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS LLP
Chartered Accountants
(Firm's Registration No. 117366W/W-100018)

Place: Gurgaon
Date : September 05, 2016

Sd/-
Partner
Membership No.: 094468

HELLA INDIA LIGHTING LIMITED



BALANCE SHEET AS AT MARCH 31, 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	Note No.	As at 31 March 2016	As at 31 March 2015
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2.1	1,46,077	1,46,077
Reserve and surplus	2.2	2,02,978	1,77,681
		<u>3,49,055</u>	<u>3,23,758</u>
Non-current liabilities			
Long-term borrowings	2.3	86,667	1,30,000
Other long-term liabilities	2.4	2,738	2,360
Long-term provisions	2.5	14,322	11,859
		<u>1,03,727</u>	<u>1,44,219</u>
Current liabilities			
Short-term borrowings	2.6	-	49,697
Trade payables	2.7		
(i) Total outstanding dues of micro and small enterprises		22,710	26,884
(ii) Total outstanding dues of other than micro and small enterprises		2,08,499	1,72,590
Other current liabilities	2.8	80,633	23,238
Short-term provisions	2.9	4,220	7,036
		<u>3,16,062</u>	<u>2,79,445</u>
		<u>7,68,844</u>	<u>7,47,422</u>
ASSETS			
Non-current assets			
Fixed assets			
Tangible assets	2.10	2,65,375	2,71,582
Intangible assets		11,611	26,423
Capital work in progress		21,932	7,444
		<u>2,98,918</u>	<u>3,05,449</u>
Non-current investments	2.11	20	20
Long-term loans and advances	2.12	23,235	13,141
Other non-current assets	2.13	1,073	886
		<u>3,23,246</u>	<u>3,19,496</u>
Current assets			
Inventories	2.14	1,44,006	1,42,570
Trade receivables	2.15	2,50,786	2,31,367
Cash and bank balance	2.16	34,039	21,633
Short-term loan and advances	2.17	16,601	32,339
Other current assets	2.18	166	17
		<u>4,45,598</u>	<u>4,27,926</u>
		<u>7,68,844</u>	<u>7,47,422</u>

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors
Hella India Lighting Limited

Sd/-
Vijay Agarwal
Partner

Sd/-
Rama Shankar Pandey
Managing Director
DIN : 02848326

Sd/-
Anil Sultan
Director
DIN : 00467681

Sd/-
Shikhar Goel
Company Secretary

Sd/-
Narender Jain
Chief Financial Officer

Place: Gurgaon
Date: Sept. 05, 2016



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	Note No.	Year Ended 31 March 2016	Year Ended 31 March 2015
Revenue from operations (gross)	2.19	14,21,557	13,01,718
Less: Excise duty		1,70,510	1,38,736
Revenue from operations (net)		12,51,047	11,62,982
Other income	2.20	15,802	69,048
Total revenue		12,66,849	12,32,030
Expenses			
Cost of materials consumed	2.21	7,71,250	7,44,340
Purchase of stock-in-trade (traded goods)		20,018	15,925
Changes in inventories of finished goods, work-in-progress and stock-in-trade	2.22	(6,378)	(11,587)
Employee benefits expenses	2.23	1,25,586	1,23,657
Finance cost	2.24	13,854	11,063
Depreciation and amortisation expenses	2.10	51,456	44,485
Other expenses	2.25	2,65,766	2,37,651
Total expenses		12,41,552	11,65,534
Profit before tax		25,297	66,496
Tax expense / (benefit)		-	-
Profit for the year		25,297	66,496
Earning per share (face value Rs 10 each)			
-Basic and diluted profit per share (Rs.)	2.33	7.98	20.97

See accompanying notes forming part of the financial statements

In terms of our report attached.

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors
Hella India Lighting Limited

Sd/-
Vijay Agarwal
Partner

Sd/-
Rama Shankar Pandey
Managing Director
DIN : 02848326

Sd/-
Anil Sultan
Director
DIN : 00467681

Sd/-
Shikhar Goel
Company Secretary

Sd/-
Narender Jain
Chief Financial Officer

Place: Gurgaon
Date: Sept. 05, 2016

HELLA INDIA LIGHTING LIMITED



CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
A. CASH FLOW FROM OPERATING ACTIVITIES :		
Profit before tax	25,297	66,496
Adjustments for:		
Depreciation and amortisation expenses	51,456	44,485
Liabilities and provisions no longer required written back	(4,461)	-
Interest expense	13,854	11,063
Interest income (on fixed deposits, loans and investments)	(825)	(8,212)
Net unrealised foreign exchange gain	(2,765)	(955)
Profit on sale of fixed assets	(13)	(1,893)
Provision for doubtful debts	5,058	964
Provision for doubtful advances	1,507	44
Bad debts written-off	1,680	-
Fixed assets written-off	883	-
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	91,671	1,11,992
Adjustments for (increase) / decrease in operating assets:		
Increase in inventories	(1,438)	(19,695)
Increase in trade receivables	(24,902)	(32,957)
Decrease/(Increase) in short-term loans and advances	14,232	(6,942)
Decrease in other current assets	-	1,00,000
Decrease/(Increase) in long-term loans and advances	975	(56)
Increase in other non-current assets	(188)	(38)
Adjustments for increase / (decrease) in operating liabilities:		
Increase in long-term provisions	2,464	2,174
Increase in other long-term liabilities	378	560
Increase/(decrease) in trade payables	37,709	(1,09,481)
Increase/(decrease) in short-term provisions	(2,817)	1,540
Increase/(decrease) in other current liabilities	14,851	(4,487)
CASH GENERATED / (USED) IN OPERATIONS	1,32,935	42,610
Net income tax (paid) / refund	2,075	(518)
NET CASH FLOW FROM OPERATING ACTIVITIES (A)	1,35,010	42,092
B. CASH FLOW FROM INVESTING ACTIVITIES		
Capital expenditure on fixed assets, including capital advances	(61,600)	(1,48,307)
Proceeds from Investments	-	5,000
Proceeds from sale of fixed assets	1,497	1,897
Loan realised from related party	-	50,000
Interest received (on fixed deposits, loans and investments)	675	12,289
NET CASH FLOW FROM / (USED IN) INVESTING ACTIVITIES (B)	(59,429)	(79,121)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Repayment of short term borrowings	(49,697)	-
Proceeds from short term borrowings	-	49,697
Interest paid	(13,479)	(10,816)
NET CASH FLOW FROM / (USED IN) FINANCING ACTIVITIES (C)	(63,176)	38,881
NET INCREASE IN CASH AND CASH EQUIVALENTS (A + B + C)	12,406	1,852
Cash and cash equivalents at the beginning of the year	21,633	19,781
Cash and cash equivalents at the end of the year	34,039	21,633
Cash and cash equivalents comprises :		
(a) Cash on hand	48	61
(b) Balances with banks		
(i) In current accounts	28,684	21,544
(ii) In EEFC accounts	5,307	28
	34,039	21,633

In terms of our report attached

For Deloitte Haskins & Sells LLP
Chartered Accountants

For and on behalf of the Board of Directors
Hella India Lighting Limited

Sd/-
Vijay Agarwal
Partner

Sd/-
Rama Shankar Pandey
Managing Director
DIN : 02848326

Sd/-
Anil Sultan
Director
DIN : 00467681

Sd/-
Shikhar Goel
Company Secretary

Sd/-
Narender Jain
Chief Financial Officer

Place: Gurgaon
Date: Sept. 05, 2016



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

1. Company overview

Hella India Lighting Limited, ('the Company') is a public limited company and is incorporated under the Companies Act, 1956 on 04 September 1959. Its shares were listed on Bombay Stock Exchange and Delhi Stock Exchange. Delhi Stock Exchange allowed delisting of shares in previous years. On 30 April 2015, the company got delisted from Bombay Stock Exchange. The Company is mainly engaged in manufacturing of automotive lamps, switches, blinkers and horns.

