



**HELLA INDIA LIGHTING LIMITED**



# **ANNUAL REPORT**

**2023-24**

# HELLA INDIA LIGHTING LTD.

## SOE & IAM PRODUCT PORTFOLIO

### Projector Lamp Family



Module 90  
(High Beam)

Module 90  
(Low Beam)

Module 90  
(Fog Lamp)

Module 60 (High/  
Low/Work Lamp)

Semi Customised  
Headlamp

Work Lamp  
W394

### LED Lamp Family



LED Tail  
Lamp

4 Inch LED

LED Work Lamp  
(Eco 18/26)

Decorative  
Lamp (LED)

LED Side Marker

RL PLUS  
LED Beacon

### Auxiliary Lamp Family



Fog Lamp

Comet 500  
(Driving & Fog)

Comet 450/550  
(Driving & Fog)

Combination Head  
Lamp

Interior Lamp

Switches



Disc Horn  
(Red Grill)

Trumpet Horn  
(Blue Sapphire)

Premium  
Trumpet (Chrome)

TE-40  
Electronic Trumpet

Midnight Black

HELLA Pagid



LED Light Bar

Black Magic  
Series

LED Head Lamp  
with DRL

Bulbs

Spark Plug

Brake Pads





## Industry recognition to HELLA's commitment towards Quality & Innovation



ACMA Atmanirbhar Excellence Awards 2022 Excellence in NPDD & Localization



ACMA Atmanirbhar Excellence Awards 2022 Excellence in Export



ACMA Atmanirbhar Excellence Awards 2022 Excellence in Manufacturing



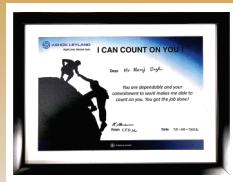
ISOL - 2019 Innovation in Automotive Lighting



FICCI Road safety Awards, 2019



CII Industrial Innovation Award - 2017



Ashok Leyland - 2022



WORLD MANUFACTURING CONGRESS & AWARDS Most Iconic Organisation



ICAT Trophy for Excellence in Lighting Technology at ISOL - 2015



Frost and Sullivan India Manufacturing Excellence Awards - 2016



ACMA Silver Trophy in Large Category for Quality & Productivity - 2015



Auto Components India Magazine Award for Auto Component of the Year - 2017



ACMA Excellence Awards 2023 Excellence in Safety



ACMA Excellence Awards 2023 Excellence in Tier 2 Supplier Development



ACMA Excellence Awards 2023 Excellence in Exports

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**BOARD OF DIRECTORS**

Mr. Tarun Gulati  
Independent Director

Mr. Rasik Makkar  
Independent Director

Mr. Manoj Singh  
Whole-time Director

Mr. Venugopal Anandhan  
Whole-time Director

Mr. Stefan Van Dalen  
Non-Executive Director

Mr. Ravi Chhabra  
Non-Executive Director

**KEY MANAGERIAL PERSONNEL(KMP)**

Mr. Ayush Gupta  
Chief Financial Officer

Ms. Aakritee Khanna  
Company Secretary

**SHARE TRANSFER COMMITTEE**

Mr. Tarun Gulati  
Independent Director

Mr. Rasik Makkar  
Independent Director

Mr. Manoj Singh  
Whole-time Director

Mr. Venugopal Anandhan  
Whole-time Director

Mr. Stefan Van Dalen  
Non-Executive Director

Mr. Ravi Chhabra  
Non-Executive Director

**CORPORATE SOCIAL RESPONSIBILITY (CSR)  
COMMITTEE**

Mr. Tarun Gulati  
Independent Director

Mr. Rasik Makkar  
Independent Director

Mr. Manoj Singh  
Whole-time Director

Mr. Venugopal Anandhan  
Whole-time Director

Mr. Stefan Van Dalen  
Non-Executive Director

Mr. Ravi Chhabra  
Non-Executive Director

**STAKEHOLDERS RELATIONSHIP COMMITTEE**

Mr. Tarun Gulati  
Independent Director

Mr. Rasik Makkar  
Independent Director

Mr. Manoj Singh  
Whole-time Director

Mr. Venugopal Anandhan  
Whole-time Director

Mr. Stefan Van Dalen  
Non-Executive Director

Mr. Ravi Chhabra  
Non-Executive Director

**AUDIT COMMITTEE**

Mr. Tarun Gulati  
Independent Director

Mr. Rasik Makkar  
Independent Director

Mr. Ravi Chhabra  
Non-Executive Director

**NOMINATION & REMUNERATION COMMITTEE**

Mr. Stefan Van Dalen  
Non-Executive Director

Mr. Tarun Gulati  
Independent Director

Mr. Rasik Makkar  
Independent Director

## **CORPORATE INFORMATION**

### **STATUTORY AUDITOR**

M/s S.N. Dhawan & CO. LLP  
Chartered Accountants,  
2nd floor, 51-52, Sector 18,  
Udyog Vihar Phase-IV,  
Gurugram, Haryana 122016, India

### **INTERNAL AUDITOR**

M/s SGPR & Co.,  
Chartered Accountants  
Vardhman sunrise plaza, Vasundhara Enclave,  
Delhi, New Delhi, Delhi 110096

### **REGISTRAR & SHARE TRANSFER AGENT**

Link Intime India Pvt. Ltd.  
Noble Heights, 1st Floor,  
Plot No. NH 2, LSC, C-1 Block,  
Near Savitri Market, Janakpuri,  
New Delhi-110058

### **REGISTERED OFFICE**

K-61B, LGF, Kalkaji, New Delhi- 110019,  
Delhi, India.  
T (+91) 124 4658600  
CIN U74899DL1959PLC003126  
W www.hella.co.in

### **CORPORATE OFFICE**

6<sup>th</sup> Floor, Platinum Tower,  
Plot No. 184, Udyog Vihar,  
Phase – I, Gurugram,  
Haryana – 122 016, India  
T (+91) 124 4658600  
F (+91) 124 4658699

## **BANKERS**

Deutsche Bank  
State Bank of India  
HSBC Bank

## **WORKS**

### **MANUFACTURING UNIT**

Ambala Chandigarh Highway, Derabassi - 140507

### **WAREHOUSE(S)**

- Shri Mookambika Enterprises, No 16, Thattankulam Road, Madhavaram, Chennai, Tamil Nadu
- Khasara Number 50/55, Alipur Sohna, Next to JVM Hyundai Showroom, Gurgaon - 122102

### **SOFTWARE DEVELOPMENT CENTER**

Plot No- 2, Rajiv Gandhi I.T Park, Phase-1,  
DLF Building, Atrium-3, Ground Floor,  
Manimajra, Kishangarh, Chandigarh – 160101,  
India

## NOTICE

NOTICE is hereby given that the **64<sup>th</sup> Annual General Meeting (AGM)** of the members of Hella India Lighting Limited ('the Company') is scheduled to be held on **Monday, the 23rd day of September 2024, at 03:00 p.m. Indian Standard Time (IST) through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)**, to transact the following business:

### ORDINARY BUSINESS:

- 1. To receive, consider, adopt and approve the Audited Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint a director in place of Mr. Ravi Chhabra (DIN 01383397), who retires by rotation and being eligible, offers himself for re-appointment.**

### SPECIAL BUSINESS:

- 3. To consider and ratify remuneration of Cost Auditor payable for the financial year 2024-25:**

In this regard, it is proposed to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013, read with Rule 14 of Companies (Audit and Auditors) rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s Ashish & Associates, Cost Accountant (Firm Registration No. 103521) who has been appointed as a Cost Auditor of the Company by the Board of Directors to conduct the audit of cost records and statements to be maintained by the Company for the financial year ending 31st March, 2025, be paid remuneration of Rs. 67,000/- (Rupees Sixty-Seven thousand only) per annum, plus applicable taxes and such out of pocket expenses (if any), as are pre-approved by the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT Mr. Manoj Singh – Whole-time Director, Mr. Venugopal Anandhan – Whole-time Director, Mr. Ravi Chhabra – Director (Non-Executive), Mr. Ayush Gupta, Chief Financial Officer of the Company and Ms. Aakritee Khanna – Company Secretary of the Company, be and are hereby **severally** authorized to take all necessary steps including sending intimation to the said cost auditors, filing of requisite forms, and other documents etc. with the Registrar of Companies, NCT of Delhi and Haryana, MCA, for the appointment of Cost Auditor and to do all such acts, deeds and things as may be necessary in this regard.”

**By Order of the Board of Directors**  
HELLA India Lighting Limited

Place: Gurugram  
Dated: 22<sup>nd</sup> August, 2024

Sd/-  
Aakritee Khanna  
Company Secretary  
Membership No : A48297  
6<sup>th</sup> Floor, Plot No 184, Platinum Tower,  
Udyog Vihar, Phase -1, Gurugram,  
Haryana - 122016

**Registered Office:**  
K-61B, LGF, Kalkaji, New Delhi – 110019, Delhi, India  
T (+91) 124 4658600  
CIN U74899DL1959PLC003126  
www.hella.co.in



**Note(s):**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Businesses to be transacted at the meeting, is annexed herewith and forms part of this Notice.
2. Pursuant to the notifications by Ministry of Corporate Affairs vide its circulars April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as “MCA Circulars”), MCA has permitted holding of the Annual General Meeting of companies through Video Conferencing or Other Audio Visual Means (“VC / OAVM”), without physical presence of the Members at a common venue.
3. In compliance with applicable provisions of the Companies Act, 2013 (“the Act”) read with the MCA Circular, the Annual General Meeting of the Company is being conducted through VC/OAVM (hereinafter referred to as “e-AGM”). In accordance with the Secretarial Standard-2 on General Meeting issued by the Institute of Company Secretaries of India (ICSI) read with Guidance/Clarification note dated April 15, 2020 issued by ICSI, the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed venue of the e-AGM.
4. In terms of the MCA circulars, since the physical attendance of members has been dispensed with, the facility of appointment of proxies by Members will not be available. Hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. In accordance with the prescribed circulars of MCA, The Notice of the e-AGM along with the Annual Report for the financial year ended on March 31, 2024, are being sent only through electronic mode to members whose e-mail address is registered with the Company or with the Depository Participant(s) and shall also be made available at the website of the Company, i.e. [www.hella.co.in](http://www.hella.co.in). Members attending the AGM through VC/OAVM shall be counted for the purpose of quorum, pursuant to the provisions of Section 103 of the Companies Act, 2013.
6. The Register of Directors & Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, Register of Contracts or Arrangements in which Directors are interested under Section 189 and All documents referred to in the accompanying notice are open for inspection at the registered office of the company on all working days except Sundays and Holidays during office hours up to the date of the Annual General Meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September, 2024 to 23rd September, 2024 (both days inclusive).
8. 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), Noble Heights, 1st Floor, Plot No. NH 2, LSC, C-1 Block, Near Savitri Market, Janakpuri, New Delhi-110058 or at their e-mail id: [vijay.dhonchak@linkintime.co.in](mailto:vijay.dhonchak@linkintime.co.in).
9. As the AGM is being conducted through VC, for the smooth conduct of proceedings of the e-AGM, members are encouraged to express their views/send their queries related to Annual Report or any other matter concerning the Company in advance on the email id [vijay.dhonchak@linkintime.co.in](mailto:vijay.dhonchak@linkintime.co.in), from their registered email address, mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card. Questions that will be received by the Company by Sunday (Day), 22<sup>nd</sup> September 2024(Date) upto 5:00 p.m. (Time) IST shall only be considered and responded during the e-AGM.
10. Members who would like to express their views or ask questions during the e-AGM may register themselves as a speaker by sending a request in advance on the email id

vijay.dhonchak@linkintime.co.in, from their registered email address mentioning their name, folio number/DP ID-Client ID, as applicable, mobile number, copy of PAN card by Sunday (Day), 22<sup>nd</sup> September 2024 (Date) upto 5:00 p.m. (Time) IST. Please note that only those shareholders who have registered themselves as a speaker in advance will only be allowed to express their views/ask questions during the meeting.

11. The Company reserves the right to restrict the number of questions/queries/clarifications to be addressed at the e-AGM and restrict the number of speakers, as appropriate, for smooth conduct of the e-AGM.
12. 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.

**PROCEDURE FOR JOINING THE E-AGM THROUGH VIDEO CONFERENCING:**

1. 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 resolution set forth in this Notice convening the 64<sup>th</sup> Annual General Meeting of the members of the company, to be held on Monday, September 23, 2024, at 3.00 P.M.
2. The Company has engaged the services of Link Intime India Private Limited as the authorised agency to provide the Remote e-voting facilities. The Remote e-voting facility will be available during the following voting period:

<b>Commencement of Remote E-voting</b>	<b>End of Remote E-voting</b>
From 9:00 A.M. on 20 <sup>th</sup> September 2024	Upto 5:00 P.M. on 22 <sup>nd</sup> September 2024

3. The members, who would like to avail e-voting facility, would follow below instructions: -
4. The instructions for shareholders voting electronically are as under:
  - a) The voting period begins on 20<sup>th</sup> September 2024 at 9:00 AM and ends on 22<sup>nd</sup> September 2024 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 of 17<sup>th</sup> September, 2024, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

**Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

**Login method for Individual shareholders holding securities in demat mode is given below:**

1. Individual Shareholders holding securities in demat mode with NSDL
  1. Existing IDeAS user can visit the e-Services website of NSDL viz... <https://eservices.nSDL.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services

- under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nSDL.com> Select "Register Online for IDeAS Portal" or click at <https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp>
  3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nSDL.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL
    1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
    2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.
    3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
    4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
  3. Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

**Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:**

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details: -

**A. User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

▶ Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

**Cast your vote electronically:**

1. After successful login, you will be able to see the notification for e-voting. Select ‘**View**’ icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against**’ (If you wish to view the entire Resolution details, click on the ‘**View Resolution**’ file link).
4. After selecting the desired option i.e. Favour / Against, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as

**‘Custodian / Mutual Fund / Corporate Body’.** They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **‘Custodian / Mutual Fund / Corporate Body’** login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 – 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on **‘Login’** under **‘SHARE HOLDER’** tab and further Click **‘forgot password?’**
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

*In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.

### **Other Instructions**

The Remote e-voting period commences on 20<sup>th</sup> September, 2024 at 9.00 A.M. and ends on 22<sup>nd</sup> September, 2024 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 17<sup>th</sup> September 2024, may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the company as on the cut-off date being Tuesday, 17<sup>th</sup> September, 2024.

**Jitesh Gupta, Partner, M/s J. K. Gupta & Associates, Practicing Company Secretaries** (email: [cs@jkgupta.com](mailto:cs@jkgupta.com) & [jitesh@jkgupta.com](mailto: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.

The Scrutinizer shall, within a period 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.

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 at [www.hella.co.in](http://www.hella.co.in) and on the website of CDSL within three days of conclusion of the meeting.

The notice of the meeting shall also be available on the website of the Company at [www.hella.co.in](http://www.hella.co.in).

### **Process and manner for attending the Annual General Meeting through InstaMeet:**

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

▶ Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

**A. Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No

- Shareholders/ members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
- Shareholders/ members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
- Shareholders/ members holding shares in **physical form shall provide** Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. Mobile No.:** Enter your mobile number.

**D. Email ID:** Enter your email id, as recorded with your DP/Company.

► Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).

Please refer the instructions (annexure) for the software requirements and kindly ensure to install the same on the device which would be used to attend the meeting. Please read the instructions carefully and participate in the meeting. You may also call upon the InstaMeet Support Desk for any support on the dedicated number provided to you in the instruction/ InstaMEET website.

**Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:**

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the specific email id i.e. vijay.dhonchak@linkintime.co.in for the Annual general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other shareholders may ask questions to the panelist, via active chat-bot during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

**Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:**

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
4. Cast your vote by selecting appropriate option i.e. “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting

will be eligible to attend/ participate in Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to [instameet@linkintime.co.in](mailto:instameet@linkintime.co.in) or contact on: - Tel: 022-49186175.

## **InstaMeet Support Desk Link Intime India Private Limited**

### **Annexure**

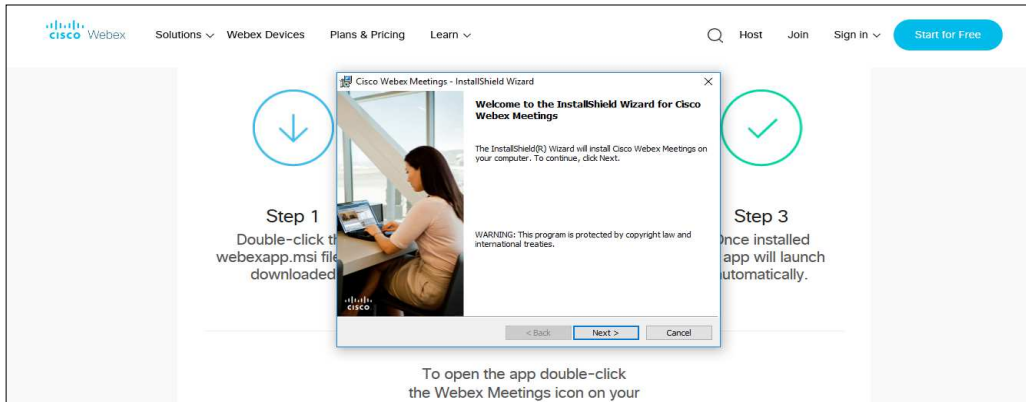
### **Guidelines to attend the AGM proceedings of Link Intime India Pvt. Ltd.: InstaMEET**

For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

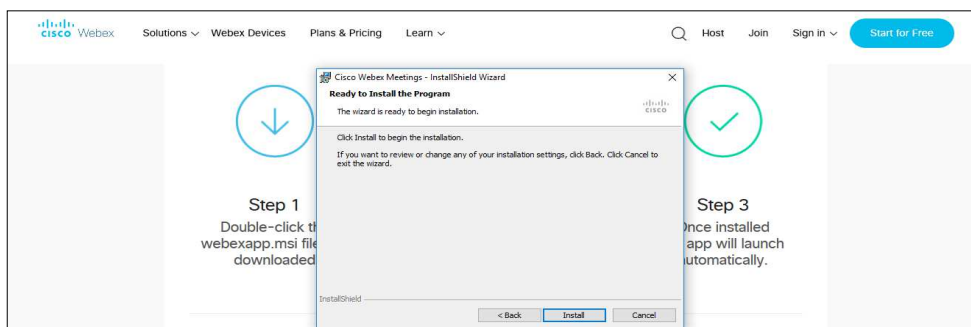
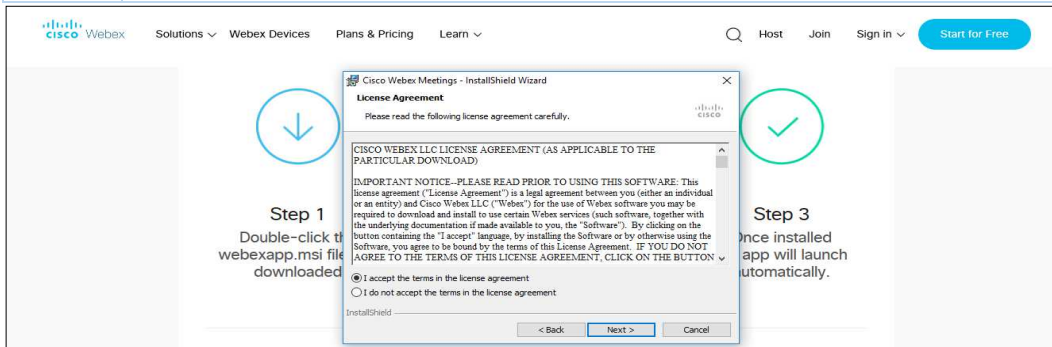
- a) Please download and install the Webex application by clicking on the link <https://www.webex.com/downloads.html/>

The image shows two screenshots from the Cisco Webex website. The top screenshot displays the 'Webex Meetings' and 'Webex Teams' sections. The 'Webex Meetings' section includes a 'Download for Windows' button, which is highlighted with a white arrow. Below this, there are icons for downloading on other devices. The bottom screenshot shows a three-step installation guide: Step 1: Double-click the webexapp.msi file; Step 2: Follow the wizard instructions; Step 3: The app launches automatically. Below the steps, there is a note to double-click the desktop icon and a Windows file explorer dialog box for 'webexapp.msi (88.1 MB)' with 'Run', 'Save', and 'Cancel' buttons.





<b>Step 1</b>	<b>Enter your First Name, Last Name and Email ID and click on Join Now.</b>
<b>1 (A)</b>	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
<b>1 (B)</b>	If Webex application is not installed, a new page will appear giving you an option to either Add Webex to chrome or <u>Run a temporary application</u> .  Click on <u>Run a temporary application</u> , an exe file will be downloaded. Click on this exe file to run the application and join the meeting by clicking on Join Now



or

- b) If you do not want to download and install the Webex application, you may join the meeting by following the process mentioned as under:

Event Information:

Event status:

Date and time:

Duration:

Description:

By joining this event, you are accepting the Cisco Webex [Terms of Service](#) and [Privacy Statement](#).

Join Event Now

You cannot join the event now because it has not started.

First name:

Last name:

Email address:

Event password:

Join by browser **NEW!**

If you are the host, [start your event](#)

**By Order of the Board of Directors**  
HELLA India Lighting Limited

Place: Gurugram  
Dated: 22<sup>nd</sup> August, 2024

Sd/-  
Aakritee Khanna  
Company Secretary  
Membership No : A48297  
6<sup>th</sup> Floor, Plot No 184, Platinum Tower,  
Udyog Vihar, Phase -1, Gurugram,  
Haryana - 122016

**Registered Office:**  
K-61B, LGF, Kalkaji, New Delhi – 110019  
Delhi, India  
T (+91) 124 4658600  
CIN U74899DL1959PLC003126  
www.hella.co.in

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013**

As required by section 102 of the Companies Act, 2013, the following statement set out the material details relating to the Special Business mentioned under Item No. 3 of the accompanying Notice:

**ITEM NO. 3**

The Board of Directors have approved the appointment of M/s Ashish & Associates, Cost Accountant (Firm Registration No. 103521) as the Cost Auditor of the Company, to conduct the audit of Cost records and statements of the Company, for the financial year ending 31st March, 2025, at a remuneration of Rs. 67,000/- (Rupees Sixty-Seven thousand only) per annum plus applicable taxes and such out of pocket expenses (if any), as are pre-approved by the Board of Directors of the Company from time to time.

In accordance with the provisions of the Section 148 of the Act, read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

The Board recommends the Resolution as set out under business item no.3 in the notice of this meeting for the approval of the Members as an Ordinary Resolution.

**None of the Directors or Key Managerial Personnel of the Company or their relatives is/are concerned or interested, financially or otherwise, in the proposed resolution.**

HELLA India Lighting Limited

Place: Gurugram  
Dated: 22<sup>nd</sup> August, 2024

Sd/-  
Aakritee Khanna  
Company Secretary  
Membership No :A48297  
6<sup>th</sup> Floor, Plot No 184, Platinum Tower,  
Udyog Vihar, Phase -1, Gurugram,  
Haryana - 122016

**Registered Office:**  
K-61B, LGF, Kalkaji, New Delhi – 110019  
Delhi, India  
T (+91) 124 4658600  
CIN U74899DL1959PLC003126  
[www.hella.co.in](http://www.hella.co.in)

## DIRECTORS' REPORT

Dear Members,

Your Directors have great pleasure in presenting the 64<sup>th</sup> Directors' Report of **Hella India Lighting Limited ('the "Company"')** on the business and operations of the Company, along with the audited financial statements of accounts for the financial year ended 31<sup>st</sup> March, 2024 ('**financial year under review**').

### 1. FINANCIAL SUMMARY

The Company's financial performance, for the year ended 31<sup>st</sup> March, 2024 is summarized below:

(All amounts are in Lakhs - Indian Rupees)

Particulars	For the Year Ended	
	31 March, 2024	31 March, 2023
Revenue from Operations	41,086.37	38,251.16
Other Income	602.45	892.52
<b>Total Income</b>	<b>41,688.82</b>	<b>39,143.68</b>
<b>Total Expenses</b>	<b>35,924.19</b>	<b>33,665.50</b>
<b>Profit Before Finance Costs and Depreciation &amp; Amortization &amp; Tax</b>	<b>5,764.63</b>	<b>5,478.18</b>
Finance Costs	516.68	472.49
Depreciation and amortisation expense	1,329.03	1,065.74
<b>Profit Before Tax</b>	<b>3,918.92</b>	<b>3,939.95</b>
Net Current Tax expenses	1,039.44	1,039.58
Prior year tax expenses	(6.83)	88.87
Deferred Taxes	(24.21)	122.61
<b>Net tax expenses</b>	<b>1,008.40</b>	<b>1,251.06</b>
Profit /Loss After Tax	<b>2,910.52</b>	<b>2,688.89</b>
<b>Total other comprehensive income/loss</b>	<b>15.01</b>	<b>(34.06)</b>
<b>Total comprehensive income/loss</b>	<b>2,925.53</b>	<b>2,654.83</b>
Earning per share (face value Rs 10 each)		
Basic and diluted earning per share (Rs.)	<b>82.47</b>	<b>84.79</b>

### 2. BUSINESS OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS

. During the financial year 2023-24, the Company maintained its growth momentum that led to an increase in its **Revenue from Operations**, which grew from **INR 38,251.16 Lakhs** to **INR 41,086.37 Lakhs**. However, the **Expenses** of the Company were increased to **INR 37,769.90 Lakhs** from **INR 35,203.73 Lakhs**, in the previous year, owing to increase in cost of Raw material and components, Employee Benefit expenses, Finance Costs (including interest on borrowings) etc. Your Company still managed to have **Profit Before Tax of INR 3,918.92 Lakhs**, which was slightly lower than that of the **previous year, i.e. INR 3,939.95 Lakhs**. However, post consideration of Net Current Tax expenses, Prior year tax expenses & Deferred Taxes, which **decreased** from **INR 1,251.06 Lakhs** to **INR 1,008.40 Lakhs**, your Company had a **profit after tax of INR 2,910.52 Lakhs**, compared to a **Profit After Tax**

**of INR 2,688.89 Lakhs, in the previous financial year.** After considering the other comprehensive income/(loss) of **INR 15.01 Lakhs Total comprehensive income/(loss) stands at INR 2,925.53 Lakhs.** The Basic and diluted Earning per share (for equity share having face value of Rs. 10 each) stands at **INR 82.47**, as on 31<sup>st</sup> March, 2024, compared to **INR 84.79**, as on 31<sup>st</sup> March, 2023.

Your Company further continues to retain its customers, and at the same time is continuing to build new associations, which reflects the ongoing trust of our customers to whom we dedicate our daily work.

Your company holds the belief that the auto component industry's expansion will likely outpace the underlying growth of the automotive sector in the medium to long term.

### **3. CHANGE IN NATURE OF BUSINESS**

There has been no change in the nature of business, during the year under review.

### **4. MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY THAT HAVE OCCURRED AFTER MARCH 31, 2024 TILL THE DATE OF THIS REPORT**

There are no material changes and commitments affecting the financial position of the Company from the close of the financial year 2023-24 and till the date of this report. However, Members' attention is drawn to the statement on contingent liabilities and commitments in the notes forming part of the Financial Statements.

### **5. DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

During the financial year, on October 18, 2023, the Audit Committee and Board of Directors of the Company approved the "Composite Scheme of Arrangement" between the Company and its group company, Hella India Autoparts and Services Private Limited (HIASPL), along with the related reports. Subsequently, a joint application was filed by the applicant companies—Hella India Lighting Limited (HIL/Demerged Company/Applicant Company-1) and Hella India Autoparts and Services Private Limited (HIASPL/Resulting Company/Applicant Company-2)—with the Hon'ble National Company Law Tribunal (NCLT), New Delhi Bench. This application, made under Sections 230-232 of the Companies Act, 2013, and other relevant provisions, sought approval for the Scheme of Arrangement in the nature of Demerger ("Scheme").

The Scheme, in accordance with the provisions of Sections 230 to 232 and other applicable sections of the Act, involves the reduction of 14.83% of the equity share capital of the Company by canceling and extinguishing 5,52,313 equity shares held by the Identified Shareholders, i.e. Public/Non-Promoter shareholders (Capital Reduction). Additionally, it includes the demerger of the Independent After Market (IAM) business division of the Company, which will be vested in the Resulting Company, Hella India Auto Parts and Services Private Limited, a group company ('Demerger').

The rationale behind the capital reduction is rooted in the fact that the company's equity shares were delisted in 2015 after offering a fair exit price to the shareholders. Since then, there has been no market for public shareholders to trade their shares, effectively locking the value of their holdings. Without any avenue to monetize their shareholdings or an opportunity to exit the company, the Company is now considering an investor-friendly approach to provide liquidity and an exit route for public shareholders. This will be achieved through a selective capital reduction, conducted in a fair and transparent manner, as allowed under applicable laws. The rationale behind the Demerger is to unlock the growth potential of both the IAM & SOE Business Divisions of the Company and to bring the structure in sync with the global structure within the Group, wherein both IAM & SOE are held by independent legal entities.

On December 1, 2023, the Hon'ble NCLT granted the application and instructed HIL to convene meetings of its shareholders and creditors in compliance with the Act. Accordingly, on February 17, 2024, a meeting of Equity Shareholders was held at 11:00 AM, followed by a meeting of Creditors at 1:00 PM, both conducted through audio-visual means.

On March 1, 2024, the Company filed a second motion petition with the Hon'ble NCLT, New Delhi Bench, seeking approval of the Composite Scheme of Arrangement. The Company also submitted the Report of the Chairpersons concerning the voting results from both the Shareholders' and Creditors' meetings. On April 10, 2024, the Hon'ble NCLT directed the Company/Petitioners to serve notice to relevant authorities, including the Central Government (through the Regional Director, Northern Region, Ministry of Corporate Affairs), the Registrar of Companies (Delhi and Haryana), and the Income Tax Department. Additionally, the notice was to be published in two newspapers: Business Standard (Delhi Edition, English) and Navbharat Times (Delhi Edition, Hindi), with proof of service to be filed with the Hon'ble NCLT.

During the first 2 weeks of May, 2024, in compliance with the orders of the Hon'ble NCLT, the Company has dispatched notices to the Central Government through the Regional Director (Northern Region), Ministry of Corporate Affairs; The Registrar of Companies, Delhi and Haryana & Income Tax Department.

Vide its Order dated June 12, 2024, the Hon'ble NCLT directed the company to re-serve a copy of the petition to the Regional Director for the issuance of its report. The counsel from the Income Tax Department was absent from the meeting. Your Company had duly complied with the order of the Hon'ble NCLT.

Vide its Order dated August 14, 2024, the Hon'ble NCLT directed the Counsel for the Regional Director to approach the Registry and rectify the defects, as its Report was not reflected on the Tribunal's e-portal. Additionally, the Hon'ble NCLT once again instructed the Income Tax Department to file their report.

