



NOTICE

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

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March 2016, together with reports of the Board of Directors' and Auditor's thereon.
2. To appoint a Director in place of Ms. Sosna K Violetta who retires by rotation and being eligible, offers herself for reappointment.
3. To appoint Statutory Auditors of the company and to fix their remuneration. In this connection, to consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions thereof, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time (including any statutory modification(s) or any re-enactment(s) thereof, M/s. Deloitte Haskins & Sells LLP, Chartered Accountants, (Membership No. 117366W/W-100018), Gurgaon, the Statutory Auditors of the Company, who retires at the conclusion of the 56th Annual General Meeting, subject to ratification at every AGM, be and is hereby re-appointed as Statutory Auditors of the Company who shall hold office from the conclusion of this Annual General Meeting till the conclusion of 61st Annual General Meeting.

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

SPECIAL BUSINESS:

4. **To appoint Dr. Nicolas Wiedmann (holding DIN: 07405966) as retiring Director and in this regard, consider and if thought fit, to pass the following resolutions as a Ordinary Resolution with or without modification(s):**

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act 2013, applicable provisions of Articles of Association of the Company and any other provisions as may be applicable for the time being in force, Dr. Nicolas Wiedmann (holding DIN: 07405966), who was appointed as Additional Director of the Company by the Board of Directors with effect from 28th January 2016 and who holds office upto the conclusion of 56th Annual General Meeting and in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Companies Act, 2013, proposing his candidature for the office of the Director, be and is hereby appointed as a Director of the Company, liable to be retire by rotation.

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

5. **To appoint Mr. Tarun Gulati (holding DIN: 07323709) as Independent Director and in this regards, consider and if thought fit, to pass the following resolutions as an Ordinary Resolution with or without modification(s):**

"RESOLVED THAT pursuant to Section 149, 152, Schedule IV of the Companies Act 2013 read with Companies (Appointment & Qualification of Directors) Rules 2014, and any other provisions as may be applicable for the time being in force, Mr. Tarun Gulati (holding DIN: 07323709), in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Act, the consent of the members of the Company be and is hereby accorded for approving the appointment of



Mr. Tarun Gulati as an Independent Director of the Company with effect from 5th September 2016 till the conclusion of 58th Annual General Meeting of the Company, not liable to be retire by rotation.

FURTHER RESOLVED THAT Mr Rama Shankar Pandey - Managing Director of the Company and Mr. Shikhar Goel - Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

6. **To appoint Mr. Avinash Razdan Bindra (holding DIN: 03517938) as Independent Director and in this regards, consider and if thought fit, to pass the following resolutions as an Ordinary Resolution with or without modification(s):**

"RESOLVED THAT pursuant to Section 149, 152 of the Companies Act 2013 read with Companies (Appointment & Qualification of Directors) Rules 2014, and any other provisions as may be applicable for the time being in force, consent of the members of the Company be and is hereby accorded for re-appointment of Mr. Avinash Razdan Bindra (holding DIN: 03517938) as an Independent Director of the Company, in respect of whom the Company has received a notice in writing from a member under section 160 (1) of the Act, who shall hold office for a term of upto five (5) consecutive years i.e. upto the conclusion of 61st Annual General Meeting of the Company, not liable to be retire by rotation.

FURTHER RESOLVED THAT Mr Rama Shankar Pandey - Managing Director of the Company and Mr. Shikhar Goel - Company Secretary of the Company be and are hereby authorized severally to sign and file necessary forms and to do all such acts, deeds and things as may be deemed necessary and expedient in this regard."

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

RESOLVED THAT pursuant to provision of section 148 read with the Companies (Audit and Auditors) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, as amended from time to time, the Company hereby ratifies the remuneration of Rs. 75000/- p.a. + Service Tax + actual out of pocket expenses if any incurred, by Cost Auditor of the Company i.e. M/s Mushtaq - A - Mir & Co., Cost Accountants (Firm Registration No 102510), who have been appointed by the Board of Directors as the cost auditors of the company, to conduct the audit for the cost records of the Company, for the Financial Year 2015-16."