2. Significant Accounting Policies

(i) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act"). The financial statements have been prepared on accrual basis under the historical cost convention except for categories of fixed assets revalued in previous years are carried at revalued amounts. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

(ii) Use of estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Examples of such estimates include estimated provision for doubtful debts, future obligations under employee retirement benefit plans and estimated useful life of fixed assets, etc. Differences between actual results and estimates are recognised in the year in which the actual results are known or materialised. Any revision to accounting estimates is recognised in accordance with the requirements of the respective accounting standard.

(iii) Operating cycle

Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

(iv) Fixed assets (Tangible and Intangibles) and related depreciation and amortisation

Tangible fixed assets

Tangible fixed assets are carried at cost of acquisition less accumulated depreciation. Cost of fixed assets comprises of freight, duties, taxes and any other directly attributable costs to bring the assets to their working condition for intended use. Subsequent expenditure and interest on borrowings attributable to acquisition of qualifying fixed assets up to the date the asset is ready for its intended use. Subsequent expenditure on fixed assets after its purchase / completion is capitalised only if such expenditure results in an increase in the future benefits from such asset beyond its previously assessed standard of performance.

The revalued assets are carried at the revalued amounts less accumulated depreciation until March 31, 2014 and impairment losses, if any. Increase in the net book value on such revaluation is credited to "Revaluation reserve account" except to the extent such increase is related to and not greater than a decrease arising from a revaluation / impairment that was previously recognised in the Statement of Profit and Loss, in which case such amount is credited to the Statement of Profit and Loss. Decrease in book value on revaluation is charged to the Statement of Profit and Loss except where such decrease relates to a previously recognised increase that was credited to the Revaluation reserve, in which case the decrease is charged to the Revaluation reserve to the extent the reserve has not been subsequently reversed / utilised.

Intangible fixed assets

Intangible fixed assets are recognised when it is probable that the future economic benefits that are attributable to the assets will flow to the Company and the cost of assets can be measured



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and installation and are carried at cost less accumulated amortisation and impairment losses, if any.

Capital Work –In- Progress

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Depreciation

(a) Useful lives/ depreciation rates

Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers warranties and maintenance support, etc.:

Assets Category	Useful life of Asset (in years)
Plant and equipment (Injection Moulding machine, Metalizer, Drying and Conveying system and other peripheral machines)	12
Plant and equipment (other than above mentioned)	8
Plant and equipment (Tools)	5
Plant and equipment (Electric installations)	8
Motor vehicles (Commercial)	6
Motor vehicles (other than commercial)	5

Depreciation is charged on a pro-rata basis for assets acquired/sold during the year from/to the date of acquisition/sale on straight line basis.

Management believes that depreciation rates mentioned above fairly reflect its estimate of the useful lives and residual values of fixed assets, though these rates in certain cases are different from lives prescribed under Schedule II.

Leasehold improvements are amortised over the estimated useful life of the asset as estimated by management or the remaining period of the lease, whichever is shorter.

Depreciation on assets costing less than Rs. 5,000

The Company is depreciating asset costing less than Rs. 5000 in the year of purchase.

(b) Amortisation of intangible assets :

Intangibles comprise softwares. Intangible fixed assets are amortised in the Statement of Profit or Loss over their estimated useful lives, from the date they are available for use based on the expected pattern of consumption of economic benefits of assets. Accordingly, at present softwares are being amortised on straight line basis over the useful life of 3 years.

(v) Impairment

The carrying amounts of assets are reviewed at each Balance Sheet date in accordance with Accounting Standard - 28 on 'Impairment of Assets' to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognised for such excess amount. The impairment loss is recognised as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any

Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

(vi) Operating lease (as lessee)

Lease arrangements, where the risks and rewards incidental to ownership of an asset substantially vest with the lessor, are recognised as operating lease.

Lease payments under operating lease are recognised as an expense in the Statement of Profit and Loss.

(vii) Investments

Investments that are readily realisable and intended to be held for not more than a year from the date of acquisition are classified as current investments. All other investments are classified as long term investments. However, that part of long term investments which is expected to be realised within 12 months after the reporting date is also presented under 'current assets' as "current portion of long term investments" in consonance with the current/non-current classification of Schedule III to the Companies Act, 2013.

Long term investments (including current portion thereof) are valued at cost less any other temporary diminution in value, determined separately for each individual investment.

Current investments are carried at the lower of cost and fair value.

Any reduction in the carrying amount and any reversals of such reductions are charged or credited to Statement of Profit and Loss.

(viii) Revenue recognition

Revenue from sale of goods is recognised upon the passage of significant risks and rewards of ownership of the goods to the customers and no significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of the goods and regarding its collection. Sales are recorded at invoice value, net of price adjustments (if any), sales returns and applicable taxes.

(ix) Other Income

Interest income is recognised using the time proportion method, based on underlying interest rates.

(x) Inventories

Inventories are valued at cost or net realisable value, whichever is lower. The cost formula applied for inventories is weighted average.

In determining cost of work in progress and finished goods, fixed production overheads are allocated on the basis of normal capacity of production facilities and variable production overheads are assigned to each unit of production on the basis of actual use of the production facilities.

Stores and spares and raw materials held for use in production of finished goods are not written down below cost except in cases where material prices have declined, and it is estimated that the cost of the finished goods will exceed their net realisable value.

Obsolete, defective and unserviceable stocks are duly provided for, wherever required.

(xi) Borrowing Cost

Borrowing costs attributable to the acquisition or construction of a qualifying asset are capitalised as a part of the cost of asset. A qualifying asset is one that necessarily takes substantial period of



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(xii) Foreign currency transactions

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the respective transactions. Monetary foreign currency assets and liabilities remaining unsettled at the balance sheet date are translated at the rates of exchange prevailing on that date. Gains/ (losses) arising on account of realisation/settlement of foreign exchange transactions and on translation of foreign currency assets and liabilities are recognised in the Statement of Profit and Loss.

(xiii) Employee benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity fund and compensated absences.

Defined contribution plans

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

Defined benefit plans

For defined benefit plans in the form of gratuity fund, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognised in the Statement of Profit and Loss in the period in which they occur. The retirement benefit obligation recognised in the Balance Sheet represents the present value of the defined benefit obligation.

Short-term employee benefits

The undiscounted amount of short-term employee benefits expected to be paid in exchange for the services rendered by employees are recognised during the year when the employees render the service. These benefits include compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

The cost of short-term compensated absences is accounted as under :

- (a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
- (b) in case of non-accumulating compensated absences, when the absences occur.

Long-term employee benefits

Compensated absences which are not expected to occur within twelve months after the end of the period in which the employee renders the related service are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date less the fair value of the plan assets out of which the obligations are expected to be settled. Long Service Awards are recognised as a liability at the present value of the defined benefit obligation as at the balance sheet date.

(xiv) Earning per share

Basic earnings per share are calculated by dividing the net profit/ (loss) for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and dilutive equity equivalent shares outstanding during the year end, except where the results would be anti-dilutive.

(xv) Provisions, contingent liability and contingent assets

The Company creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent asset are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

(xvi) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents comprises short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

(xvii) Taxation

Income-tax expense comprises current tax (i.e. the amount of tax for the year determined in accordance with the Income-tax Act, 1961) and deferred tax charge or credit (reflecting the tax effects of the timing differences between the accounting income and taxable income for the year). The current charge for income tax is based on estimated tax liability as computed after taking credit for allowances and exemptions in accordance with the Income-tax laws applicable for the period. The deferred tax charge or credit and the corresponding deferred tax liabilities or assets are recognised using the tax rates that have been enacted or substantially enacted by the Balance Sheet date. Deferred tax assets are recognised only to the extent there is reasonable certainty that the assets can be realised in the future. However, where there is unabsorbed depreciation or carry forward loss under taxation laws, deferred tax assets are recognised only if there is virtual certainty of realisation of such assets. Deferred tax assets are reviewed at each Balance Sheet date for their realisability.