## **6. CHANGES IN SHARE CAPITAL**

During the financial year, the Company issued equity shares through preferential allotment to Hella Holding International GmbH, a member of the promoter group and the Company's immediate holding company. This issuance aimed to raise capital for buying out minority, public, and non-promoter shareholders, after the Company obtains an Order of approval of the Composite Scheme by the Hon'ble National Company Law Tribunal (NCLT), consequently leading to a reduction in the Company's equity share capital. The Company raised a total of ₹54,45,80,618 (INR Fifty-Four Crore Forty-Five Lakhs Eighty Thousand Six Hundred Eighteen only) by issuing 5,52,313 (Five Lakhs Fifty-Two Thousand Three Hundred and Thirteen) fully paid-up equity shares having a face/par value of ₹10 (INR Ten only) per share, at a premium of ₹976 (INR Nine Hundred Seventy-Six only) per equity share, totaling ₹986 (INR Nine Hundred Eighty-Six only) per equity share. These equity shares were allotted to Hella Holding International GmbH at the Board of Directors' meeting on August 8, 2023.

As of March 31, 2024, the paid-up equity share capital of the Company stood at ₹37,23,71,30 (INR Thirty-Seven Crores Twenty-Three Lakhs Seventy-One Thousand Thirty only), consisting of 37,23,713 equity shares of ₹10 each, fully paid-up. The preference share capital as on March 31, 2024, stands at ₹11,43,63,000 (INR Eleven Crore Forty-Three Lakhs Sixty-Three Thousand only), consisting of 11,43,630 preference shares of the face / par value of ₹100 (INR Hundred) each, fully paid-up. As of March 31, 2024, none of the Directors of the Company hold equity shares in the Company.

## **7. DISCLOSURE REGARDING ISSUE OF EMPLOYEES STOCK OPTION, SWEAT EQUITY SHARES AND EQUITY SHARES WITH DIFFERENTIAL RIGHTS**

The Company has not issued any Employees Stock Option, Sweat Equity Shares and Equity Shares with Differential Rights.

In accordance with section 67(3) of the Companies Act 2013, there is no disclosure in respect of voting rights not exercised directly by the employees.

## **8. DIVIDEND**

Your Company had a total comprehensive income, post-tax of INR **2,925.53 Lakhs** during the current financial year. Your Board of Directors have however considered it prudent to retain its profits into the business, in view of proposed capex and working capital requirements for future growth prospects. Accordingly, your directors have decided not to recommend any dividend for the year under review.

## **9. TRANSFER TO GENERAL RESERVES**

Out of the total comprehensive income, post tax of INR **2,925.53 Lakhs** during the current financial year, your Company has not transferred any amount(s) to the General Reserves of the Company, during the current financial year.

## **10. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT & CORPORATE GOVERNANCE**

Management's Discussion and Analysis and Corporate Governance Report are not applicable for your Company.

## **11. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES**

During the year under review, no Company has become or ceased to become the Company's subsidiary(s) or Joint Venture or Associate Company.

## **12. DIRECTORS' RESPONSIBILITY STATEMENT**

In accordance with the provisions of Section 134(3)(c) & 134 (5) of the Companies Act, 2013 ('the Act'), the Board of Directors hereby confirm that:

- (a) in the preparation of the annual accounts for the year ended 31st March, 2024, the applicable accounting standards have been followed and there are no material departures from the same;
- (b) the Directors have 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 as at 31st March, 2024 and of the profit of the Company for the year ended on that date;
- (c) the Directors have taken proper and sufficient care for the 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 fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a 'going concern' basis;
- (e) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

## **13. DIRECTORS AND KEY MANAGERIAL PERSONNEL(KMP)**

During the year, Mr. Saket Mehra, who served as the Independent Director of the Company, resigned from his position, **effective July 20, 2023**.

Subsequently, the Board of Directors appointed Mr. Rasik Makkar, as Additional Director - Independent, with his appointment taking effect on **August 4, 2023**. This decision was made in compliance with Sections 149, 152, 153, and other relevant provisions of the Companies Act, 2013, along with applicable rules. His appointment as Independent Director was later approved by the Company's shareholders at the Annual General Meeting held on **September 15, 2023**.

During the year, Mr. Christoph Boris Söhnchen, who served as the Non-Executive Director of the Company, resigned from his position, **effective January 31, 2024**.

#### **14. NUMBER OF MEETINGS OF THE BOARD & COMMITTEE MEETING**

The Board met five times during the financial year, the details of which are given below and the intervening gap between any two meetings were within the period prescribed under the Companies Act, 2013.

##### **A. Board Meetings**

The Board met five times in financial year 2023-24, on 24.05.2023, 08.08.2023, 27.09.2023, 19.10.2023 and 31.01.2024. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year are as under:

Name	Category	Number of Meetings held during the year 2023-24	
		Held [during the Director's Tenure]	Attended
Mr. Christoph Boris Söhnchen	Non-Executive Director [resigned as Board Member, effective 31 January 2024]	5	5
Mr. Tarun Gulati	Independent Director	5	5
Mr. Saket Mehra	Independent Director [[resigned as Board Member, effective 20 July 2023]	1	1
Mr. Rasik Makkar	Independent Director [appointed as Board Member, effective 04 August 2023]	4	4
Mr. Stefan Van Dalen	Non-Executive Director	5	4
Mr. Manoj Singh	Whole-time Director	5	5
Mr. Venugopal Anandhan	Whole-time Director	5	5
Mr. Ravi Chhabra	Director (Non-Executive)- Compliance & Governance	5	5

None of the Directors is member of the Board of more than fifteen Companies or a member of more than ten Board- level Committees or a Chairman of more than five such Committees.

##### **B. COMMITTEE(S) OF THE BOARD**

The Board Committee(s) play a crucial role in the governance structure of the Company. The Board Committees are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The



Board supervises the execution of its responsibilities by the Committees and is responsible for their action. Currently the Board has Five Committees, which are enumerated as below:-

a) Audit Committee

The Audit Committee met four time in financial year 2023-24, on 08.08.2023, 26.09.2023, 19.10.2023 and 31.01.2024. The names and categories of the members on the Committee, their attendance at Audit Meetings held during the year are as under:

Name	Category	Number of Meetings held during the year 2023-24	
		Held [during the Member's Tenure]	Attended
Mr. Tarun Gulati	Independent Director	4	4
Mr. Rasik Makkar	Independent Director	4	4
Mr. Ravi Chhabra	Director (Non-Executive)- Compliance & Governance	4	4

b) Stakeholders Relationship Committee

There was no Stakeholder Relationship Committee Meetings held during the Financial Year 2023-24.

c) Share Transfer Committee

There were no Share Transfer Committee Meetings held during the Financial Year 2023-24.

d) Nomination and Remuneration Committee

There were no Nomination and Remuneration Committee Meetings held during the Financial Year 2023-24.

e) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility Committee met one time in financial year 2023-24, on 31.01.2024. The names and categories of the members on the Committee, their attendance at Committee Meeting held during the year are as under:

Name	Category	Number of Meetings held during the year 2023-24	
		Held [during the Member's Tenure]	Attended
Mr. Stefan Van Dalen	Non-Executive Director	1	1
Mr. Tarun Gulati	Independent Director	1	1
Mr. Rasik Makkar	Independent Director	1	1

Mr. Christoph Boris Söhnchen	Non-Executive Director[appointed as Board Member, effective 04 August 2023]	1	1
Mr. Manoj Singh	Whole-time Director	1	1
Mr. Venugopal Anandhan	Whole-time Director	1	1
Mr. Ravi Chhabra	Director (Non-Executive) – Compliance & Governance	1	1

## 15. CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES

All contracts / arrangements / transactions entered by the Company during the financial year with the related parties were in the ordinary course of business and on an arm's length basis. During the year under review, there have been no materially significant related party transactions between the Company and Directors, management, subsidiaries or relatives, as defined under section 188 (1) of the Act. Suitable disclosures in this regard as required under relevant accounting standard have been made in Note - 4.36 of the Notes forming part of the Financial Statements for the year ended 31st March, 2024. There are no transactions that are required to be reported in Form AOC-2; hence it does not form part of this report.

## 16. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The brief outline of the Corporate Social Responsibility (CSR) Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year are set out in **Annexure – 1** of this Report in the format as prescribed in the Companies (CSR Policy) Rules, 2014. The Composition of the CSR Committee, CSR Policy and Projects approved by the Board are available on the Company's Website i.e. [www.hella.co.in](http://www.hella.co.in).

## 17. COMPLIANCE WITH SECRETARIAL STANDARDS

The Board of Directors affirm that the Company has devised proper systems to ensure compliance with the provisions of the applicable Secretarial Standards (SS-1 and SS-2) relating to 'Meetings of Board of Directors' and 'General Meetings' respectively.

## 18. STATEMENT ON RISK MANAGEMENT POLICY

The Board of Directors of the Company periodically review and evaluate the risk management system of the Company so that the management controls the risks through properly defined network.

The Company manages, monitors and reports on the principal risks and uncertainties that can impact its ability to achieve its strategic objectives. The Company's management systems, organizational structures, processes, standards, together form the Best Management System (BMS) that governs how the Company conducts the business and manages associated risks.

The Company has introduced several improvements such as Internal Controls Management and processes to drive a common integrated view of risks, optimal risk mitigation responses and efficient management of internal control and assurance activities. This integration is enabled by Internal Audit methodologies and processes.

## **19. INTERNAL FINANCIAL CONTROLS**

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such control Systems are commensurate with the nature of its business and the size and complexity of its operations. These are routinely tested and certified by the Internal Auditors.

## **20. DECLARATION OF INDEPENDENT DIRECTORS**

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).

## **21. DETAILS IN RESPECT OF FRAUDS**

There has been no fraud reported by the auditors of the Company under sub section 12 of section 143 under the Companies Act, 2013.

## **22. APPOINTMENT OF STATUTORY AUDITORS AND AUDITORS' REPORT/EXPLANATIONS AND/OR COMMENTS BY THE BOARD; APPOINTMENT OF COST AUDITORS**

### **A. Appointment of Statutory Auditors**

The members are hereby informed that M/s S.N. Dhawan & CO LLP (Firm Registration no. 000050N/N500045) was appointed as Statutory Auditor for the first term of 5 (five) consecutive years from the conclusion of the 61st Annual General Meeting (AGM) dated 30<sup>th</sup> September, 2021, till the conclusion of the 66th AGM of the Company.

### **Statutory Auditors' Report & Board's Comments:**

The INDEPENDENT AUDITOR'S REPORT dated August 22, 2024 (including ANNEXURE "A" TO THE INDEPENDENT AUDITOR'S REPORT, i.e. Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013) & ANNEXURE B TO THE INDEPENDENT AUDITOR'S REPORT (Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section) on the Financial Statements of the Company for the year ending 31st March, 2024, as issued by M/s S.N. Dhawan & CO LLP, Chartered Accountants, Statutory Auditor of the Company are self-explanatory and thus do not require any further comments/remarks by the Board of Directors.

It is also pertinent to note that there are no qualifications, observations or comments on financial transactions or matters (which have any adverse effect on the functioning of the Company) made by the statutory auditor in their Report (including the ANNEXURES, i.e. ANNEXURE "A" & ANNEXURE "B").

### **B. Cost Auditors**

The Company had appointed M/s Ashish & Associates, Cost Accountant (Firm Registration No. 103521 in its Board Meeting held on 08th August 2023 for the audit of cost records under 'Electricals or electronic machinery and Other machinery and Mechanical Appliances' for financial year 2023-24 following the Notification F. No. 52/26/CAB-2010 of Cost Audit Branch of the Ministry of Corporate Affairs dated 24th January, 2012. The Cost Auditors' Report dated 22<sup>nd</sup> August, 2024 for the financial year 2023-24 shall be forwarded to the Central Government as required under law.

### **C. Secretarial Auditor**

During the year under consideration, your Company was not required to appoint Secretarial Auditor.

### **D. Internal Auditors**

In the year under review, M/s SGPR & Co., Chartered Accountants, were appointed as the Internal Auditors of the Company for the financial year 2023-24 during the Board meeting held on January 31, 2024. The Internal Auditor has since conducted the audit and submitted their audit report dated 1 July 2024 to the Company.

### **23. COMMITTEES OF THE BOARD**

During the year under review and in accordance with the Companies Act, 2013, the Company currently has the following committees as under:

- (i) Audit Committee;
- (ii) Stakeholders Relationship Committee;
- (iii) Share Transfer Committee;
- (iv) Nomination and Remuneration Committee;
- (v) Corporate Social Responsibility (CSR) Committee.

### **24. COMPANY POLICY(S)**

Your Company has a well-defined Nomination and Remuneration Policy, Corporate Social Responsibility (CSR) Policy, which is placed at its web-portal/link, [www.hella.co.in](http://www.hella.co.in) → Investors → Policies and Information Related to Directors

### **25. PARTICULARS OF LOANS GIVEN, INVESTMENTS MADE, GUARANTEES GIVEN AND SECURITIES PROVIDED**

During the year under review, your Company has not given any loan or guarantees or provided securities or made investment to/in any other body corporates or persons falling under the provision of Section 186 of the Act.

### **26 DEPOSITS**

The Company has not accepted any deposits from the public/members of the Company under Section 73 (Chapter V) of the Act read with the Companies (Acceptance of Deposits) Rules, 2014 during the financial year ended March 31, 2024, as well as previous years.

### **27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The information relating to conservation of energy, technology absorption, foreign exchange earnings and outgo, as required to be disclosed under the Act, are provided in **Annexure III** to this Report and forms an integral part of this report.

### **28. ANNUAL RETURN**

Pursuant to Section 92(3) and Section 134(3)(a) of the Companies Act, 2013, the Company has placed a copy of the Annual Return as at March 31, 2024 on its website at [www.hella.co.in](http://www.hella.co.in). By virtue of amendment to Section 92(3) of the Companies Act, 2013, the Company is not required to provide extract of Annual Return (Form MGT-9) as part of the Board's report.

## 29. GENERAL

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme or provision of money in accordance with any scheme approved by company through special resolution for the purchase of fully paid-up shares in the company held by trustees for the benefit of the employees of the company or such shares held by the employees of the company.
4. In accordance with section 67(3) of the Companies Act 2013, there is no disclosure in respect of voting rights not exercised directly by the employees.
7. There are no proceedings initiated/ pending against your company under the Insolvency and Bankruptcy Code, 2016.
8. There was no one-time settlement and valuation required in respect of any loan / finance facility availed from any Bank(s) or Financial Institution(s).

## 30. DISCLOSURES UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION & REDRESSAL) ACT, 2013

The Company has duly set up an Internal Committee (IC) in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013 [POSH Act], to redress complaints received regarding sexual harassment at all of its locations and adopted a policy on prevention of sexual harassment at workplace.

The Company is committed to providing work environment that ensures every employee is treated with dignity and respect and afforded equitable treatment. The Company is committed to promote a work environment that is conducive to the professional growth of its employees and encourages equality of opportunity.

The following is a summary of sexual harassment complaints received and disposed off during the year 2023-24.

No of complaints received	:	1
No of complaints disposed off	:	1

*# the said complaint was however raised indirectly in a Demand Notice under Section 2A of the Industrial Disputes Act, 1947, however no internal inquiry could be conducted by the Internal Committee in the said matter, as the complainant never filed a written complaint, in the manner as prescribed under the POSH Act.*

## 31. 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. The members of the committee are as follows:

As on 31st March 2024:

S. No.	Name of Director	Designation in Nomination & Remuneration Committee
1	Mr. Rasik Makkar	Member [Appointed as member, effective 08 August 2023]
2	Mr. Tarun Gulati	Member
4	Mr. Stefan Van Dalen	Member

[www.hella.co.in](http://www.hella.co.in) → Investors → Policies and Information Related to Directors

### 32. ACKNOWLEDGEMENT

The Board of Directors acknowledges with gratitude the co-operation and assistance provided to your Company by its bankers, financial institutions, government and other agencies. Your Directors thank the customers, vendors and other business associates for their continued support in the company's growth.