"FURTHER RESOLVED THAT Mr. Rama Shankar Pandey - Managing Director of the Company and Mr. Shikhar Goel - Company Secretary of the Company be and are hereby authorized severally to file necessary forms, returns, approvals and complete all other requisite formalities for the appointment of M/s Mushtaq - A - Mir & Co., Cost Accountants (Firm Registration No 102510) as Cost Auditors and for obtaining the approval from Central Government in relation thereto, if required or applicable."

By Order of the Board
For Hella India Lighting Limited

Place: Gurgaon
Date: September 05, 2016

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

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ANY OTHER PERSON AS PROXY TO ATTEND AND VOTE INSTEAD OF HIM AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Provided that such proxy shall not have the right to speak at such meeting and shall not be entitled to vote except on poll.



2. The instrument(s) appointing the proxy, if any, should be delivered at the registered office of the Company at K-61B, LGF, Kalkaji , New Delhi - 110019, not less than 48 (forty eight) hours before the commencement of the meeting and in case of default, the instrument of proxy shall be treated as invalid.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the company carrying voting rights. Provided that a member holding more than ten percent of the total shares capital of the company carrying voting rights, may appoint a single person as proxy and such person shall not act as proxy for any other person as shareholder.
4. The Register of Members and Share Transfer Books of the Company shall remain close for a period of 10 days, from 21st September, 2016 to 30th September, 2016 (both days inclusive).
5. Members are requested to send request for change in their addresses, if any, directly to the Registrar & Share Transfer Agent viz. Link Intime India Private Limited (formerly Intime Spectrum Registry Limited), 44, Community Centre, 2nd Floor, Naraina Industrial Area, Phase - 1, Near PVR Naraina, New Delhi - 110028.
6. Members desirous of having any information regarding Accounts are requested to send their queries to the Company at least 15 days before the date of the meeting, so that the requisite information is made available at the meeting.
7. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
8. Pursuant to Section 108 of Companies Act 2013 read with The Companies (Management and Administration) Rules, 2014, the Company is pleased to offer Remote e-voting (Electronic Voting) facility to its members to cast their votes electronically on all resolutions set forth in this Notice convening the 56th Annual General Meeting of the members of the company, to be held on Friday, September 30, 2016, at 10.00 A.M.

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

Commencement of Remote E-voting	End of Remote E-voting
From 9:00 A.M. on 27th September 2016	Upto 5:00 P.M. on 29th September 2016

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

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 27th September, 2016 at 9:00 AM and ends on 29th September, 2016 at 5:00 PM. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23rd September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.



(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) " Members who have not updated their PAN with the Company/Depository Participant are requested to use the the first two letters of their name and the 8 digits of the sequence number in the PAN field. Sequence number is sent along with the notice.
	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or Company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

(ix) After entering these details appropriately, click on "SUBMIT" tab.

(x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xii) Click on the EVSN for the relevant <Hella India Lighting Limited> on which you choose to vote.

(xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

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

(xviii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xix) Note for Non - Individual Shareholders and Custodians

(xix) Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (i) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 23rd September 2016, may follow the same instructions as mentioned above for e-Voting.
- (ii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

Other Instructions

- (i) The Remote e-voting period commences on 27th September, 2016 at 9.00 A.M. and ends on 29th September, 2016 at 5.00 P.M. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date which is 23rd September 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) In terms of the recent amendment to the Companies (Management and Administration) Rules, 2014 with respect to the Voting through electronic means, the company is also offering the facility for voting by way of physical ballot process at the AGM. The Members attending the meeting should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote at the AGM through ballot process for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date being Friday, 23rd September, 2016.
- (iii) Mr. J.K.Gupta of M/s J. K. Gupta & Associates, Practicing Company Secretaries (email: jitesh@jkgupta.com.) (Membership No. F3978) has been appointed as the Scrutinizer to scrutinize the Remote e-voting process in a fair and transparent manner.
- (iv) The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the e-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- (v) The results shall be declared on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website "www.hella.co.in" and on the website of CDSL within three days of conclusion of the meeting.
- (vi) The notice of the meeting is also available on the website of the Company at www.hella.co.in.

By Order of the Board
For Hella India Lighting Limited

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