(xviii) Provision for warranty

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise - being typically upto one year.

As per the terms, the Company provides warranty support to its customers through Hella authorised service centers. The Company accounts for the provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimates.

(xix) Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016	As at 31 March 2015
2.1 Share capital		
Authorized		
Equity shares, ₹ 10 par value		
3,500,000 (previous year 3,500,000) equity shares	35,000	35,000
Preference shares, ₹ 100 par value		
2,150,000 (previous year 2,150,000) non-convertible, non-cumulative, redeemable preference shares	2,15,000	2,15,000
	<u>2,50,000</u>	<u>2,50,000</u>
Issued, subscribed and paid-up		
Equity shares		
3,171,400 (previous year 3,171,400) equity shares of ₹ 10 each fully paid up	31,714	31,714
Preference shares		
1,143,630 (previous year 1,143,630) 0.0000001% non-cumulative, redeemable preference shares of ₹ 100 each fully paid up	1,14,363	1,14,363
	<u>1,46,077</u>	<u>1,46,077</u>

i) Rights, preferences and restrictions

Equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity share is entitled to one vote per share. The paid-up equity shares of the Company rank pari-passu in all respects including dividend.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Preference shares

Preference shares issued by the Company are non-convertible, non-cumulative, redeemable and non participating. Preference shareholders are not entitled to vote.

Preference shareholders are entitled to 0.0000001% dividend.

Preference shareholders have preference over equity shareholders for the payment of dividend and repayment of capital, in the event of liquidation of the Company.

HELLA INDIA LIGHTING LIMITED



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016		As at 31 March 2015	
	No. of shares	Amount	No. of shares	Amount
ii) The reconciliation of the shares outstanding at the beginning and end of the year				
	As at 31 March 2016		As at 31 March 2015	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Balance at the beginning and end of the year	31,71,400	31,714	31,71,400	31,714
Preference shares				
Balance at the beginning and end of the year	11,43,630	1,14,363	11,43,630	1,14,363
iii) Shares held by the holding Company and subsidiary Company:				
	As at 31 March 2016		As at 31 March 2015	
	No. of shares	Amount	No. of shares	Amount
Equity Shares				
Hella Holding International GmbH, Germany, the holding company	16,17,400	16,174	16,17,400	16,174
Hella India Automotive Private Limited, a fellow subsidiary	9,99,390	9,994	9,78,263	9,783
Total	26,16,790	26,168	25,95,663	25,957
Preference shares				
Hella Holding International GmbH, Germany, the holding company	11,43,630	1,14,363	11,43,630	1,14,363
Total	11,43,630	1,14,363	11,43,630	1,14,363
The ultimate holding Company of the Company is Hella KGaA Hueck & Co., Germany.				
iv) The details of shareholders holding more than 5% shares :				
	As at 31 March 2016		As at 31 March 2015	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares				
Hella Holding International GmbH, Germany, the holding company	16,17,400	51.00	16,17,400	51.00
Hella India Automotive Private Limited	9,99,390	31.51	9,78,263	30.85
Preference shares				
Hella Holding International GmbH, Germany, the holding company	11,43,630	100.00	11,43,630	100.00
v) The preference shares are redeemable at par at any time after five years but prior to the expiry of twenty years from the date of allotment. Of these, 500,000 preference shares have been allotted on 31 August 2006, 40,000 preference shares have been allotted on 18 March 2009 and 603,630 (by conversion of loan from the holding company) preference shares have been allotted on 16 March 2010.				
Also, refer to note 2.38 relating to delisting of shares of the Company.				



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016	As at 31 March 2015
2.2 Reserves and Surplus		
Capital reserve		
Balance at the beginning and end of the year	1,756	1,756
Revaluation reserve		
Balance at the beginning and end of the year	2,495	2,495
Capital redemption reserve		
Balance at the beginning and end of the year	100	100
Securities premium reserve		
Balance at the beginning and end of the year	2,95,249	2,95,249
Deficit (Balance of statement of Profit and loss)		
Balance at the beginning of the year	(1,21,919)	(1,88,415)
Add: Profit for the year	25,297	66,496
Balance at the end of the year	<u>(96,622)</u>	<u>(1,21,919)</u>
	<u>2,02,978</u>	<u>1,77,681</u>
2.3 Long-term borrowings		
- Term loan from related party (unsecured)	1,30,000	1,30,000
Less : Current maturities of term loan from related party (refer to note number 2.8)	<u>(43,333)</u>	<u>-</u>
	<u>86,667</u>	<u>1,30,000</u>
	<u>86,667</u>	<u>1,30,000</u>
Term loan from related party is an Indian currency loan taken from Hella KGaA Hueck & Co., Germany (ultimate holding company). It carries interest at 9.5% per annum. The repayment schedule is as follows :		
Installment	Repayment date	Amount to be repaid in thds INR
1	30 September 2016	21,667
2	31-March 2017	21,667
3	30 September 2017	21,667
4	31 March 2018	21,667
5	30 September 2018	21,667
6	31 March 2019	21,665
2.4 Other long term liabilities		
Others		
- Security deposit received	2,738	2,360
	<u>2,738</u>	<u>2,360</u>
2.5 Long-term provisions		
Provisions for employee benefits		
- Gratuity (refer to note 2.28)	9,972	8,186
- Compensated absences	4,350	3,673
	<u>14,322</u>	<u>11,859</u>



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016	As at 31 March 2015
2.6 Short-term borrowings		
Loans repayable on demand		
- Cash credit facility from bank (Unsecured)	-	49,697
	-	49,697
	-	49,697
Cash credit facilities from bank carries an interest of 11% p.a., computed on monthly basis on the actual amount utilized. The amount is repayable on demand in one bullet payment. Hella KGaA Hueck & Co., Germany, the ultimate holding company, has given the guarantee for the cash credit facility availed by the Company.		
2.7 Trade payables		
Trade payables for goods and services		
- total outstanding dues of micro and small enterprises (refer to note 2.29)	22,710	26,884
- total outstanding dues of other than micro and small enterprises	2,08,499	1,72,590
	2,31,209	1,99,474
	2,31,209	1,99,474
2.8 Other current liabilities		
Current maturities of long term loan from related party (refer to note 2.3)	43,333	-
Interest accrued and due on borrowings	5,995	5,619
Employee payables	9,641	7,308
Statutory remittances	8,587	4,301
Advance from customers	8,848	615
Payable on purchase of fixed assets	4,229	5,395
	80,633	23,238
	80,633	23,238
2.9 Short-term provisions		
Provision for employee benefits		
- Gratuity (refer to note 2.28)	547	729
- Compensated absences	779	192
Other provisions		
- Provision for export obligations under EPCG License (Refer note 2.39)	1,094	5,215
- Provision for warranty (Refer note 2.39)	1,800	900
	4,220	7,036
	4,220	7,036



Notes to financial statements for the year ended 31 March 2016
(All amounts are in Thousand Indian Rupees except number of shares)