Your Directors also wish to place on record their appreciation to the contribution made by employees because of which, the Company has achieved impressive growth through the competence, hard work, solidarity and co-operation at all levels.

**For and on behalf of Board of Directors**  
HELLA India Lighting Limited

Sd/-  
**Manoj Singh**  
Whole-time Director  
DIN- 09839019

Sd/-  
**Venugopal Anandhan**  
Whole-time Director  
DIN- 09839294

**Place: Gurugram**  
**Dated: 22<sup>nd</sup> August, 2024**

**Registered Office:**  
K-61B, LGF, Kalkaji, New Delhi – 110019  
T (+91) 124 4658600  
CIN - U74899DL1959PLC003126  
[www.hella.co.in](http://www.hella.co.in)

**Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2023-24**

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

**1. Brief outline on CSR Policy of the Company.**

Your company believes that Corporate Social Responsibility (CSR) is a vital means of balancing economic, environmental, and social priorities while fulfilling the expectations of shareholders and stakeholders. This philosophy embodies a responsible approach to business. At Hella India Lighting Limited, our CSR strategy focuses on aligning corporate goals with developmental objectives to promote inclusive growth. Our CSR initiatives include the promotion of healthcare, including preventive care, and supporting mid-day meal programs, supporting health care, research and development and other such areas as are stated in the Companies Act, read with the CSR Policy of the Company..

The Company has adopted the CSR policy which is in compliance with Schedule VII, read with Section 135 of the Companies Act, 2013.

**2. Composition of the CSR Committee**

S. No.	Name	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Stefan Van Dalen	Non-Executive Director	1	1
2.	Mr. Tarun Gulati	Independent Director	1	1
3.	Mr. Rasik Makkar	Independent Director	1	1
4.	Mr. Christoph Boris Söhnchen	Non-Executive Director <i>[resigned as Member, effective 31 January 2024]</i>	1	1
5.	Mr. Manoj Singh	Whole-time Director	1	1
6.	Mr. Venugopal Anandhan	Whole-time Director	1	1
7.	Mr. Ravi Chhabra	Director (Non-Executive) – Compliance & Governance	1	1

**3. Provide the web-link where composition of CSR Committee, CSR Policy and CSR Projects approved by the Board are disclosed on the website of the Company.**

[www.hella.co.in](http://www.hella.co.in) → Investors → Corporate Social Responsibility Policy

**4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule(3) of rule 8 of the Companies (Corporate Social Responsibility Policy), Rules 2014, if applicable (attach the report) : Not Applicable**

**5. Details of the amount available for set off in pursuance of sub-rule(3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial year, if any**

Sl. No.	Financial Year	Amount available for set-off from preceding financial years (in Rs.)	Amount required to be set-off for the financial year, if any (in Rs.)
1	2022-23	Nil	Nil
2	2021-22	Nil	Nil
3	2020-21	Nil	Nil
	TOTAL		

**6. Average net profit of the company as per section 135(5) : INR 2,097.06 Lakhs**

**7. (a) Two per cent of average net profit of the company as per section 135(5): INR 41.94 Lakhs**

**(b) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years : Nil**

**(c) Amount required to be set off for the financial year, if any : Nil**

**(d) Total CSR obligation for the financial year (7a+7b-7c): INR 41.94 Lakhs**

**8. (a) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (in INR Lakh)	Amount Unspent( in Rs.)				
	Total Amount Transferred to unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
42.16	Nil	Nil	Nil	Nil	Nil



**(b) Details of CSR Amount Spent against ongoing projects for the Financial year:**

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	(9)	(10)	(11)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII of the Act	Local area (Yes/ No)	Location of the Project		Project Duration	Amount allocated for the Project. (In Rs.)	Amount spent in the current Financial Year (in Rs.)	Amount Transferred to Unspent CSR Account for the project as per section 135(6) (in Rs.)	Mode of Implementation Direct (Yes/ No)	Mode of Implementation – Through Implementing Agency	
				State	District						Name	CSR Registration number
1.	Promotion of Healthcare, including Preventive Healthcare	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.	Yes	Punjab	Derabassi	1 Year	2694110	2694110	NIL	Yes	NA	NA
2.	Support Program for Mid-Day Meals for Government	Eradicating hunger, poverty and malnutrition, promoting health care including preventive health care and	Yes	PAN India		1 Years	1500000	1500000	NIL	No	The Akshaya Patra Foundation	CSR000 00286

	School Children	sanitation including contribution to the Swach Bharat Kosh set-up by the Central Government for the promotion of sanitation and making available safe drinking water.										
Total							4194110/-	4194110/-				

**(C) Details of CSR Amount spent against other than ongoing projects for the financial year: Not Applicable**

(1) Sl. No.	(2) Name of the Project	(3) Item from the list of activities in Schedule VII to the Act	(4) Local Area (Yes/No)	(5) Location of the Project		(6) Amount Spent for the project (in Rs.)	(7) Mode of Implementation – Direct (Yes/No)	(8) Mode of Implementation – through implementing Agency	
				State	District			Name	CSR Registration Number
1.	Nil								
2.									
3.									
TOTAL									

**(d) Amount spent in Administrative Overheads : NIL**

**(e) Amount spent on Impact Assessment, if applicable : NIL**

**(f) Total amount spent for the Financial Year (8b+8c+8d+8e) : NIL**

**(g) Excess amount for set off, if any**

Sl. No.	Particular	Amount (in INR Lakh)
(i)	Two per cent of average net profit of the company as per section 135(5)	41.94 Lakhs
(ii)	Total amount spent for the Financial Year	42.16 Lakhs
(iii)	Excess amount spent for the financial year [(ii)-(i)]	0.22 Lakhs
(iv)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	0.22 Lakhs

**9. (a) Details of Unspent CSR amount for the preceding three financial years: Not Applicable**

Sl. No.	Preceding Financial Year	Amount Transferred to Unspent CSR Account under section 135(6) (in Rs.)	Amount Spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be sent in succeeding financial years (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of Transfer	
1	Nil						
2							
3							
	<b>TOTAL</b>						

**(b) Details of CSR amount Spent in the financial year for ongoing projects of the preceding financial year(s): Not Applicable**

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)
Sl No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project Duration	Total amount allocated for the project (in Rs.)	Amount Spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project Completed/ Ongoing
1.								
2.								
3.								
	<b>TOTAL</b>							

**10. In case of creation or acquisition of Capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year. (asset-wise details) Not Applicable**

- (a) Date of creation or acquisition of the Capital asset(s). : Nil
- (b) Amount of CSR spent for creation or acquisition of capital asset. : Nil
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc. : Nil
- (d) Provide details of the Capital asset(s) created or acquired (including complete address and location of the capital asset). : Nil

**11. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5).**

Sd/- Manoj Singh Whole-time Director	Sd/- Tarun Gulati (Chairman CSR Committee)	(Person specified under clause (d) of sub-section (1) of section 380 of the Act) (wherever applicable)
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## ANNEXURE II

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND RESEARCH & DEVELOPMENT AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information under Section 134 (3) (m) of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014 and forming part of the Directors' Report of the year ended March 31, 2024.

Following measures have been undertaken at the Factory/Plant of the SOE Division of the Company at Derabassi, Punjab:

<b>A. CONSERVATION OF ENERGY</b>	
i) the steps taken or impact on conservation of energy.	<ol style="list-style-type: none"> <li>1) Maintenance of machines play a vital role in energy saving. We undertake preventive maintenance on regularly intervals to make machines &amp; utilities in perfect running condition.</li> <li>2) Installation of motion sensor in washroom areas and admin block to automatic shut of lights.</li> <li>3) Installation of Energy saving device on split ac of plant to save the energy 16% to 18%.</li> <li>4) Installation of rain harvesting in plant to save water.</li> <li>5) Use of wastewater into plant all washroom areas to minimize the borewell running.</li> <li>6) Replace the chiller low efficient Refrigerant R-22 to R-438A for energy saving.</li> </ol>
ii) the steps taken by the Company for utilizing alternate sources of energy.	Installation of roof top 302KW solar plant and running in production since Oct-2020. 1406106 KWH generated till July'24
iii) the capital investment on energy conservation equipments;	Invested 21 lakh on energy saving project

### **B. TECHNOLOGY ABSORPTION**

i) the efforts made towards technology absorption;	<ol style="list-style-type: none"> <li>1) Gear pump technology is used in place of pneumatic drum press pump to eliminate the variation in glue flow rate.</li> <li>2) Base coat &amp; Hard Coat Suction system improved to balance the positive pressure in the robot booth to improve the part quality and eliminate the safety hazard.</li> <li>3) Andon System has integrated by using the inhouse resources to quick response to production from support functions.</li> </ol>
ii) the benefits derived like product improvement, cost reduction, production development, import substitution;	<ol style="list-style-type: none"> <li>1) Enhancement of experience and knowledge of the people to be used in new projects.</li> <li>2) Robots installed on machine for production improvement in new Assy line.</li> <li>3) Below Electrical Panel upgrade inhouse for the production improvement               <ol style="list-style-type: none"> <li>a) Common EOL Testing Machine.</li> </ol> </li> </ol>

	<ul style="list-style-type: none"> <li>b) Manual Handpress replaced with hydropneumatics press.</li> <li>c) New Panel Developed for Old testing machine in Lab.</li> <li>d) BMC Plasma Panel retrofit with complete automation solution.</li> <li>e) Module Line EOL panel refurbished.</li> <li>f) SMLR &amp; Beacon EOL Panel Refurbished.</li> </ul>
iii) in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	<ul style="list-style-type: none"> <li>1) CO2 Laser engraving - Videojet</li> <li>2) AI Based OCR Camera - Cognex</li> </ul>
a. the details of technology imported;	<ul style="list-style-type: none"> <li>• CO2 Laser engraving - Videojet</li> <li>• AI Based OCR Camera - Cognex</li> </ul>
b. the year of import;	2022-2023
c. whether the technology been fully absorbed;	Yes
d. If not fully absorbed, areas where absorption has not taken place and the reasons thereof; and	Not Applicable
iv) the expenditure incurred on Research and Development.	<ul style="list-style-type: none"> <li>1. Relocate Old lab to a new area having more space for future expansion.</li> <li>2. EMC / EMI Rack for conducted immunity on electronic components.</li> <li>3. Capacity of environment test increased by adding two more new chambers.</li> <li>4. Automated Rapid corrosion Chamber</li> <li>5. VT System for Electrical Automation Testing</li> </ul>

### C. FOREIGN EXCHANGE EARNINGS AND OUTGO

Amount in Lakh Indian Rupees

Particulars	Year Ended 31.03.2024	Year Ended 31.03.2023
Earnings	9,512.31	9,021.93
Outgo	2,187.51	1,571.02

## **INDEPENDENT AUDITORS' REPORT**

**To,  
The Members of  
Hella India Lighting Limited**

### **Report on the Audit of the Ind AS Financial Statements**

#### **Opinion**

We have audited the Ind AS financial statements of **Hella India Lighting Limited (“the Company”)**, which comprise the Balance sheet as at 31 March 2024, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the Ind AS financial statements, including a summary of material accounting policy information and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Ind AS financial statements give the information required by the Companies Act, 2013 (“the Act”) in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and the other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit (including Other Comprehensive Income), changes in equity and its cash flows for the year ended on that date.

#### **Basis for Opinion**

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor’s Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Ind AS financial statements.

#### **Other Information**

The Company’s Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Board/Director’s report including annexures to Board/Director’s report, but does not include the Ind AS financial statements and our auditor’s report thereon.

Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are

required to report that fact. We have nothing to report in this regard as the said report is expected to be made available to us after the date of our report.

### **Management’s Responsibility for the Ind AS 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 Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act, read with relevant rules issued thereunder. 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 Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Ind AS financial statements, the management is responsible for assessing the Company’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company’s financial reporting process.

### **Auditors’ Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management’s use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or



conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

### **Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2020 ('the Order'), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report to the extent applicable 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, except that the daily backup of the books of account and other records maintained in electronic mode has not been maintained on servers which is also required to be physically located in India as per the requirement of section 128 of the Act.
  - c. The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - d. In our opinion, the aforesaid Ind AS financial statements comply with the Indian Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder.
  - e. On the basis of written representations received from the directors as on 31 March 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024, 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 with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B".

- g. In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 of the Act.
- h. 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, as amended 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 Ind AS financial statements – Refer Note 4.32 to the Ind AS financial statements.
  - ii. The Company has made provision, as required under the applicable law or Indian Accounting Standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 4.41 to the Ind AS 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 4.31 to the Ind AS financial statements.
  - iv. (a) The Management has represented that, to the best of its knowledge and belief that, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities (“Intermediaries”), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(b) The Management has represented that, to the best of its knowledge and belief, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities (“Funding Parties”), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (“Ultimate Beneficiaries”) or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.  
  
(c) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
  - v. The Company has neither declared nor paid any dividend during the year.
  - vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2024 which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014, as amended is applicable for the Company only w.e.f. April 01, 2023, therefore, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014, as amended, on preservation of audit trail as per the statutory requirements for record retention is not applicable for financial year ended March 31, 2024.

**For S.N. Dhawan & CO LLP**

Chartered Accountants

Firm's Registration No. 000050N/ N500045

Sd/-

**Rahul Singhal**

Partner

Membership No. 096570

UDIN: 24096570BKCTJZ9368

Place of Signature: Gurugram

Dated: 22 August 2024

**Annexure A to the Independent Auditor’s Report of even date of Ind AS Financial Statements of Hella India Lighting Limited**

**(Referred to in paragraph 1 under the heading of “Report on other legal and regulatory requirements” of our report of even date)**

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment (including Right-of-use assets).
- (a) (B) The Company has maintained proper records showing full particulars of Intangible assets recognised in the Ind AS financial statements.
- (b) The Company has regular programme of physical verification of its Property, Plant and Equipment and Right-of-use assets by which all assets are verified in a phased manner during each year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the Ind AS financial statements are held in the name of the Company.
- (d) The Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) or intangible assets or both during the year.
- (e) There are no proceedings initiated or pending against the Company as at 31 March 2024 for holding any benami property under the Benami Property Transactions Act, 1988 (45 of 1988) (as amended in 2016) and rules made thereunder. Accordingly, the provisions of clause 3(i)(e) of the Order are not applicable. (Refer note 4.47 of the Ind AS financial statements)
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year (except for goods-in-transit and stocks lying with third parties. For stocks lying with third parties at the year-end, written confirmations have been obtained by the management and in respect of goods-in-transit, the goods have been received subsequent to year-end). According to the information and explanations given to us and based on the audit procedures performed by us, we are of the opinion that the coverage and procedure of such verification by the management is appropriate and no material discrepancies of 10% or more in the aggregate for each class of inventory were noticed on physical verification as compared to the book records.
- (b) During the year, the Company has not been sanctioned any working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions on the basis of security of current assets. Accordingly, the provisions of clause 3(ii) (b) of the Order are not applicable.
- (iii) The Company has not made investments in, provided any guarantee or security granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year except that the Company has granted unsecured loans to other parties.

(a) The Company has granted loans, to any other entity, the details of which are as given below. The Company has not granted advances in the nature of loans, provided guarantee or provided security to any other entity(ies) during the year.

(A) The company does not have any subsidiary, joint venture or associate. Accordingly, the requirement to report on clause 3(iii)(a)(A) of the Order is not applicable.

