

HELLA India Lighting Ltd. 6A, 6th Floor, Platinum Tower 184, Udyog Vihar Phase-I Gurgaon-122016 Haryana, India

Tel: +91-124-4658600

Quarterly Compliance Report on Corporate Governance: +91-124-4658699

Name of the Company

www.hella.co.in Hella India Lighting Limited

CIN: L/4899DL1959PLC003126

Quarter ending on

30th September 2014

| Particulars | Clause of Listing agreement | Compliance Status Yes/No | Remarks |
|---|-----------------------------------|-----------------------------|---------|
| l. Board of Directors | 49(1) | | |
| (A) Composition of Board | 49 (IA) | Yes | |
| (B) Non-executive Directors' compensation & disclosures | 49 (IB) | Yes | |
| (C) Other provisions as to Board and Committees | 49 (IC) | Yes | |
| (D) Code of Conduct | 49 (ID) | Yes | |
| II. Audit Committee | 49 (II) | | |
| (A) Qualified & Independent Audit Committee | 49 (IIA) | Yes | |
| (B) Meeting of Audit Committee | 49 (IIB) | Yes | |
| (C) Powers of Audit Committee | 49 (IIC) | Yes | |
| (D) Role of Audit Committee | 49 II(D) | Yes | |
| (E) Review of Information by Audit | 49 (IIE) | Yes | |
| Committee | | | |
| III. Subsidiary Companies | 49 (III) | N.A. | |
| IV. Disclosures | 49 (IV) | | |
| (A) Basis of related party transactions | 49 (IV A) | Yes | |
| (B) Disclosure of Accounting Treatment | 49 (IV B) | N.A. | |
| (C) Board Disclosures | 49 (IV C) | Yes | |
| (D)Proceeds from public issues, rights issues, preferential issues etc. | 49 (IV D) | N.A. | |
| (E) Remuneration of Directors | 49 (IV E) | Yes | |
| (F) Management | 49 (IV F) | Yes | |
| (G) Shareholders | 49 (IV G) | Yes | |
| V. CEO/CFO Certification | 49 (V) | Yes | |
| VI. Report on Corporate Governance | 49 (VI) | Yes | |
| VII. Compliance | 49 (VII) | Yes | |

For Hella India Lighting Limited

Authorised Person

Plant: Ambala Chandigarh Highway, Derabassi-140504 (Punjab)

Works at: Khewat No. 240/220, Kila No. 17/6, Badsahi Road, Surat Nagar -II, Gurgaon - 122001 (Haryana)

Regd. Office: B-13, Badarpur Extension, New Delhi - 110044