**2.10 Fixed Assets
Tangible Assets**

Particulars	Gross Block			Depreciation / Impairment				Net block	
	As at 1 April 2015	Additions during the year #	Sales/ Adjustments during the year	As at 31 March 2016	Charge for the year	Sales/ Adjustments during the year	As at 31 March 2016	As at 31 March 2015	
Tangible Assets									
Land (Freehold)	118 (118)	-	-	118 (118)	-	-	118 (118)	118	118
Building	62,954 (22,457)	96 (40,401)	-	62,954 (62,858)	1,698 (1,376)	-	48,039 (49,641)	49,641	49,641
Leasehold improvements	15,268 (14,918)	-	-	15,268 (15,268)	1,588 (5,015)	-	762 (2,350)	2,350	2,350
Plant and equipment	2,97,140 (1,53,133)	30,379 (1,47,209)	3,233 (3,202)	3,24,286 (2,97,140)	27,702 (19,441)	2,631 (3,199)	2,00,022 (1,97,947)	1,97,947	1,97,947
Motor vehicles	9,900 (8,287)	-	2,337 (386)	7,563 (9,900)	1,128 (1,269)	1,454 (386)	2,881 (4,892)	4,892	4,892
Furniture and fixtures	7,321 (6,905)	(1,999)	-	7,321 (7,321)	395	-	2,715 (3,110)	3,110	3,110
Office equipment	14,069 (2,390)	668 (11,679)	19	14,718 (14,069)	2,538 (2,210)	19	8,526 (10,396)	10,396	10,396
Computers	17,681 (15,938)	778 (1,743)	1,202	17,257 (17,681)	1,595 (1,812)	1,202	2,312 (3,129)	3,129	3,129
Sub total	4,24,355	31,921	6,791	4,49,485	36,644	5,306	1,84,110	2,65,375	2,71,583
Previous year	(2,24,146)	(2,03,797)	(3,588)	(4,24,355)	(31,499)	(3,585)	(1,52,772)		
Intangible Assets									
Computer softwares	44,137 (34,657)	-	-	44,137 (44,137)	14,812 (12,986)	-	32,526 (17,714)	11,611	26,423
Sub total	44,137	-	-	44,137	14,812	-	32,526	11,611	26,423
Previous year	(34,657)	(9,480)	-	(44,137)	(12,986)	-	(17,714)		
Grand total	4,68,492	31,921	6,791	4,93,622	51,456	5,306	2,16,636	2,76,986	26,423
Previous year	(2,58,803)	(2,13,277)	(3,588)	(4,68,492)	(44,485)	(3,585)	(1,70,486)		2,98,006
Capital work-in-progress									
Opening balance									
Additions during the year									
Less: Assets capitalised during the year									
Closing balance									
		31 March 2016		31 March 2015					
		7,444		1,68,545					
		42,730		32,368					
		28,242		1,93,469					
		<u>21,932</u>		<u>7,444</u>					

* Includes Rs. 42,400 for impairment of assets in year 2011-2012. However, based on management reassessment, there is no reversal of impairment loss in current year.
Net borrowing cost capitalised during the year amounts to Rs. NIL (previous year Rs. 2,093)



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016	As at 31 March 2015
2.11 Non-current investments		
(Valued at cost unless stated otherwise)		
Trade - unquoted		
Investment in equity instrument of other entities		
Wegu Sondhi Private Limited	110	110
11,000 (previous year 11,000) equity shares of face value Rs. 10 each, fully paid up		
Less: Provision for other than temporary diminution in value of investment #	110	110
	<u>-</u>	<u>-</u>
Drive Smart Drive Safe	20	20
2,000 (previous year 2,000) equity shares of face value "Rs. 10 each, fully paid up	20	20
	<u>20</u>	<u>20</u>
Aggregate amount of unquoted investments	130	130
Less: Aggregate amount of provision for other than temporary diminution in value of investment	110	110
	<u>20</u>	<u>20</u>

As on 31 March 2016, Wegu Sondhi Private Limited is a dormant Company.

(All amounts are in Indian Rupees)

Particulars	As at 31 March 2016	As at 31 March 2015
2.12 Long term loans and advances		
(unsecured, considered good unless otherwise stated)		
Capital advances		
Considered good	15,099	1,917
Considered doubtful	431	469
Less: Provision for doubtful advances	431	469
Security deposits	5,286	6,299
Income taxes recoverable	2,850	4,925
	<u>23,235</u>	<u>13,141</u>



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016	As at 31 March 2015
2.13 Other non-current assets		
(unsecured, considered good unless otherwise stated)		
Balance held as security against margin money given to govt. authorities	1,073	886
	1,073	886
	1,073	886
2.14 Inventories (refer to note 2.37)		
(Valued at the lower of cost or net realisable value)		
Raw materials and components [includes goods in transit Rs. 13,114 (previous year Rs. 4,911)]	83,581	87,669
Work in progress	2,440	3,096
Finished goods (other than those acquired for trading) [includes goods in transit Rs. 14,219 (previous year Rs. 9,702)]	44,667	42,142
Traded goods (acquired for trading)	9,452	4,943
Stores and spares	3,866	4,720
	1,44,006	1,42,570
	1,44,006	1,42,570
2.15 Trade receivables		
(unsecured, considered good unless otherwise stated)		
Trade receivables outstanding for a period exceeding six months from the date these are due for payment		
Considered good	98	7,478
Doubtful	8,569	3,511
Less: Provision for doubtful receivables.	8,569	3,511
	98	7,478
Other receivables		
Considered good	2,50,688	2,23,889
	2,50,786	2,31,367
	2,50,786	2,31,367
2.16 Cash and bank balances		
Cash on hand	48	61
Balances with banks		
In current accounts	28,684	21,544
In EEFC accounts	5,307	28
	34,039	21,633
	34,039	21,633
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	34,039	21,633
	34,039	21,633

HELLA INDIA LIGHTING LIMITED



Notes to financial statements for the year ended 31 March 2016
(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016		As at 31 March 2015	
2.17 Short term loans and advances (unsecured, considered good unless otherwise stated)				
Advance to suppliers				
Considered good	2,465		1,464	
Doubtful	1,694		1,564	
Less: Provision for doubtful advances	<u>1,694</u>	2,465	<u>1,564</u>	1,464
Balances with Government authorities				
Considered good				
- CENVAT credit receivable	9,098		23,270	
- VAT credit receivable	638		328	
- Service Tax credit receivable	613		4,274	
Doubtful				
- CENVAT credit receivable	468		468	
- Service Tax credit receivable	4,023		4,023	
Less: Provision for doubtful balance	<u>4,491</u>	10,349	<u>4,491</u>	27,872
Prepaid expenses	953		894	
Loans and advances to employees	2,721		1,996	
Other advances (rent)	113		113	
	<u>16,601</u>		<u>32,339</u>	
2.18 Other current assets (unsecured, considered good unless otherwise stated)				
Interest accrued but not due				
- on fixed deposits with banks	-		17	
- on security deposits	166	166	-	17
	<u>166</u>		<u>17</u>	
	<u>166</u>		<u>17</u>	
Particulars	Year ended 31 March 2016		Year ended 31 March 2015	
2.19 Revenue from operations				
(a) Sale of products (Refer Note (i) below)	14,17,850		12,97,914	
(b) Other operating revenues (Refer Note (ii) below)	3,707		3,804	
Revenue from operations (Gross)	<u>14,21,557</u>		<u>13,01,718</u>	
Less : Excise duty	1,70,510		1,38,736	
	<u>12,51,047</u>		<u>11,62,982</u>	
(i) Sale of products comprises:				
Manufactured Finished Goods (Refer to note 2.37(c))	13,96,651		12,81,836	
Traded Goods (Refer to note 2.37(d))	21,199		16,078	
	<u>14,17,850</u>		<u>12,97,914</u>	
(ii) Other operating revenues comprises:				
Scrap sales	1,640		2,857	
Duty drawback and other export incentives	2,067		947	
	<u>3,707</u>		<u>3,804</u>	



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
2.20 Other income		
- on fixed deposits with banks	267	3,026
- other interest	332	-
- on NHA1 bonds	-	74
- on intercompany loan to related party	-	4,867
- on income tax refund	113	123
Net gain on foreign currency transactions	985	38,195
Profit on sale of fixed assets	13	1,893
Liabilities and provisions no longer required written back	4,461	-
Miscellaneous income	9,631	20,870
	15,802	69,048
2.21 Cost of material consumed		
(Refer to note 2.37 (e))		
Raw material and components		
Opening stock	87,669	82,725
Add: Purchases	7,67,162	7,49,284
Less: Closing stock	83,581	87,669
	7,71,250	7,44,340
2.22 Changes in inventories of finished goods, work-in-progress and traded goods		
Opening stock		
Traded goods	4,943	-
Finished goods	42,142	35,743
Work in progress	3,096	2,851
	50,181	38,594
Less: Closing stock		
Traded goods	9,452	4,943
Finished goods	44,667	42,142
Work in progress	2,440	3,096
	56,559	50,181
	(6,378)	(11,587)
	(6,378)	(11,587)

Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
2.23 Employee benefits expenses		
Salaries and wages	1,07,925	1,06,283
Contribution to provident funds (Refer to note 2.28)	6,258	5,963
Gratuity expense (Refer to note 2.28)	2,655	2,315
Staff welfare expenses	8,748	9,096
	<u>1,25,586</u>	<u>1,23,657</u>
2.24 Finance cost		
Interest on borrowings from related party (Refer to note 2.31)	12,556	10,429
Interest on cash credit limit	1,298	634
	<u>13,854</u>	<u>11,063</u>
2.25 Other expenses		
Consumption of stores and spares (Refer to note 2.37)	33,459	30,987
Increase/(decrease) of excise duty on inventory	1,238	716
Power and fuel	16,247	15,258
Travelling and conveyance	19,184	18,009
Freight outward	36,345	32,740
Contractual manpower	32,634	28,742
Legal and professional	23,004	18,846
Payment to auditors		
- Statutory audit fees	900	1,300
- Tax audit fees	100	120
- Other matters	400	200
- Out of pocket expenses	287	239
	<u>1,687</u>	<u>1,859</u>
Rent (Refer to note 2.32)	10,693	9,838
Rates and taxes #	4,533	9,225
Insurance	2,914	3,234
Repairs and maintenance:		
- on buildings	1,601	1,243
- on plant and machinery	4,305	3,588
- on others	20,692	22,320
	<u>26,598</u>	<u>27,151</u>
Vehicle running and maintenance	2,028	2,771
Printing and stationery	1,113	1,178
Communication	3,953	4,003
Bank charges	767	1,122
Bad debts	1,680	-
Provision for doubtful receivables	5,058	964
Provision for doubtful advances	1,507	44
Expenditure on corporate social responsibility (Refer to note 2.40)	203	-
Loss of fixed assets written off	883	-
Royalty	9,052	8,816
Advertisement and sales promotion	22,354	14,560
Miscellaneous	8,632	7,588
	<u>2,65,766</u>	<u>2,37,651</u>

includes prior period expenses Rs. Nil (previous year Rs. 1,634)

Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

2.26 Commitments

a) Particulars	As at 31 March 2016	As at 31 March 2015
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances Rs.155,300 (previous year Rs. 2,224)	17,259	3,163
b) The Company did not have any long term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.		

2.27 Contingent liabilities

The Company has received assessment orders for the following Assessment Years from the Income-tax authorities as a result of which demands have been raised against the Company. The Company has filed appeals against these assessment orders, details of which are as under:

Name of the Statute	Nature of dues	Amount involved	Period to which the amount relates#	Forum where dispute is pending
Income-tax Act, 1961	Disallowance for foreign exchange fluctuation	3,119	2001-02	High Court of Delhi
Income-tax Act, 1961	Disallowance for foreign exchange fluctuation	3,959	2004-05	High Court of Delhi
Income-tax Act, 1961	Disallowance for expenses	11,221	2010-11	ITAT
Income-tax Act, 1961	Disallowance of expenses	3,440	2013-14	Commissioner (Appeal)

On the basis of management's internal assessment, the Company believes that cases will be settled in favour of the Company, accordingly no provision is tenable.

2.28. Employee benefits plans

a) Defined Contribution Plans

The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contribution plans, for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company recognised Rs. 6,258 (previous year Rs. 5,963) for Provident Fund contributions in the Statement of Profit and Loss. The contributions payable to these plans by the Company are at rates specified in the rules of the schemes.

b) Gratuity benefit plans

Defined benefit plans
Gratuity

The following table sets forth the status of the Gratuity of the Company, and the amounts recognised in the financial statements.

HELLA INDIA LIGHTING LIMITED



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Particulars	As at 31 March 2016	As at 31 March 2015
Changes in the defined benefit obligation (DBO) during the year		
Present value of DBO at the beginning of the year	8,915	7,322
Interest cost	713	586
Current service cost	1,649	1,539
Benefits paid	(1,052)	(722)
Actuarial loss	293	190
Present value of DBO at the end of the year	10,519	8,915
Changes in the fair value of the Plan assets (The Company does not have any Plan assets)		
Net liability recognised in the Balance Sheet		
Present value of defined benefit obligation	10,519	8,915
Fair value of the plan assets	-	-
Funded status (Deficit)	(10,519)	(8,915)
Unrecognised past service costs	-	-
Net liability recognised in the Balance Sheet	(10,519)	(8,915)
Components of employer's expense		
Current service cost	1,649	1,539
Interest cost	713	586
Expected return on plan assets	-	-
Net actuarial (gain)/loss recognised in the year	293	190
Actuarial assumptions		
Discount rate	8.00%	8.00%
Salary escalation	6.50%	6.50%
Retirement age	58 years	58 years
Mortality table	IALM (2006-08) mortality tables	IALM (2006-08) mortality tables
Attrition		
Upto 30 years	3%	3%
Upto 44 years	2%	2%
Above 44 years	1%	1%

Experience Adjustment

	As at 31-Mar-16	As at 31-Mar-15	As at 31-Mar-14	As at 31-Mar-13	As at 31-Mar-12
Present value of DBO at the end of the year	10,519	8,915	7,322	5,754	3,957
Experience adjustments on Plan assets/liabilities (gain) /loss	296	(565)	854	(731)	(165)

Actuarial assumptions for long terms compensated absences

Particulars	As at 31 March 2016	As at 31 March 2015
Discount rate	8.00%	8.00%
Salary escalation	6.50%	6.50%
Retirement age	58 years	58 years
Mortality table	IALM (2006-08) mortality tables	IALM (2006-08) mortality tables
Attrition		
Upto 30 years	3%	3%
Upto 44 years	2%	2%
Above 44 years	1%	1%

The estimates of future salary increases, considered in actuarial valuation, take account of inflation, seniority, promotions and other relevant factors. Discount rate is based on market yields prevailing on government securities as at 31 March 2016 for the estimated term of the obligations.

Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

2.29 The Company has obtained relevant information from its suppliers about their coverage under the Micro, Small and Medium Enterprises Development Act, 2006 ('the Act') which came into force from 2 October 2006. Based on the information presently available with the management, following are the disclosures under the Micro, Small and Medium Enterprises Development Act, 2006 in respect of micro, small and medium suppliers as defined in the Act:

S. No.	Particulars	As at 31 March 2016	As at 31 March 2015
i)	the principal amount remaining unpaid to supplier as at the end of the year	16,730	22,668
ii)	the interest due on the principal remaining outstanding as at the end of the year	166	198
iii)	the amount of interest paid under the Act beyond the appointed day during the year	-	-
iv)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the Act	1,598	1,182
v)	the amount of interest accrued and remaining unpaid at the end of the year	5,980	4,216
vi)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under the Act	-	-

2.30. Segment information

The Company is engaged in the business of manufacture and after sale support of auto components / accessories. This is the primary segment for the Company and it constitutes a single business segment. Accordingly disclosure requirements of Accounting Standard 17, "Segment Reporting", prescribed by the Companies (Accounting Standard) Rules 2006 in relation to primary segment are not required to be given.