(B) The Company has provided unsecured loans to parties other than subsidiaries, joint ventures and associates as mentioned below:

**(Amount in Rs. lakhs)**

Particulars	Loans
<b>Aggregate amount during the year</b>	
- Others Employees	15.10
<b>Balance outstanding as at balance sheet date</b>	
- Others Employees	7.08

(b) In our opinion, the terms and conditions of grant of all loans during the year are, prima facie, not prejudicial to the interest of the Company. The Company has not made investments and not provided any guarantee or provided security or granted any advances in the nature of loans during the year.

(c) In the case of loans granted by the Company, in our opinion the schedule of repayment of principal and payment of interest has been stipulated and in our opinion the repayments/receipts of the principal amount and the interest are regular.

(d) In respect of loans granted by the Company, there is no overdue amount remaining outstanding as at balance sheet date.

(e) No loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties. Accordingly, the provisions of clause 3(iii)(e) of the Order are not applicable.

(f) The Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment. Accordingly, the provisions of clause 3(iii)(f) of the Order are not applicable.

(iv) The Company has not entered into any transaction covered under Sections 185 and 186 of the Act. Accordingly, the provisions of clause 3(iv) of the Order are not applicable.

(v) The Company has neither accepted any deposits nor the amounts which are deemed to be deposits during the year and further the Company had no unclaimed deposits at the beginning of the year within the meaning of Sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, the provisions of clause 3(v) of the Order are not applicable.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013 in respect of Company's products and services. We have broadly reviewed the books of account maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended, prescribed by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Act in respect of Company's products/services and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained by the Company. However, we have not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

- (vii) (a) The Company is generally regular in depositing undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, duty of customs, cess and other material statutory dues, as applicable, to the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable except as follows:

Name of Statute	Nature of dues	Period to which amount relates	Amount involved and not paid (in Rs. lakhs)	Remarks, if any
Haryana VAT Act	Sales tax	2015-16	43.61	-

- (b) There are no statutory dues referred to in sub-clause (a) that have not been deposited with the appropriate authorities on account of any dispute except as mentioned below:

Name of Statute	Nature of dues	Forum where dispute is pending	Period to which amount relates	Amount involved and not paid (in Rs. lakhs)
Income-tax Act, 1961	Tax deducted at source	CPC-Traces	Various	6.14
Income-tax Act, 1961	Income-tax	Remanded back to AO by ITAT	AY 2010-11	17.40
Income-tax Act, 1961	Income-tax	Remanded back to AO by ITAT	AY 2013-14	10.33
Income-tax Act, 1961	Income-tax	ITAT	AY 2017-18	212.34 <sup>1</sup>
Income-tax Act, 1961	Income-tax	Commissioner of Income-tax (Appeals)	AY 2018-19	0.98
Income-tax Act, 1961	Income-tax	Commissioner of Income-tax (Appeals)	AY 2021-22	126.29 <sup>2</sup>
Income-tax Act, 1961	Income-tax	Commissioner of Income-tax (Appeals)	AY 2022-23	260.20

<sup>1</sup> Net of Rs.223.24 lakh paid under protest

<sup>2</sup> Net of Rs.31.60 lakh paid under protest

- (viii) There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961). Accordingly, the provisions of clause 3(viii) of the Order are not applicable. (Refer note 4.48 of the Ind AS financial statements)
- (ix) (a) The Company has not defaulted or delayed in repayment of loans or in the payment of interest thereon to any lender during the year.
- (b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not taken any term loan during the year or has unutilized balances of previous term loans outstanding during the year. Accordingly, the provisions of clause 3(ix)(c) of the Order are not applicable.
- (d) No funds raised on short-term basis have been used for long-term purposes by the Company.

- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the provisions of clause 3(ix)(e) of the Order are not applicable.
- (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the provisions of clause 3(ix)(f) of the Order are not applicable.
- (x) (a) The Company did not raise moneys by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) During the year, the Company has made preferential allotment of equity shares. In respect of the same, the Company has complied with the requirement of Section 62 of the Act and the Rules framed there under. Further, the funds so raised have not been utilized by the Company during the year and idle/surplus funds which were not required for immediate utilization were temporarily invested in liquid funds. The Company has not made any preferential allotment of convertible debentures during the year.
- The Company has not made any private placement of shares or convertible debentures during the year and accordingly, provisions of section 42 of the Act and the rules made thereunder are not applicable to the Company.
- (xi) (a) Considering the principles of materiality outlined in the Standards on Auditing, we report that no material fraud by the Company or on the Company has been noticed or reported during the year.
- (b) No report under sub-section (12) of Section 143 of the Act has been filed in Form ADT-4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 (as amended) with the Central Government, during the year and upto the date of this report.
- (c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) All transactions with the related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the requisite details have been disclosed in the Ind AS financial statements etc., as required by the applicable accounting standards.
- (xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.
- (b) We have considered the internal audit reports of the Company issued till date for the period under audit.
- (xv) During the year, the Company has not entered into any non-cash transactions with its directors or persons connected with them covered under Section 192 of the Act.
- (xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial or housing finance activities during the year. Accordingly, clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

- (d) The Group has no CIC which are part of the Group.
- (xvii) The Company has not incurred any cash losses in the current financial year and in the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.
- (xix) On the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities along with details provided in Note 4.52 to the Ind AS Financial statements which describe the maturity analysis of assets & liabilities, other information accompanying the Ind AS financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) There is no unspent amount towards Corporate Social Responsibility (CSR) on other than ongoing projects requiring a transfer to a Fund specified in Schedule VII to the Act in compliance with the second proviso to sub-section (5) of Section 135 of the said Act.
- (b) There is no unspent amount towards Corporate Social Responsibility (CSR) on ongoing projects requiring a transfer to a special account in compliance with provision of sub-section (6) of Section 135 of the said Act.

**For S.N. Dhawan & CO LLP**  
Chartered Accountants  
Firm's Registration No. 000050N/ N500045

Sd/-

**Rahul Singhal**  
Partner  
Membership No. 096570  
UDIN: 24096570BKCTJZ9368

Place of Signature: Gurugram  
Dated: 22 August 2024



**Annexure B to the Independent Auditor’s Report of even date of Ind AS Financial Statements of Hella India Lighting Limited**

**(Referred to in paragraph 2(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report of even date)**

**Report on the Internal Financial Controls with reference to Ind AS Financial Statements under Clause (i) of sub- section 3 of Section 143 of the Companies Act, 2013 (the “Act”)**

We have audited the internal financial controls with reference to Ind AS financial statements of Hella India Lighting Limited (“the Company”) as of 31 March 2024 in conjunction with our audit of the Ind AS 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 internal financial control with reference to Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in 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 the Company’s 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 Act.

**Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls with reference to Ind AS financial statements 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”) and the Standards on Auditing, issued by the Institute of Chartered Accountants of India (“the ICAI”) and deemed to be prescribed under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the ICAI. 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 with reference to Ind AS financial statements were 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 with reference to Ind AS financial statements and their operating effectiveness. Our audit of internal financial controls with reference to Ind AS financial statements included obtaining an understanding of internal financial controls with reference to Ind AS financial statements, 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 Ind AS 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 with reference to Ind AS financial statements.

## **Meaning of Internal Financial Controls with reference to Ind AS Financial Statements**

A Company's internal financial controls with reference to Ind AS financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Ind AS financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial controls with reference to Ind AS financial statements 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 Ind AS 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 Ind AS financial statements.

## **Inherent Limitations of Internal Financial Controls with reference to Ind AS Financial Statements**

Because of the inherent limitations of internal financial controls with reference to Ind AS financial statements, 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 with reference to Ind AS financial statements to future periods are subject to the risk that the internal financial controls with reference to Ind AS financial statements 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, and to the best of our information and according to the explanations given to us the Company has, in all material respects, adequate internal financial controls system with reference to Ind AS financial statements and such internal financial controls with reference to Ind AS financial statements were operating effectively as at 31 March 2024, based on the internal financial control with reference to Ind AS financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For S.N. Dhawan & CO LLP**

Chartered Accountants

Firm's Registration No. 000050N/ N500045

Sd/-

**Rahul Singhal**

Partner

Membership No. 096570

UDIN: 24096570BKCTJZ9368

Place of Signature: Gurugram

Dated: 22 August 2024

**HELLA INDIA LIGHTING LIMITED**  
**BALANCE SHEET AS AT 31 MARCH 2024**

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

Particulars	Note No.	As at 31 March 2024	As at 31 March 2023
<b>ASSETS</b>			
<b>Non-current assets</b>			
a) Property, plant and equipment and intangible assets			
(i) Property, plant and equipment	4.01 (a)	7,511.96	6,221.89
(ii) Capital work-in-progress	4.01 (b)	183.40	769.32
(iii) Other intangible assets	4.02 (a)	16.21	31.47
(iv) Right-of-use assets	4.02 (b)	749.76	448.78
b) Financial assets			
(i) Investments	4.03	-	-
(ii) Other financial assets	4.04	126.50	115.38
c) Deferred tax assets (net)	4.05	98.80	80.75
d) Non-current tax assets (net)	4.06	314.25	313.18
e) Other non-current assets	4.07	29.43	98.69
<b>Total non-current assets</b>		9,030.31	8,079.46
<b>Current assets</b>			
a) Inventories	4.08	5,878.71	5,292.92
b) Financial assets			
(i) Trade receivables	4.09	8,310.64	6,844.87
(ii) Cash and bank balance	4.10	6,041.75	700.99
(iii) Other financial assets	4.11	53.41	48.70
c) Other current assets	4.12	1,295.92	1,891.76
<b>Total current assets</b>		21,580.43	14,779.24
<b>Total Assets</b>		<b>30,610.74</b>	<b>22,858.70</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Equity</b>			
a) Equity share capital	4.13	372.37	317.14
b) Other equity		17,080.36	8,764.26
<b>Total Equity</b>		17,452.73	9,081.40
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
a) Financial liabilities			
(i) Borrowings	4.14	714.67	640.67
(ii) Lease liabilities	4.37	622.81	363.55
b) Provisions	4.15	766.58	701.48
c) Other non-current liabilities	4.16	102.03	89.12
<b>Total non-current liabilities</b>		2,206.09	1,794.82
<b>Current liabilities</b>			
a) Financial liabilities			
(i) Borrowings	4.17	3,855.77	4,096.03
(ii) Lease liabilities	4.37	176.66	104.14
(iii) Trade payables	4.18		
(A) Total outstanding dues of micro and small enterprises		1,572.26	2,034.80
(B) Total outstanding dues of other than micro and small enterprises		4,253.60	4,568.67
(iv) Other financial liabilities	4.19	525.88	544.86
b) Provisions	4.20	108.96	117.10
c) Other current liabilities	4.21	449.25	269.15
d) Other current tax liabilities	4.22	9.54	247.73
<b>Total current liabilities</b>		10,951.92	11,982.48
<b>Total Equity and Liabilities</b>		<b>30,610.74</b>	<b>22,858.70</b>

See accompanying notes forming part of the financial statements

1 to 4.53

In terms of our report attached

**For S.N. Dhawan & CO LLP**

Chartered Accountants

Firm Registration No. 000050N/N500045

For and on behalf of the Board of Directors

**Hella India Lighting Limited**

Sd/-

**Rahul Singhal**

Partner

Membership No. 096570

Sd/-

**Manoj Singh**

Whole-time Director

DIN- 09839019

Sd/-

**Venugopal Anandhan**

Whole-time Director

DIN- 09839294

Sd/-

**Aakritee Khanna**

Company Secretary

ACS- 48297

Sd/-

**Ayush Gupta**

Chief Financial Officer

ACA- 426646

Place: Gurugram

Date: 22 August 2024

Place: Gurugram

Date: 22 August 2024

**HELLA INDIA LIGHTING LIMITED**  
**STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2024**

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

Particulars	Note No.	Year ended 31 March 2024	Year ended 31 March 2023
<b>Income</b>			
Revenue from operations	4.23	41,086.37	38,251.16
Other income	4.24	602.45	892.52
<b>Total income</b>		<b>41,688.82</b>	<b>39,143.68</b>
<b>Expenses</b>			
Cost of materials consumed	4.25	22,309.15	21,021.66
Purchase of stock-in-trade (traded goods)		2,424.73	2,495.38
Changes in inventories of finished goods, work-in-progress and traded goods	4.26	(282.45)	166.85
Employee benefits expense	4.27	4,881.05	4,046.92
Finance costs	4.28	516.68	472.49
Depreciation and amortisation expenses	4.01 and 4.02	1,329.03	1,065.74
Other expenses	4.29	6,591.71	5,934.69
<b>Total expenses</b>		<b>37,769.90</b>	<b>35,203.73</b>
<b>Profit before tax</b>		<b>3,918.92</b>	<b>3,939.95</b>
<b>Tax expense (net)</b>			
(a) Current tax expense		1,039.44	1,039.58
(b) Prior year tax expense		(6.83)	88.87
(c) Deferred tax (credit)/charge		(24.21)	122.61
<b>Total tax expense</b>		<b>1,008.40</b>	<b>1,251.06</b>
<b>Profit for the year</b>		<b>2,910.52</b>	<b>2,688.89</b>
<b>Other comprehensive income</b>			
Items that will not be reclassified to profit or loss			
(a) Remeasurements of the post employment defined benefit plans		21.17	(48.06)
(b) Income tax relating to items that will not be reclassified to profit or loss		(6.16)	14.00
<b>Total other comprehensive income</b>		<b>15.01</b>	<b>(34.06)</b>
<b>Total comprehensive income</b>		<b>2,925.53</b>	<b>2,654.83</b>
<b>Earning per share (face value Rs 10 each)</b>			
-Basic and diluted earning per share (Rs.)	4.38	<b>82.47</b>	<b>84.79</b>
See accompanying notes forming part of the financial statements	1 to 4.53		

In terms of our report attached

**For S.N. Dhawan & CO LLP**  
Chartered Accountants  
Firm Registration No. 000050N/N500045

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

Sd/-  
**Rahul Singhal**  
Partner  
Membership No. 096570

Sd/-  
**Manoj Singh**  
Whole-time Director  
DIN- 09839019

Sd/-  
**Venugopal Anandhan**  
Whole-time Director  
DIN- 09839294

Sd/-  
**Aakritee Khanna**  
Company Secretary  
ACS : 48297

Sd/-  
**Ayush Gupta**  
Chief Financial Officer  
ACA- 426646

Place: Gurugram  
Date: 22 August 2024

Place: Gurugram  
Date: 22 August 2024

**HELLA INDIA LIGHTING LIMITED**  
**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2024**  
*(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
<b>A. CASH FROM OPERATING ACTIVITIES:</b>		
Profit before tax	3,918.92	3,939.95
<b>Adjustments for:</b>		
Depreciation and amortisation expenses	1,329.03	1,065.74
Liabilities and provisions no longer required written back	(0.21)	(264.30)
Interest expense	454.19	448.11
Interest income on fixed deposits	(227.16)	(0.89)
Net unrealised foreign exchange loss / (gain)	59.04	(17.63)
Profit on sale of property, plant and equipment	(5.51)	(4.61)
Provision for doubtful receivables	-	16.94
Interest on lease liability	62.49	24.38
<b>OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES</b>	<b>5,590.79</b>	<b>5,207.69</b>
<b>Changes in Working Capital :</b>		
<b>Adjustments for (increase) / decrease in operating assets:</b>		
Decrease/(Increase) in inventories	(585.79)	(1,310.93)
Decrease/(Increase) in trade receivables	(1,496.59)	(1,346.39)
Decrease/(Increase) in other current assets	595.86	428.93
Decrease/(Increase) in other financial assets - non-current	(11.12)	(15.34)
Decrease/(Increase) in Other non-current assets	(3.30)	(11.17)
Decrease/(Increase) in Other financial assets- current	36.54	(21.22)
<b>Adjustments for increase / (decrease) in operating liabilities:</b>		
Increase/(decrease) in non-current provisions	86.27	90.63
Increase/(decrease) in trade payables	(805.62)	576.89
Increase/(decrease) in current provisions	(8.14)	2.14
Increase/(decrease) in other liabilities	306.93	61.16
<b>CASH GENERATED IN OPERATIONS</b>	<b>3,705.83</b>	<b>3,662.39</b>
Net income tax paid	(1,271.87)	(804.42)
<b>NET CASH FROM OPERATING ACTIVITIES (A)</b>	<b>2,433.96</b>	<b>2,857.97</b>
<b>B. CASH FROM INVESTING ACTIVITIES</b>		
Capital expenditure on property, plant and equipment, including capital advances	(1,854.68)	(1,748.77)
Proceeds from sale of property, plant and equipment	5.51	4.61
Interest received on fixed deposits	185.89	0.30
<b>NET CASH (USED IN) INVESTING ACTIVITIES (B)</b>	<b>(1,663.28)</b>	<b>(1,743.86)</b>
<b>C. CASH FROM FINANCING ACTIVITIES</b>		
Proceeds from issuance of share capital	5,445.80	-
Repayment of long-term borrowings	(625.00)	(1,250.00)
Proceeds from long-term borrowings	74.00	66.40
Proceeds from short-term borrowings	384.74	1,017.88
Payment of lease rental	(208.07)	(101.81)
Interest paid	(501.39)	(497.87)
<b>NET CASH FROM / (USED IN) FINANCING ACTIVITIES (C)</b>	<b>4,570.08</b>	<b>(765.40)</b>
<b>NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)</b>	<b>5,340.76</b>	<b>348.71</b>
Cash and cash equivalents at the beginning of the year	700.99	352.28
Cash and cash equivalents at the end of the year (Refer note 4.10)	<b>6,041.75</b>	<b>700.99</b>
<b>Cash and cash equivalents comprises :</b>		
Cash and cash equivalents		
(a) Cash in hand	-	-
(b) Balances with banks		
(i) In current accounts	292.41	489.33
(ii) In EEFC accounts	303.34	211.66
(iii) In short term fixed deposits	5,446.00	-
	<b>6,041.75</b>	<b>700.99</b>

**Note :**

The Statement of Cash Flows has been prepared under the Indirect method as set out in Indian Accounting Standard (Ind AS)-7

In terms of our report attached

**For S.N. Dhawan & CO LLP**  
Chartered Accountants  
Firm Registration No. 0000050N/N-500045

Sd/-  
**Rahul Singhal**  
Partner  
Membership No. 096570

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

Sd/-  
**Manoj Singh**  
Whole-time Director  
DIN- 09839019

Sd/-  
**Aakritee Khanna**  
Company Secretary  
ACS : 48297

Sd/-  
**Venugopal Anandhan**  
Whole-time Director  
DIN- 09839294

Sd/-  
**Ayush Gupta**  
Chief Financial Officer  
ACA- 426646

Place: Gurugram  
Date: 22 August 2024

Place: Gurugram  
Date: 22 August 2024

**HELLA INDIA LIGHTING LIMITED**  
**STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2024**

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

**a. Fully paid up equity shares (face value of Rs. 10 each)**

	No. of shares	Amount
Balance at 1 April 2022	3,171,400	317.14
Changes in equity share capital during the year	-	-
Balance at 31 March 2023	3,171,400	317.14
Changes in equity share capital during the year	552,313	55.23
Balance at 31 March 2024	<b>3,723,713</b>	<b>372.37</b>

**b. Other equity**

Particulars	Reserves and Surplus							Total
	General reserve	Securities premium account	Revaluation reserve	Other comprehensive income	Capital redemption reserve	Retained earnings	Equity component of non-cumulative, non-convertible redeemable preference shares (Refer note 4.14)	
<b>Balance at 1st April 2022</b>	<b>17.56</b>	<b>2,952.49</b>	<b>24.95</b>	<b>(37.83)</b>	<b>1.00</b>	<b>2,133.46</b>	<b>1,017.80</b>	<b>6,109.43</b>
Profit for the year	-	-	-	-	-	2,688.89	-	2,688.89
Other comprehensive income for the year, net of income tax	-	-	-	(34.06)	-	-	-	(34.06)
<b>Balance at 31 March 2023</b>	<b>17.56</b>	<b>2,952.49</b>	<b>24.95</b>	<b>(71.89)</b>	<b>1.00</b>	<b>4,822.35</b>	<b>1,017.80</b>	<b>8,764.26</b>
Profit for the year	-	-	-	-	-	2,910.52	-	2,910.52
Other comprehensive income for the year, net of income tax	-	-	-	15.01	-	-	-	15.01
Issue of equity share capital	-	5,390.57	-	-	-	-	-	5,390.57
<b>Balance at 31 March 2024</b>	<b>17.56</b>	<b>8,343.06</b>	<b>24.95</b>	<b>(56.88)</b>	<b>1.00</b>	<b>7,732.87</b>	<b>1,017.80</b>	<b>17,080.36</b>

In terms of our report attached

**For S.N. Dhawan & CO LLP**

Chartered Accountants

Firm Registration No. 000050N/N500045

Sd/-

**Rahul Singhal**

Partner

Membership No. 096570

For and on behalf of the Board of Directors

**Hella India Lighting Limited**

Sd/-

**Manoj Singh**

Whole-time Director

DIN- 09839019

Sd/-

**Venugopal Anandhan**

Whole-time Director

DIN- 09839294

Sd/-

**Aakritee Khanna**

Company Secretary

ACS : 48297

Sd/-

**Ayush Gupta**

Chief Financial Officer

ACA- 426646

Place: Gurugram

Date: 22 August 2024

Place: Gurugram

Date: 22 August 2024

## **Hella India Lighting Limited**

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### **Notes to the Ind AS financial statements for the year ended 31 March 2024**

#### **1. Corporate Information**

Hella India Lighting Limited, ('the Company') was incorporated on 4 September 1959. Its ultimate parent company is Forvia Germany GmbH (Formerly Faurecia Participation GmbH). The registered office of the Company is located at K-61 B, LGF, Kalkaji, New Delhi – 110019. Its shares were listed on Bombay Stock Exchange and Delhi Stock Exchange. Delhi Stock Exchange allowed delisting of shares in earlier years. On 30 April 2015, the Company got delisted from Bombay Stock Exchange. The Company is primarily engaged in manufacturing automotive lights, switches, blinkers and provide related services.

#### **2 Material accounting policy information**

##### **Statement of compliance**

The financial statements of the company have been prepared in accordance with Indian Accounting Standards (Ind AS) specified under Section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended.

The Ind AS financial statements for the year ended 31 March 2024 were authorized and approved by the audit committee on 22 August 2024.

#### **3 Basis of accounting and preparation of Ind AS financial statements**

The Ind AS financial statements have been prepared on the historical cost convention on accrual basis except for certain financial instruments which are measured at fair value at the end of each reporting period, as explained in the accounting policies below.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purpose, fair value measurement are categorised into level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in the entirety, which are described as follows:

- Level 1 inputs are quoted price (unadjusted) in active markets for identical assets or liabilities that the entity can access at measurement date.
- Level 2 inputs are inputs, other than quoted prices included within level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

Considering the size of the Company, the Ind AS financial statements have been prepared in Lakh Indian rupees upto two decimals.

The principal accounting policies are set out below:

##### **(i) Use of estimates**

The preparation of Ind AS financial statements is in conformity with Indian Accounting Standards (Ind AS), requires the management to make estimates and assumptions considered in the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of the Ind AS financial statements and the reported income and expenses during the year. The management believes that the estimates used in the preparation of the Ind AS financial statements are prudent and reasonable. Future results could differ due to these estimates and the

## **Hella India Lighting Limited**

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### **Notes to the Ind AS financial statements for the year ended 31 March 2024**

differences between the actual results and the estimates are recognized in the periods in which the results are known/materialise.

#### **(ii) Revenue recognition**

Revenue from the sale of products or services is recognized upon transfer of control to customers. Revenue is measured at the amount of consideration which the Company expects to be entitled to in exchange for transferring distinct goods or services to a customer as specified in the contract, excluding amounts collected on behalf of third parties (for example, taxes and duties collected on behalf of the government). A receivable is recognized upon satisfaction of performance obligations as per the Contracts.

Designing and service income is recognized on an accrual basis as and when the services are rendered in accordance with the terms of the underlying contract.

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

Other revenues are recognised on accrual basis.

#### **(iii) Government grants**

Government grants are recognised where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with. When the grant relates to an income item, it is recognised as income on a systematic basis over the periods that the related costs, for which it is intended to compensate, are expensed. When the grant relates to an asset, it is recognised as income in equal amounts over the expected useful life of the related asset.

#### **(iv) Property, plant and equipment**

Property, plant and equipment held for use in production or supply of goods and services or for administration purpose are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any. Cost is inclusive of freight, duties, taxes and any other directly attributable costs to bring the assets to their working condition for intended use. Freehold land is measured at cost and is not depreciated.

##### *Depreciation methods: estimated useful lives and residual value*

Depreciation is calculated using the straight-line method on a pro-rata basis from the month in which each asset is put to use to allocate their cost, net of their residual values, over their estimated useful lives.

Schedule II to the Companies Act 2013, prescribes useful lives for property, plant and equipment. However, Schedule II allows companies to use higher/ lower useful lives and residual values if such useful lives and residual values can be technically supported.

The technical team members have evaluated the lives after considering the property, plant and equipment lives against the lives prescribed under schedule II basis:

- Expected usage of the asset.
- Expected physical wear and tear
- Technical and commercial obsolescence
- Understand past practices and general industry experience
- Usage of assets including double and triple shift usage
- Considering nil scrap value

Considering the applicability of Schedule II, management has re-estimated useful lives and residual values of all its property, plant and equipment. Accordingly, the depreciation has been provided on the following rates:



## Hella India Lighting Limited

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### Notes to the Ind AS financial statements for the year ended 31 March 2024

<b>Assets</b>	<b>Useful lives</b>
Factory building	30 Years
Plant and machinery (Injection moulding machine, Metallizer, Drying and Conveying system and other peripheral machines etc.)	8 Years
Plant and equipment (Tools)	5 Years
Plant and equipment (Electric installation)	8 Years
Computers	3 Years
Furniture and fixtures	10 Years
Office equipment	5 Years
Vehicles	5 Years

Any gains and losses on disposal are determined by comparing proceeds with carrying amount and are credited / debited to the statement of profit and loss.

The estimated useful life, residual value and depreciation methods are reviewed by the management at the end of each reporting period, with the effect of change in estimate accounted for a prospective basis year.

Management believes that depreciation rates mentioned above fairly reflect its estimate of the useful lives and residual values of property, plant and equipment, 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 of the remaining period of the lease, whichever is shorter.

Assets costing up to Rs.0.05 lakhs are fully depreciated in the year of purchase.

#### (v) **Intangible assets**

Intangible assets are recognized only if acquired and 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 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 amortization and impairment losses, if any.

#### **Amortization methods and useful lives**

Intangible assets comprise software. Intangible assets are amortized in the Statement of Profit and 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 software's is being amortized on straight line basis over the useful life of 3 years.

#### (vi) **Capital work-in-progress**

Cost of assets not ready for use as at the balance sheet date and property, plant and equipment under construction are disclosed as capital work-in-progress. Capital work-in-progress is disclosed at cost less impairment reserve (if any).

#### (vii) **Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments. Classifications of financial instrument are in

## Hella India Lighting Limited

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### Notes to the Ind AS financial statements for the year ended 31 March 2024

accordance with the substance of the contractual arrangement and as per the definitions of financial assets, financial liability and an equity instrument.

#### Initial recognition:

Financial assets and financial liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through Statement of Profit and Loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in Statement of Profit and Loss.

#### Subsequent measurement:

##### (a) Financial assets

- a. **Carried at amortised cost:** A financial asset is subsequently measured at amortised cost if the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- b. **Carried at fair value through other comprehensive income (FVTOCI):** A financial asset is subsequently measured at fair value through other comprehensive income if the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.
- c. **Carried at fair value through profit or loss (FVTPL):** All other financial assets are subsequently measured at fair value.

##### (b) Financial liabilities and equity instruments

- a. **Financial liabilities at amortised cost:** Financial liabilities includes interest bearing loans and borrowings which are subsequently measured at amortized cost using the effective interest method. For trade and other payables maturing within one year from the Balance Sheet date, the carrying amounts approximate fair value due to the short maturity of these instruments.
- b. **Classification as debt or equity:** Debt and equity instruments issued by the Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and definitions of a financial liability and an equity instrument.
- c. **Equity instruments:** An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all its liabilities. Equity instruments issued by the Company are recognized at the proceeds received, net of direct issue costs.

**Derecognition of financial assets:** The Company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party or the transfer qualified for derecognition under Ind AS 109.

**Derecognition of financial liabilities:** The Company derecognises financial liability when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

## Hella India Lighting Limited

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### Notes to the Ind AS financial statements for the year ended 31 March 2024

**Impairment of financial assets:** The Company recognises loss allowances using the Expected Credit Loss (ECL) for the financial assets which are not measured at fair value through profit or loss. In relation to loss allowance for financial assets (excluding trade receivables), ECL's are measured at an amount equal to 12- month ECL, unless there has been significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

For trade receivables or any contractual right to receive cash or another financial asset that result from transactions that are within the scope of Ind AS 11 and Ind AS 115, the Company always measures the loss allowance at an amount equal to lifetime ECL.

#### Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, to realise the assets and settle liabilities simultaneously.

**Effective interest method:** The effective interest method is a method of calculating the amortised cost of a financial instrument and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premium or discounts) through the expected life of financial instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Income is recognized on an effective interest basis for financial instruments other than those financial assets classified as FVTPL. Interest income is recognized in profit and loss and is included in the "Other Income" line item.

#### (viii) Inventories

Inventories are valued as follows:

##### *Raw materials and store and spares*

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 realizable value.

##### *Work-in-progress and finished goods*

Lower of cost and net realisable value. 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.

Net realizable value is the estimated selling price in the ordinary course of business, less estimated costs of completion necessary to make the sale.

The cost formula applied for inventories is moving weighted average.

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

#### (ix) Preference shares

The Company had issued Non-Cumulative Non-Convertible Redeemable Preference Shares (RPS) in multiple tranches. Each Non-Cumulative Non-Convertible Redeemable Preference Share carry non-cumulative preferential dividend @ 0.0000001% p.a. RPS are redeemable at par at any time after five years but prior to the expiry of twenty years from the date of allotment.

## Hella India Lighting Limited

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### Notes to the Ind AS financial statements for the year ended 31 March 2024

RPS that are treated as financial liability in accordance with the requirements of Ind AS 32, are initially recognised at fair value and subsequently measured at amortised cost using Effective Interest Rate method (EIR).

(x) **Borrowing cost**

Borrowing costs attributable to the acquisition or construction of a qualifying assets are capitalized as a part of the cost the asset. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

(xi) **Foreign currency transactions and translations**

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 realization/ settlement of foreign exchange transactions and on translation of foreign currency assets and liabilities are recognized in the Statement of Profit and Loss. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated.

(xii) **Employee benefits**

*Short-term employee benefits*

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus, etc., are recognised in the Statement of Profit and Loss in the period in which the employee renders the related service.

*Post-employment benefits*

**Defined benefit plans:** The Company's gratuity benefit scheme is a defined benefit plan. The Company's net obligation in respect of a defined benefit plan is calculated by estimating the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value. The calculation of the Company's obligation is performed annually by a qualified actuary using the projected unit credit method.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in other comprehensive income (OCI). The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit are recognised in profit and loss.