As the Company exports its products, the secondary segment for the Company is based on the location of its customers. Information on the geographic segment is as follows:

Particulars	Year ended 31 March 2016			Year ended 31 March 2015		
	Within India	Outside India	Total	Within India	Outside India	Total
Segment revenue	10,99,078	1,67,770	12,66,848	10,51,953	1,80,078	12,32,031
Segment assets	7,09,765	59,081	7,68,846	7,04,265	43,157	7,47,422
Capital expenditure	46,408	-	46,408	52,175	-	52,175



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Segment accounting policies

The accounting principles consistently used in the preparation of the financial statements and consistently applied to record revenue and expenditure in individual segments are as set out in Note 2, Significant Accounting Policies. The description of segment assets and liabilities and the accounting policies in relation to segment accounting are as under:

a) Segment revenue

Segment revenue is adjusted for trade discounts, excise duty and exceptional item, if any and includes other income and other operating revenue. Segment revenue has been allocated to both the segments on the basis of specific identification.

b) Segment assets

Segment assets include all operating assets used by a segment and consist principally of fixed assets, capital work in progress, current assets and loans and advances.

2.31. Related party disclosures pursuant to Accounting Standard 18 " Related Party Disclosures"

The Company has entered into transactions with affiliated companies and its parent and key management personnel during the normal course of its business. The names of related parties of the Company and their relationship, are as follows:

a) Related parties where control exists but with which no transactions have taken place during the year:-

Nature of the relationship	Name of the Company/ Body corporate
1 Holding company	Hella Holding International GMBH, Germany

b) Related parties with whom transactions have taken place during the year:

Nature of the relationship	Name of the Company/ Party
1 Ultimate Holding Company	Hella KGaA Hueck & Co., Germany
2 i) Fellow subsidiaries (in India)	Hella India Automotive Private Limited
ii) Fellow subsidiaries (outside India)	Hella Fahrzeugteile Austria, Austria Hella Phil Inc., Philippines Hella Australia Pty. Limited, Australia Hella Asia Singapore Pte. Limited, Singapore Beifang Hella Automotive Lighting Ltd, China Hella Innenleuchten-Systeme Bratislava, Solakia Hella Japan Inc. , Japan Hella Inc., United States of America Changchun Hella Automotive Lighting Ltd., China Hella Romania S.R.L., Romania Hella Trailer Systems GmbH, Germany Hella Saturnus Slovenija D.O.O., Slovenia Hella Leuchten-Systeme GmbH, Germany Hella Lighting Finland Oy, Finland Hella-New Zealand Ltd, New Zealand Docter Optics GmbH, Germany Hella (Xiamen) Automotive Electronics Co. Ltd., China Hella Automotive South Africa Pty. Ltd., South Africa Hella Middle East FZE, Dubai Hella Slovakia Signal-Lighting s.r.o Hella Trading (Shanghai) Co. Ltd. Hella Gutmann Solutions GmbH Hella Nussbaum Solutions GmbH HELLA Innenleuchten-Systeme GmbH Hella Slovakia Front Light S.R.O. Hella Changchun Tooling Ltd
3 Key Management Personnel	Mr. Rama Shankar Pandey (Managing Director)

HELLA INDIA LIGHTING LIMITED



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

c) Related party transactions:

Nature of transaction	Year Ended 31-Mar-2016	Year Ended 31-Mar-2015
Sale of products		
Ultimate holding Company		
Hella KGaA Hueck & Co.	56,935	60,108
Fellow subsidiaries		
- Hella India Automotive Private Limited	44	30
- Hella Fahrzeugteile Austria GmbH	3,475	10,855
- Hella Australia Pty. Limited	576	144
- Hella Asia Singapore Pte. Limited	22,416	10,296
- Hella Inc.	26,521	30,903
- Hella Automotive South Africa Pty. Ltd.	16,665	12,389
- Hella Middle East FZE	23,608	32,165
- Hella PHIL.INC	40	41
- Hella trading (Shanghai) co. ltd.	176	7
Purchase of raw materials		
Ultimate holding Company		
- Hella KGaA Hueck & Co.	45,271	53,708
Fellow subsidiaries		
- Hella India Automotive Private Limited	1,09,128	1,22,511
- Hella Fahrzeugteile Austria	2,142	3,558
- Hella Asia Singapore Pte. Limited	84,672	77,799
- Hella Inc.	-	91
- Hella New Zealand Ltd	1,646	1,297
- Hella Lighting Finland Oy, Finland	-	407
- Hella Japan Inc	-	141
- Hella Saturnus Slovenija D.O.O	38,378	23,141
- Hella Leuchten-Systeme GmbH	-	-
- Docter Optics GmbH	2,811	2,699
- Beifang Hella Automotive Lighting Ltd.	-	2,932
- Hella (Xiamen) Automotive Electronics Co. Ltd.	-	1,252
- Hella Australia Pty. Limited	229	993
- Hella Gutmann Solutions GmbH	41	624
- Hella Nussbaum Solutions GmbH	-	223
- Hella Innenleuchten Systeme GmbH	-	26
- Hella Slovakia Front Light S.R.O.	57	-
- Hella Romania SRL	51	-
Loans and advances repaid		
From fellow subsidiaries		
- Hella India Automotive Private Limited	-	50,000
Other income (Design & Development and support income)		
Ultimate holding company		
- Hella KGaA Hueck & Co.	7,209	16,543
Fellow subsidiaries		
- Hella India Automotive Private Limited	-	4,867
- Hella Fahrzeugteile Austria	881	1,295
- Hella Slovakia Signal-Lighting s.r.o	506	-
- Hella Saturnus Slovenija	423	1,352
- Hella Innenleuchten System Bratislava S.R.O	-	394
- HELLA Innenleuchten-Systeme GmbH	55	-
- Hella Romania SRL	507	-

HELLA INDIA LIGHTING LIMITED



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

Nature of transaction	Year Ended 31-Mar-2016	Year Ended 31-Mar-2015
Legal and professional		
Ultimate holding company		
- Hella KGaA Hueck & Co.	511	792
# Guarantee given against the cash credit facility availed by the Company.		
Interest Paid		
- Hella KGaA Hueck & Co. (ECB)	12,556	12,556
Legal and professional		
Fellow subsidiaries		
- Hella India Automotive Private Limited	4,870	5,107
Salaries and wages		
Ultimate holding company		
- Hella KGaA Hueck & Co.	415	2,087
Repair and maintenance – others		
Ultimate holding company		
- Hella KGaA Hueck & Co.	17,130	16,320
Royalty expenses		
Ultimate holding company		
- Hella KGaA Hueck & Co.	9,052	8,816
Purchase of fixed assets		
Ultimate holding company		
- Hella KGaA Hueck & Co.	1,248	13,069
Fellow subsidiaries		
- Hella Saturnus Slovenija D.O.O	378	2,057
- Hella Changchun Tooling Ltd	-	2,803
- Hella Lighting Finland Oy	613	-
- Beifing Hella Automotive Lighting Ltd.	-	7,192
Hella Japan Inc.	125	-
Hella New Zealand Limited	28	-
Hella Fahrzeugteile Austria	968	-
Hella Romania SRL	113	-
Hella India Automotive Private Limited	1,863	-
Reimbursement of expenses		
To ultimate holding company		
- Hella KGaA Hueck & Co.	92	9
To fellow subsidiaries		
- Hella India Automotive Private Limited	426	342
- Hella Corporate Center China	485	-
Reimbursement of expenses		
From fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	-	1,295
Managerial remuneration		
Key management personnel		
- Rama Shankar Pandey	8,143	7,313



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

d) Particulars of balances in respect of related party transactions:

Particulars	Year Ended 31-Mar-2016	Year Ended 31-Mar-2015
Trade receivables		
Ultimate holding company		
- Hella KGaA Hueck & Co.	25,126	17,266
Fellow subsidiaries		
- Hella India Automotive Private Limited	13	-
- Hella Fahrzeugteile Austria GmbH	2,679	802
- Hella Australia Pty. Limited	-	22
- Hella Inc.	5,964	9,628
- Hella Automotive South Africa Pty. Ltd.	6,505	6,061
- Hella Middle East FZE	6,499	3,568
- Hella Saturnus Slovenija D.O.O	430	-
- Hella Asia Singapore Pte. Limited	9,598	5,555
- Hella PHIL.INC(Dr)	-	39
- Hella Gutmann Solutions GmbH	23	15
- Hella trading (Shanghai) co. ltd.	-	6
- Hella Slovakia Signal Lighting S.R.O.	100	-
Long term borrowings		
Ultimate holding company		
- Hella KGaA Hueck & Co.	1,30,000	1,30,000
Trade payables		
Ultimate holding company		
- Hella KGaA Hueck & Co.	27,951	27,338
Fellow subsidiaries		
- Hella India Automotive Private Limited	32,245	22,077
- Hella Fahrzeugteile Austria GmbH	482	828
- Hella Asia Singapore Pte. Limited	13,760	13,964
- Hella Saturnus Slovenija D.O.O	12,841	3,256
- Hella Lighting Finland Oy	-	407
- Hella New Zealand Limited	748	54
- Hella Australia Pty. Limited	87	19
- Hella Romania SRL	50	-
- Docter Optics GmbH	830	246
- Hella Japan Inc	-	141
Capital Creditors		
Ultimate holding company		
- Hella KGaA Hueck & Co.	-	794
Fellow subsidiaries		
- Beifing Hella Automotive Lighting Ltd.	-	121
- Changchun Hella Automotive Lighting Ltd.	-	1,192
Other Current Liabilities		
Ultimate holding company		
- Hella KGaA Hueck & Co.	5,995	5,619

Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

2.32. Operating leases

The Company has office and residential premises for its personnel under cancellable and non-cancellable operating leases. Operating lease rentals charged to the Statement of Profit and Loss during the year ended 31 March 2016 is Rs.10,693 (previous year Rs. 9,838). The future minimum lease expense in respect of non cancellable lease is as follows:

Particulars	As at 31 March 2016	As at 31 March 2015
Not later than 1 year	6,966	5,385
Later than 1 year but not later than 5 years	8,260	1,146
Later than 5 years	-	-

2.33. Earnings/(loss) per share

Particulars	As at 31 March 2016	As at 31 March 2015
Profit after tax	25,297	66,496
Weighted average number of equity shares	31,71,400	31,71,400
Basic and diluted earnings per share in rupees (face value – Rs. 10 per share)	7.98	20.97

The Company has not issued any potential equity shares and accordingly the basic earnings per share and diluted earnings per share is same.

2.34. Deferred taxes

Components of deferred tax asset / (liability) are as under:

Particulars	As at 31 March 2016	As at 31 March 2015
Tax effect of items constituting deferred tax liabilities		
Difference between written down value of fixed assets as per Income tax Act, 1961 and as per the Companies Act, 2013	(3,369)	7,284
Total (A)	(3,369)	7,284
Tax effect of items constituting deferred tax assets		
Provision for gratuity	3,413	2,893
Provision for leave encashment	1,664	1,254
Provision for doubtful receivables	2,780	1,139
Provision for doubtful advances	2,147	2,117
Provision for bonus	2,905	1,796
Provision for slow moving inventory	3,207	2,329
Provision for Export Obligation – EPCG License	355	1,692
Unabsorbed depreciation and carry forward of losses under the Income-Tax Act, 1961	32,809	62,757
Total (B)	49,280	75,978
Net deferred tax asset(B-A)	52,649	68,694
Net amount recognised in the financial statements	-	-

In the absence of virtual certainty regarding realisability of deferred tax assets, deferred tax asset has been recognised only to the extent of deferred tax liability.

Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

2.35 The Company's foreign currency exposure not hedged is as follows:

Particulars	As at 31 March 2016		As at 31 March 2015	
	(in original currency)	(in Rupees)	(in original currency)	(in Rupees)
Trade receivable				
- EURO	493	35,982	337	22,134
- USD	357	23,100	345	21,023
Trade payables				
- EURO	694	53,302	452	31,377
- USD	300	20,361	274	17,513
- AUD	2	87	-*	19
- JPY	-	-	261	141
Payable on purchase fixed assets				
- EURO	24	1,874	14	915
- CNY	-	-	111	1,164
Cash and cash equivalent				
- EURO	58	4,228	-	-
- USD	17	1,079	-*	28

* Amount below reported rounding off norms

2.36 The Company has established a comprehensive system of maintenance of information and documents as required by the transfer pricing regulation under sections 92-92F of the Income-Tax Act, 1961. Since the law requires existence of such information and documentation to be contemporaneous in nature, the Company continuously updates its documentation for the international transactions entered into with the associated enterprises during the financial year and expects such records to be in existence latest by the due date as required under law. The management is of the opinion that its international transactions are at arms length so that the aforesaid legislation will not have any impact on the financial statements, particularly on the amount of income tax expense and that of provision for taxation.

2.37. Additional information pursuant to the provisions of the Companies Act, 2013

a) Details of inventories of finished goods (in Indian Rupees)

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Horns	5,414	2,900
Lamps	25,894	26,240
Others #	13,359	13,002
Total	44,667	42,142

There are no items that individually accounts for more than 10% of the total value of traded goods inventory.

b) Details of inventories of traded goods (in Indian Rupees)

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Lamps	2,000	3,344
Others #	7,452	1,599
Total	9,452	4,943

There are no items that individually accounts for more than 10% of the total value of traded goods inventory.



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

c) Details of turnover of finished goods (in Rupees)

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Horns	2,32,121	2,27,507
Lamps	8,22,363	6,47,165
Others #	3,42,167	4,07,164
Total	13,96,651	12,81,836

There are no items that individually accounts for more than 10% of the total value of finished goods turnover.

d) Details of turnover of traded goods (in Rupees)

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Lamps	5,670	11,817
Others #	15,529	4,261
Total	21,199	16,078

There are no items that individually accounts for more than 10% of the total value of traded goods turnover.

e) Raw materials and components consumed

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
CRC sheet/ CRC coil	817	2,014
Diffusing lenses	32,815	28,176
Motor	21,407	17,665
Horn (unfinished)	1,08,854	1,24,137
Others #	6,07,357	5,72,348
Total	7,71,250	7,44,340

There are no items that individually accounts for more than 10% of the total value of material consumed.

f) Purchase of traded goods

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Lamps	2,675	11,297
Others #	17,343	4,628
Total	20,018	15,925

There are no items that individually accounts for more than 10% of the total value of traded goods purchased.

Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

g) Value of imported and indigenous raw materials consumed and Stores and spares consumed and the percentage of each to the total consumption.

Item	Year Ended 31 March 2016		Year Ended 31 March 2015	
	Value (in Rupees)	%	Value (in Rupees)	%
Raw materials				
- Imported	2,78,145	36.06%	2,72,645	36.63%
- Indigenous	4,93,105	63.94%	4,71,695	63.37%
Total	7,71,250		7,44,340	
Stores, spares and consumables				
- Imported	-	-	-	-
- Indigenous	33,459	100.00%	30,987	100.00%
Total	33,459		30,987	

h) Value of imports on CIF Basis

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Raw materials	2,69,822	2,76,089
Capital goods	9,851	16,321

i) Expenditure in foreign currency

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Employee benefit expenses	1,763	4,919
Travelling	2,253	1,102
Repairs and maintenance- others	17,130	18,287
Legal and professional	511	792
Royalty	9,052	8,816

j) Earnings in foreign currency

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Export of goods calculated on F.O.B.	1,57,707	1,60,081
Other income (Development of tools)	10,063	19,997

2.38. As stated in Part II Section A above, the promoters of the Company hold 81.85% of the total issued and subscribed equity capital of the Company and balance 18.15% stake is held by public shareholders. In 2005-06, the Company had applied for delisting from Delhi Stock Exchange ('DSE') and Bombay Stock Exchange ('BSE'). While DSE allowed the Company to delist, BSE rejected the application vide letter dated 15 February 2006. On appeal, the Securities Appellant Tribunal ('SAT') passed a favorable order dated 27 May 2008 for delisting of the Company. However, the said order of SAT was challenged before the Honourable Supreme Court of India by certain individual shareholders. The Supreme Court vide order dated 24 October 2008 stayed the delisting of the Company and the matter was sub-judice.