**Defined contribution plans:** The provident fund and Employee State Insurance Scheme are defined contribution plans; the Company pays fixed contributions to the appropriate government authorities and has no obligation to pay further amounts. Such fixed contributions are recognized in the Statement of Profit and Loss on accrual basis in the financial year to which they relate.

**Other long-term employee benefits:** Benefits under the Company's leave encashment policy constitutes other long-term employee benefits. The liability in respect of leave encashment is provided on the basis of an actuarial valuation done by an independent actuary at the year-end. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

(xiii) **Goods and Service tax input credit**

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

## **Hella India Lighting Limited**

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### **Notes to the Ind AS financial statements for the year ended 31 March 2024**

#### **(xiv) Impairment**

The carrying values of assets are reviewed at each reporting date to determine if there is indication of any impairment. If any indication exists, the asset's recoverable amount is estimated. For assets that are not yet available for use, the recoverable amount is estimated at each reporting date. An impairment loss is recognized whenever the carrying amount of an asset or its cash generating unit exceeds its recoverable amount and is recognized in the Statement of Profit and Loss. 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 amortization, if no impairment loss had been recognized.

#### **(xv) Leases**

The Company's lease asset classes primarily consist of leases for buildings. The Company, at the inception of a contract, assesses whether the contract is a lease or not lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a time in exchange for a consideration.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date.

The right-of-use asset is subsequently depreciated using the straight-line method from the commencement date to the end of the lease term.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the Company's incremental borrowing rate. It is remeasured when there is a change in future lease payments arising from a change in an index or rate.

The Company has elected not to recognise right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets (assets of less than Rs.3.50 lakhs in value). The Company recognizes the lease payments associated with these leases as an expense over the lease term.

#### **(xvi) Cash and cash equivalents**

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above, net of outstanding bank overdrafts as they are considered an integral part of the Company's cash management.

#### **(xvii) Earnings per share**

Basic earnings per share are computed using the weighted average number of equity shares outstanding during the year. Partly paid equity shares are treated as a fraction of an equity shares to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period.

Diluted earnings per share are calculated by dividing the net profit or loss for the year attributable to equity shareholders by aggregate of weighted average number of equity shares and weighted average number of equity shares which would be issued on the conversion of all the dilutive potential equity shares into equity shares outstanding during the year adjusted for all effects of dilutive potential equity shares. Potential equity shares are treated as dilutive when their conversion to equity shares would decrease net profit per share of the Company.

## Hella India Lighting Limited

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### Notes to the Ind AS financial statements for the year ended 31 March 2024

#### (xviii) 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 the obligation.

The amount recognized as a provision is the best estimate of the consideration required to settle the present obligation at the end of the reporting period, taking into account the risks and uncertainties surrounding the obligation. When a provision is measured using the cash flows estimated to settle the present obligation, its carrying amount is the present value of those cash flows.

**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 of the contracts, the Company provides post-contract services / warranty support to some of its customers. The Company accounts for the post-contract support/provision for warranty based on the information available with the Management duly taking into account the current and past technical estimates.

**Contingent liability:** 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 recognized in the Ind AS 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 recognized in the period in which the change occurs.

#### (xix) Taxes on income

**Current tax:** The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the statement of profit and loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible.

**Deferred tax:** Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the Ind AS financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Deferred tax liabilities and assets are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. Current and deferred tax are recognised in the statement of profit and loss, except when they relate to items that are recognised in other comprehensive income or directly in equity, in which case, the current and deferred tax are also recognised in other comprehensive income or directly in equity respectively.

**Minimum alternate tax:** Minimum alternate tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is considered as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company.

## **Hella India Lighting Limited**

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### **Notes to the Ind AS financial statements for the year ended 31 March 2024**

#### **(xx) Segment reporting**

Operating segments are reported in a manner consistent with the internal reporting of the Company. The respective Chief Operating Decision Maker (CODM) of segments SOE (Head of SOE Business) and segment IAM (Head of IAM business) are responsible for allocating resources and assessing performance of their operating segment. The Company has a monthly review and forecasting procedure in place and Managing Director reviews the operations of the Company as a whole (refer note no. 4.35).

#### **(xxi) Operating cycle/ Current and Non-current classification**

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

The Company presents assets and liabilities in the Balance Sheet based on current/ non-current classification.

An asset is current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle.
- It is held primarily for the purpose of trading.
- Expected to be realised within twelve months after the reporting period, or
- Cash or Cash Equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle.
- It is held primarily for the purpose of trading.
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

#### **(xxii) Recent pronouncements:**

Ministry of Corporate Affairs (“MCA”) notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended March 31, 2024, MCA has not notified any new standards or amendments

#### **(xxiii) Significant management judgement in applying accounting policies and estimation uncertainty**

The preparation of the Company’s Ind AS financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the related disclosures.

##### **Significant management judgements and estimates**

The following are significant management judgements and estimates in applying the accounting policies of the Company that have the most significant effect on the Ind AS financial statements.

**Evaluation of indicators for impairment of assets** – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

## **Hella India Lighting Limited**

(All amounts are in Lakh Indian Rupees, unless otherwise stated)

### **Notes to the Ind AS financial statements for the year ended 31 March 2024**

**Recoverability of advances/receivables** – At each balance sheet date, based on historical default rates observed over expected life, the management assesses the expected credit loss on outstanding receivables and advances.

**Defined benefit obligation ("DBO")** – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, medical cost trends, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

**Fair value measurements** – Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available). This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

**Useful lives of depreciable/amortizable assets** – Management reviews its estimate of the useful lives of depreciable/amortizable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence.

**Evaluation of Revenue recognition under Ind AS 115** - Revenue is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The management is of the view that its revenue arrangements are in line with the standard requirements.



**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**
*(All amounts are in Lakh Indian Rupees except number of shares)*
**4.01(a) Property, plant and equipment**

Particulars	Freehold land	Factory building	Plant and machinery	Furniture and fixtures	Vehicles	Office equipment	Computers	Leasehold improvements	Total
<b>Year ended 31 March 2023</b>									
<b>Gross carrying amount</b>									
Balance as at 1 April 2022	1.18	1,878.49	6,663.39	183.18	65.94	208.05	142.45	-	9,142.68
Additions	-	239.98	1,385.46	51.30	35.52	32.45	143.90	22.67	1,911.28
Disposals	-	-	-	-	32.93	-	-	-	32.93
<b>Closing gross carrying amount as at 31 March 2023</b>	<b>1.18</b>	<b>2,118.47</b>	<b>8,048.85</b>	<b>234.48</b>	<b>68.53</b>	<b>240.50</b>	<b>286.35</b>	<b>22.67</b>	<b>11,021.03</b>
<b>Accumulated depreciation</b>									
Balance as at 1 April 2022	-	166.32	3,384.53	56.12	44.01	134.36	79.38	-	3,864.72
Depreciation charged during the year	-	71.96	756.95	28.42	16.58	30.74	61.16	1.54	967.35
Disposals	-	-	-	-	32.93	-	-	-	32.93
<b>Closing accumulated depreciation as at 31 March 2023</b>	<b>-</b>	<b>238.28</b>	<b>4,141.48</b>	<b>84.54</b>	<b>27.66</b>	<b>165.10</b>	<b>140.54</b>	<b>1.54</b>	<b>4,799.14</b>
<b>Net carrying amount as at 31 March 2023</b>	<b>1.18</b>	<b>1,880.19</b>	<b>3,907.37</b>	<b>149.94</b>	<b>40.87</b>	<b>75.40</b>	<b>145.81</b>	<b>21.13</b>	<b>6,221.89</b>
<b>Year ended 31 March 2024</b>									
<b>Gross carrying amount</b>									
Balance as at 1 April 2023	1.18	2,118.47	8,048.85	234.48	68.53	240.50	286.35	22.67	11,021.03
Additions	-	268.14	1,796.66	32.14	-	27.01	149.61	153.63	2,427.19
Disposals	-	-	-	-	28.71	-	-	-	28.71
<b>Closing gross carrying amount as at 31 March 2024</b>	<b>1.18</b>	<b>2,386.61</b>	<b>9,845.51</b>	<b>266.62</b>	<b>39.82</b>	<b>267.51</b>	<b>435.96</b>	<b>176.30</b>	<b>13,419.51</b>
<b>Accumulated depreciation</b>									
Balance as at 1 April 2023	-	238.28	4,141.48	84.54	27.66	165.10	140.54	1.54	4,799.14
Depreciation charged during the year	-	74.82	868.49	23.61	11.61	26.65	104.82	27.12	1,137.12
Disposals	-	-	-	-	28.71	-	-	-	28.71
<b>Closing accumulated depreciation as at 31 March 2024</b>	<b>-</b>	<b>313.10</b>	<b>5,009.97</b>	<b>108.15</b>	<b>10.56</b>	<b>191.75</b>	<b>245.36</b>	<b>28.66</b>	<b>5,907.55</b>
<b>Net carrying amount as at 31 March 2024</b>	<b>1.18</b>	<b>2,073.51</b>	<b>4,835.54</b>	<b>158.47</b>	<b>29.26</b>	<b>75.76</b>	<b>190.60</b>	<b>147.64</b>	<b>7,511.96</b>

**HELLA INDIA LIGHTING LIMITED**

**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

<b>4.01 (b) Capital work-in-progress</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Opening balance	769.32	935.37
Add : Additions during the year	1,592.56	1,502.52
Less: Assets capitalised during the year	2,178.48	1,655.79
Less: Assets expensed off during the year	-	12.78
<b>Closing balance</b>	<b>183.40</b>	<b>769.32</b>

**Capital work in progress ageing schedule-projects in progress**

Particulars	Amount in capital work in progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31 March 2024	183.40	-	-	-	<b>183.40</b>
As at 31 March 2023	763.25	6.07	-	-	<b>769.32</b>

There is no capital-work-in progress whose completion is overdue or has exceeded its cost compared to its original plan

**4.02 (a) Intangible assets**

Particulars	Computer software	Total
<b>Year ended 31 March 2023</b>		
<b>Gross carrying amount</b>		
Balance as at 1 April 2022	76.47	76.47
Additions	19.09	19.09
Disposals	-	-
<b>Closing gross carrying amount as at 31 March 2023</b>	<b>95.56</b>	<b>95.56</b>
<b>Accumulated amortisation</b>		
Balance as at 1 April 2022	45.82	45.82
Amortisation expense charged during the year	18.27	18.27
Disposals	-	-
<b>Closing accumulated amortisation as at 31 March 2023</b>	<b>64.09</b>	<b>64.09</b>
<b>Net carrying amount as at 31 March 2023</b>	<b>31.47</b>	<b>31.47</b>
<b>Year ended 31 March 2024</b>		
<b>Gross carrying amount</b>		
Balance as at 1 April 2023	95.56	95.56
Additions	0.27	0.27
Disposals	-	-
<b>Closing gross carrying amount as at 31 March 2024</b>	<b>95.83</b>	<b>95.83</b>
<b>Accumulated amortisation</b>		
Balance as at 1 April 2023	64.09	64.09
Amortisation expense charged during the year	15.53	15.53
Disposals	-	-
<b>Closing accumulated amortisation as at 31 March 2024</b>	<b>79.62</b>	<b>79.62</b>
<b>Net carrying amount as at 31 March 2024</b>	<b>16.21</b>	<b>16.21</b>

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024***(All amounts are in Lakh Indian Rupees except number of shares)***4.02(b) Right-of-use assets**

<b>Particulars</b>	<b>Right-of-use (Buildings)</b>	<b>Total</b>
<b>Year ended 31 March 2023</b>		
<b>Gross carrying amount</b>		
Balance as at 1 April 2022	357.65	357.65
Additions	290.75	290.75
Disposals	61.00	61.00
<b>Closing gross carrying amount as at 31 March 2023</b>	<b>587.40</b>	<b>587.40</b>
<b>Accumulated depreciation</b>		
Balance as at 1 April 2022	119.50	119.50
Depreciation expense charged during the year	80.12	80.12
Disposals	61.00	61.00
<b>Closing accumulated depreciation as at 31 March 2023</b>	<b>138.62</b>	<b>138.62</b>
<b>Net carrying amount as at 31 March 2023</b>	<b>448.78</b>	<b>448.78</b>
<b>Year ended 31 March 2024</b>		
<b>Gross carrying amount</b>		
Balance as at 1 April 2023	587.40	587.40
Additions	477.36	477.36
Disposals	67.34	67.34
<b>Closing gross carrying amount as at 31 March 2024</b>	<b>997.42</b>	<b>997.42</b>
<b>Accumulated depreciation</b>		
Balance as at 1 April 2023	138.62	138.62
Depreciation expense charged during the year	176.38	176.38
Disposals	67.34	67.34
<b>Closing accumulated depreciation as at 31 March 2024</b>	<b>247.66</b>	<b>247.66</b>
<b>Net carrying amount as at 31 March 2024</b>	<b>749.76</b>	<b>749.76</b>

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024***(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4.03 Investments</b>		
(Valued at cost unless stated otherwise)		
Drive Smart Drive Safe 2,000 (previous year 2,000) equity shares of face value Rs. 10 each, fully paid up	0.20	0.20
Less: Provision for other than temporary diminution in value of investment	<u>0.20</u>	<u>0.20</u>
	<u>-</u>	<u>-</u>
Aggregate amount of unquoted investments	0.20	0.20
Less: Aggregate amount of provision for other than temporary diminution in value of investment	<u>0.20</u>	<u>0.20</u>
	<u>-</u>	<u>-</u>
For valuation basis, refer note no. 4.45		

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**
*(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4.04 Other financial assets - non-current</b>		
(Unsecured, considered good unless stated otherwise)		
Security deposits	111.01	100.98
Balance with banks - held as security against margin money given to Government authorities #	15.49	14.40
	<u>126.50</u>	<u>115.38</u>
For valuation basis, refer note no. 4.45		
# Margin Money Deposit primarily related to earmarked balances with the bank against the bank guarantees issued in the favour of relevant authorities.		
<b>4.05 Deferred tax assets (net)</b>		
<b>(a) Deferred tax liability arising on account of:</b>		
Difference between written down value of Property, plant and equipment and intangible assets as per Income tax Act, 1961 and as per the Companies Act, 2013	203.57	223.45
Right-of-use assets (Ind AS 116)	188.70	130.68
Provision for interest on preference shares	107.97	146.46
	<u>500.24</u>	<u>500.59</u>
<b>Deferred tax assets arising on account of:</b>		
Provision for gratuity	116.51	122.47
Provision for leave encashment	92.12	99.60
Lease liabilities (Ind AS 116)	201.21	136.19
Provision for doubtful receivables	-	4.93
Provision for doubtful advances	-	0.27
Provision for bonus	84.44	65.91
Provision for slow moving inventory	93.02	135.67
Provision for price reduction	-	-
Provision for warranty	11.74	16.30
	<u>599.04</u>	<u>581.34</u>
<b>Deferred tax asset/(liability) (net)</b>	<u>98.80</u>	<u>80.75</u>
	<b>Year ended</b>	<b>Year ended</b>
<b>(b) Reconciliation of tax expenses and accounting profit</b>	<b>31 March 2024</b>	<b>31 March 2023</b>
Profit before tax from continuing operation	3,918.92	3,939.95
Income tax expenses calculated at current tax rate	986.31	1,147.31
Add : Effect of expenses/income that are not deductible/includible in determining taxable profit.		
(i) Corporate social responsibility expenditure	10.61	3.42
(ii) Interest on delay in MSMED vendors payment	7.80	5.00
(iii) Effect of change in tax rate	10.40	-
(iv) Tax for earlier years recognised in statement of profit and loss	(6.83)	88.87
(v) Others	0.11	6.46
<b>Income tax expenses recognised in statement of profit &amp; loss (relating to continuing operation)</b>	<u>1,008.40</u>	<u>1,251.06</u>
<b>4.06 Non-current tax assets (net)</b>		
Income taxes [net of provision for tax Rs. 2,491.14 lakhs (previous year Rs. 1,458.40 lakhs)]	59.41	58.34
Income-tax paid under protest (refer note no. 4.32)	254.84	254.84
	<u>314.25</u>	<u>313.18</u>
<b>4.07 Other non-current assets</b>		
(Unsecured, considered good unless stated otherwise)		
Capital advances	-	72.56
Balance with Government authorities (paid under protest)	-	-
- VAT credit receivable (refer note no. 4.32)	-	1.46
Prepaid rent	23.97	15.73
Prepaid expenses	5.46	8.94
	<u>29.43</u>	<u>98.69</u>
<b>4.08 Inventories*</b>		
<b>(Valued at the lower of cost and net realisable value)</b>		
Raw materials and components [includes goods in transit Rs.118.17 lakhs (previous year Rs.110.52 lakhs)]	4,444.96	4,056.33
Work-in-progress	90.56	101.66
Finished goods (other than those acquired for trading) [includes goods in transit Rs.260.93 lakhs (previous year Rs.253.25 lakhs)]	1,006.49	703.53
Traded goods (acquired for trading)	248.12	257.53
Tools and dies	-	95.81
Stores and spares	88.58	78.06
	<u>5,878.71</u>	<u>5,292.92</u>

\*net of provision of Rs.369.55 lakhs (previous year Rs.465.89 lakhs)

**HELLA INDIA LIGHTING LIMITED**

**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4.09 Trade receivables</b>		
<b>Undisputed</b>		
Considered good	8,310.64	6,844.87
Credit impaired	2.59	16.94
Less: Provision for doubtful trade receivables	(2.59)	(16.94)
	<b>8,310.64</b>	<b>6,844.87</b>

Trade receivables includes Rs. 2,460.22 lakhs (previous year Rs. 2,545.81 lakhs lakhs) due from related parties (refer note 4.36).  
For valuation basis, refer note no. 4.45

**Trade receivables ageing schedule as at 31 March 2024**

The ageing of trade receivables as of balance sheet date is given below. The age analysis has been considered from the due date.