On 10 December 2014, the Hon'ble Supreme Court dismissed the appeal and granted its permission for delisting of the Company and further added that, the order passed by Securities Appellant Tribunal (SAT) on 27 May 2008 should be treated as valid from the date of passing such order. Subsequent to the order, the Company requested Bombay Stock Exchange (BSE) vide letter dated 19 December 2014 to grant the delisting permission. Further to the request, an aggrieved shareholder had filed a complaint with Securities Exchange Board of India vide email dated 26 December 2014 on the exit price for the shareholders. The Company has responded to the grievance vide letter dated 2 February 2015.



Notes to financial statements for the year ended 31 March 2016

(All amounts are in Thousand Indian Rupees except number of shares)

On 17 April 2015, the Bombay Stock Exchange delisted the shares of the Company w.e.f. 30 April 2015 and stated that the exit option will be kept open by the Acquirer – Hella India Automotive Private Limited for the remaining public shareholders for a period of six months from the date of the delisting at the rate of Rs. 52.39 per equity share, being the exit price determined.

2.39. Disclosure in respect of Accounting Standard 29 'Provisions, Contingent Liabilities & Contingent Assets' as notified by the Companies (Accounting Standards) Rules, 2006 are as below:

The Company has made provision for various contractual obligation based on its assessment of the amount it estimates to incur such obligations, details of which are given below:

Particulars	As at 1 April 2015	Additions	Utilisations	As at 31 March 2016
Provision for export obligations under EPCG license *	5,215	160	4,281	1,094
Provision for warranty	900	3,681	2,781	1,800

* The Company had taken 2 EPCG licenses amounting to Rs. 2,120 in the year 2005 against which the Company has not fulfilled the export obligation. During the current year, Company has surrendered the licences and paid duty and interest thereon of Rs. 4,281 with the department and waiting for no dues from the department of commerce.

2.40. Under Section 135 of the Companies Act, 2013, the Company is required to spend, in every financial year, atleast 2% of the average net profits of the Company made during the three immediately preceding financial years on Corporate Social Responsibility (CSR), pursuant to its policy in this regard. The Act requires such companies to constitute a Corporate Social Responsibility Committee which shall formulate and recommend to the Board a Corporate Social Responsibility Policy which shall indicate the CSR activities to be undertaken by the Company as specified in Schedule VII to the Companies Act, 2013.

- a) Gross amount required to be spent by the company during the year : 202
 b) Amount spent and paid during the year : 203

Particulars of amount paid during the year	For the year ended 31 March 2016
For road safety activities	203
Total	203

2.41. There were no amounts which were to be transferred to Investor and Protection Fund by the Company.

- 2.42 a) The previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosure.
 b) The previous year figures have been audited by another firm of Chartered Accountants.

For and on behalf of the Board of Directors
Hella India Lighting Limited

Sd/-
Rama Shankar Pandey
 Managing Director
 DIN : 02848326

Sd/-
Anil Sultan
 Director
 DIN : 00467681

Sd/-
Shikhar Goel
 Company Secretary

Sd/-
Narender Jain
 Chief Financial Officer

Place: Gurgaon
 Date: Sept. 05, 2016



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Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : U74899DL1959PLC003126
Name of the Company : Hella India Lighting Limited
Registered Office : K61-B, LGF, Kalkaji, New Delhi-110019

Name of the member (s) :	
Registered address :	
E-mail Id :	
Folio No/ Client Id :	
DP ID :	

I/We, being the member (s) of equity shares of the above named Company, hereby appoint

1. Name :
Address :
.....
E-mail Id :
Signature:.....,or failing him

2. Name :
Address :
.....
E-mail Id :
Signature:.....,or failing him

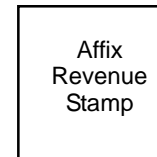
3. Name :
Address :
.....
E-mail Id :
Signature:.....



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 56th Annual General Meeting of the Company for the calendar year 2016, to be held on 30th day of September 2016 At 9:00 A.M. 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 and at any adjournment thereof in respect of such resolutions as are indicated below:

SI No.	Resolution	*Optional	
		Assent	Dissent
	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.		
	Special Business:		
4	To appoint Dr. Nicolas Wiedmann (holding DIN: 07405966) as retiring Director		
5	To appoint Mr. Tarun Gulati (holding DIN: 07323709) as Independent Director		
6	To appoint Mr. Avinash Razdan Bindra (holding DIN: 03517938) as Independent Director.		
7.	To ratify the remuneration to be paid to the Cost Auditors for the Financial Year 2015 - 16.		

Signed this on 30th day of September, 2016



Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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 a proxy for any other person or shareholder.
4. *This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'Assent' or 'Dissent' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.



HELLA INDIA LIGHTING LIMITED

(CIN: U74899DL1959PLC003126)

Regd. Office: K - 61B, LGF, Kalkaji, New Delhi - 110019

Phone: 0124 - 4658600, E-mail Id: shikhar.goel@hella.com, Website: www.hella.co.in

56th ANNUAL GENERAL MEETING

ATTENDANCE SLIP

PLEASE FILL IN ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint Shareholders may obtain additional attendance slip on request.

*DP ID No.	Regd. Folio No.
Client ID No.	No. of shares held

Name of Member/Members

Name of Proxy

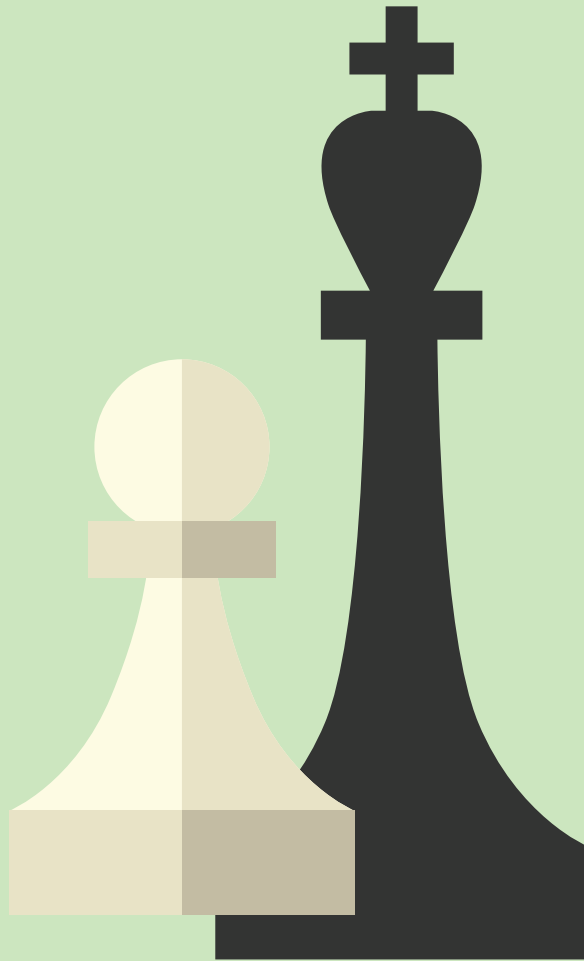
(To be filled when proxy attends the meeting)

I hereby record my presence at the Annual General Meeting of the Company held on 30th September 2016 at 9:00 A.M. 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

Signature of the Member(s) / Proxy

Strike out whichever is not applicable

*Applicable for the investors holding shares in electronic mode.



If undelivered, please return to:
HELLA India Lighting Ltd
Registered Office : K61-B, LGF,
Kalkaji, New Delhi-110019