Particulars	Not Due	As at 31 March 2024					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Year	2-3 Years	More than 3 Years	
<b>Undisputed</b>							
Considered good	5,232.60	3,078.04	-	-	-	-	8,310.64
Credit impaired	-	-	1.78	0.50	0.24	0.07	2.59
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>5,232.60</b>	<b>3,078.04</b>	<b>1.78</b>	<b>0.50</b>	<b>0.24</b>	<b>0.07</b>	<b>8,313.23</b>

**Trade receivables ageing schedule as at 31 March 2023**

The ageing of trade receivables as of balance sheet date is given below. The age analysis has been considered from the due date.

Particulars	Not Due	As at 31 March 2023					Total
		Less than 6 Months	6 Months - 1 Year	1-2 Year	2-3 Years	More than 3 Years	
<b>Undisputed</b>							
Considered good	4,836.63	2,008.24	-	-	-	-	6,844.87
Credit impaired	-	-	5.45	8.86	0.45	2.18	16.94
<b>Disputed</b>							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>4,836.63</b>	<b>2,008.24</b>	<b>5.45</b>	<b>8.86</b>	<b>0.45</b>	<b>2.18</b>	<b>6,861.81</b>

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024***(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4.10 Cash and bank balance</b>		
Balances with banks		
In current accounts	292.41	489.33
In EEFC accounts	303.34	211.66
In short term fixed deposits	5,446.00	-
	<b>6,041.75</b>	<b>700.99</b>
For valuation basis, refer note no. 4.45		
<b>4.11 Other financial assets- current (unsecured and considered good unless otherwise stated)</b>		
Security deposits	5.08	36.14
Interest accrued on fixed deposit	41.25	-
Loans to employees	7.08	12.56
	<b>53.41</b>	<b>48.70</b>
For valuation basis, refer note no. 4.45		
<b>4.12 Other current assets (unsecured, considered good unless otherwise stated)</b>		
Advance to suppliers	106.30	102.28
Balances with Government authorities		
Considered good		
- Goods and service tax receivable	463.67	1,107.66
- VAT credit receivable	2.23	2.23
- Export incentives receivables	67.65	76.42
- Goods and service tax receivable on export sales	303.13	422.01
- Advance custom duty	23.56	18.37
	860.24	1,626.69
Prepaid expenses	70.83	58.46
Advances to employees	31.07	12.82
Unbilled revenue (refer note no. 4.36)	218.38	84.31
Prepaid rent	8.34	6.46
Other advances	0.76	0.74
	<b>1,295.92</b>	<b>1,891.76</b>

**HELLA INDIA LIGHTING LIMITED**

**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4.13 Equity share capital</b>		
<b>Authorised</b>		
<b>Equity shares, Rs. 10 each</b>		
4,000,000 (previous year 3,500,000) equity shares	400.00	350.00
<b>Preference shares, Rs. 100 each</b>		
2,150,000 (previous year 2,150,000) non-convertible, non-cumulative, redeemable preference shares	2,150.00	2,150.00
	<u>2,550.00</u>	<u>2,500.00</u>
<b>Issued, subscribed and paid-up</b>		
<b>Equity shares</b>		
3,723,713 (previous year 3,171,400) equity shares of Rs. 10 each fully paid up	372.37	317.14
	<u>372.37</u>	<u>317.14</u>

(Refer note (i) to (vii) below)

**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.

**ii) The reconciliation of the shares outstanding at the beginning and end of the year**

	Sunday, 31 March, 2024		Friday, 31 March, 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Equity shares</b>				
Balance at the beginning of the year	3,171,400	317.14	3,171,400	317.14
Increase/(decrease) during the year	552,313	55.23	-	-
Balance at the end of the year	<u>3,723,713</u>	<u>372.37</u>	<u>3,171,400</u>	<u>317.14</u>

**iii) Shares held by the holding company and fellow subsidiary company :**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	Amount	No. of shares	Amount
<b>Equity Shares</b>				
Hella Holding International GmbH, Germany, the holding company	2,169,713	216.97	1,617,400	161.74
Hella India Automotive Private Limited, a fellow subsidiary	1,001,687	100.17	1,001,687	100.17
<b>Total</b>	<u>3,171,400</u>	<u>317.14</u>	<u>2,619,087</u>	<u>261.91</u>

The ultimate holding company of the Company is Forvia SE ( Formerly "Faurecia SE" )

**iv) The details of shareholders holding more than 5% shares :**

	As at 31 March 2024		As at 31 March 2023	
	No. of shares	% of holding	No. of shares	% of holding
<b>Equity shares</b>				
Hella Holding International GmbH, Germany, the holding company	2,169,713	58.27	1,617,400	51.00
Hella India Automotive Private Limited	1,001,687	26.90	1,001,687	31.59

**v) In the period of five years immediately preceding the Balance Sheet date, the Company has not issued any bonus shares or has bought back any shares.**

**vi) Details of shares issued during the year**

The Company has issued 5,52,313 equity shares of face value Rs.10.00 each at a premium of Rs.976.00 each to Hella Holding International GmbH, Germany, the holding company on private placement basis on 08 August 2023.

**vii) Shares held by promoters at the end of the year**

	Promotor name	As at 31 March 2024		As at 31 March 2023		% Change during the year
		No. of shares	% of total shares	No. of shares	% of total shares	
1	Hella Holding International GmbH, Germany	2,169,713	58.27	1,617,400	51.00	7.27
2	Hella India Automotive Private Limited	1,001,687	26.90	1,001,687	31.59	(4.68)
		<u>3,171,400</u>	<u>85.18</u>	<u>2,619,087</u>	<u>82.59</u>	2.58

	Promotor name	As at 31 March 2023		As at 31 March 2022		% Change during the year
		No. of shares	% of total shares	No. of shares	% of total shares	
1	Hella Holding International GmbH, Germany	1,617,400	51.00	1,617,400	51.00	-
2	Hella India Automotive Private Limited	1,001,687	31.59	1,001,687	31.59	-
		<u>2,619,087</u>	<u>82.59</u>	<u>2,619,087</u>	<u>82.59</u>	



**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024***(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4.14 Borrowings</b>		
Unsecured - at amortised cost		
Other loans		
1,143,630 (previous year 1,143,630) 0.0000001% non-convertible, non-cumulative, redeemable preference shares of Rs. 100 each fully paid up from related party (Intermediate holding company) #	714.67	640.67
Term loan from related party (unsecured) ##	-	625.00
Less : Current maturities of term loan from related party (refer note no. 4.17)	-	(625.00)
	<u>714.67</u>	<u>640.67</u>

# Preference shares issued by the Company are non-convertible, non-cumulative, redeemable and non participating and are not entitled to vote. Preference shareholders have preference over equity shareholders for the payment of dividend and repayment of capital, in the event of liquidation of the Company. 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. Out 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 preference shares (by conversion of loan from the holding company) have been allotted on 16 March 2010. Preference share capital is recognised at amortized cost as on the date of transition i.e. 1 April 2017. The Company has considered the impact of transition as equity component of preference share capital of Rs.1,017.80 lakhs under other equity (Refer Statement of Changes in Equity). Further, the Company charges the interest on liability component on preference share capital on yearly basis.

## Term loan from related party was an Indian currency loan taken from Hella GMBH & Co. KgaA, Germany (Intermediate holding company). It carries interest at 8.75% per annum. This has been fully repaid in current year.

Instalment	Repayment date	Amount to be repaid
1	15 March 2022	625.00
2	15 September 2022	625.00
3	15 March 2023	625.00
4	15 September 2023	625.00

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024***(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2024	As at 31 March 2023
<b>4.15 Provisions</b>		
Provisions for employee benefits		
- Gratuity (refer note no. 4.33)	423.59	381.89
- Compensated absences	342.99	319.59
	<u><b>766.58</b></u>	<u><b>701.48</b></u>
<b>4.16 Other non-current liabilities</b>		
Others	5.71	5.71
Security deposit received	96.32	83.41
	<u><b>102.03</b></u>	<u><b>89.12</b></u>
<b>4.17 Borrowings</b>		
Loans repayable on demand		
- Cash credit facility from bank #	3,855.77	3,451.73
- Pre-shipment seller loan ##	-	19.30
Current maturities of term loan from related party (refer note no. 4.14 )	-	625.00
	<u><b>3,855.77</b></u>	<u><b>4,096.03</b></u>

For valuation basis, refer note no. 4.45

# Cash credit facilities from Deutsche Bank carries an interest rate of TBILL+1.15 Spread where TBILL changes on monthly basis.

HSBC Interest Rate is (TBILL+ 3.66 Spread). Hella GMBH &amp; Co. KgaA, Germany, the Intermediate holding company, has given the guarantee for the cash credit facility availed by the Company from Deutsche bank.

## Pre-shipment seller loan represents pre-shipment loan was taken from HSBC Bank as per Government of India's interest equalisation scheme on Pre and Post Shipment Rupee Export Credit announced vide Reserve Bank of India (RBI) circular "DBR.Dir.BC.No.62/04.02.001/2015-16" dated 04 December 2015 (as amended from time to time).

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**
*(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at	
	31 March 2024	31 March 2023

**4.18 Trade payables**

Trade payables for goods and services

 - total outstanding dues of micro and small enterprises (refer note no. 4.34)  
 - total outstanding dues of other than micro, small and medium enterprises

1,572.26	2,034.80
4,253.60	4,568.67
<b>5,825.86</b>	<b>6,603.47</b>

Trade payables includes Rs. 1,409.10 lakhs (previous year Rs.1,117.80 lakhs) due to related parties (refer note no. 4.36).

**Trade payables ageing schedule as at 31 March 2024**

Particulars	Not Due	Outstanding for following periods from document date				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	999.88	339.12	17.18	48.32	167.76	1,572.26
Others	2,676.11	1,560.91	10.75	2.34	3.49	4,253.60
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>TOTAL</b>	<b>3,675.99</b>	<b>1,900.03</b>	<b>27.93</b>	<b>50.66</b>	<b>171.25</b>	<b>5,825.86</b>

**Trade payables ageing schedule as at 31 March 2023**

Particulars	Not Due	Outstanding for following periods from document date				Total
		Less than 1 year	1-2 years	2-3 years	More than 3 years	
MSME	1,200.84	617.58	48.62	43.88	123.88	2,034.80
Others	3,514.14	1,027.83	22.96	1.88	1.86	4,568.67
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
<b>TOTAL</b>	<b>4,714.98</b>	<b>1,645.41</b>	<b>71.58</b>	<b>45.76</b>	<b>125.74</b>	<b>6,603.47</b>

For valuation basis, refer note no. 4.45

**4.19 Other financial liabilities**

Interest accrued on borrowings\*

Payable for purchase of property, plant and equipment (refer note no. 4.34)

Payable to employees

Other financial liability (refer note no. 4.36)

0.38	47.58
171.64	257.34
338.76	230.06
15.10	9.88
<b>525.88</b>	<b>544.86</b>

\*Interest accrued on borrowings includes Rs. Nil (previous year Rs.47.58 lakhs) due to related parties (refer note no. 4.36).

For valuation basis, refer note no. 4.45

**4.20 Provisions**

Provision for employee benefits

- Gratuity (refer note no. 4.33)

- Compensated absences

- Provision for warranty (refer note no. 4.41)

39.30	38.68
23.02	22.45
46.64	55.97
<b>108.96</b>	<b>117.10</b>

**4.21 Other current liabilities**

Statutory remittances

Advance from customers

Other liabilities

202.04	190.51
241.83	71.95
5.38	6.69
<b>449.25</b>	<b>269.15</b>

**4.22 Other current tax liabilities (net)**

Income tax payables

[net of advance tax of Rs.1,029.89 lakhs (Previous year Rs. 791.84 lakhs)]

9.54	247.73
<b>9.54</b>	<b>247.73</b>

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**
*(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
<b>4.23 Revenue from operations</b>		
(a) Sale of products (refer note (i) below)	38,274.88	35,769.26
(b) Other operating revenues (refer note (ii) below)	2,811.49	2,481.90
	<b>41,086.37</b>	<b>38,251.16</b>
<b>(i) Sale of products comprises:</b>		
Manufactured finished goods	34,780.25	32,308.81
Traded goods	3,494.63	3,460.45
	38,274.88	35,769.26
<b>(ii) Other operating revenues comprises:</b>		
Scrap sales	46.90	55.07
Development income#	2,578.99	2,162.42
Export benefits*	185.60	264.41
	2,811.49	2,481.90
#Development income includes Rs. 2,494.72 lakhs (previous year Rs.2,162.42 lakhs) due to related parties (refer note no. 4.36).		
*Export benefits are in the nature of government grants covering following :		
Merchandise & Service Exports from India Scheme (MEIS, SEIS & RoDTEP)	56.48	137.08
Duty drawbacks	129.12	127.33
	185.60	264.41
<b>4.24 Other income</b>		
Interest income		
- on fixed deposits with banks	227.16	0.89
- other interest	1.16	2.36
Net gain on foreign currency transactions	180.51	357.29
Profit on sale of property, plant and equipment	5.51	4.61
Unwinding of discount on financial assets at amortized cost	7.31	2.60
Liabilities and provisions no longer required written back (refer note no. 4.41)	0.21	264.30
Miscellaneous income*	180.59	260.47
	<b>602.45</b>	<b>892.52</b>
*Miscellaneous income includes Rs. 90.94 lakhs (previous year Rs.58.00 lakhs) due to related parties (refer note no. 4.36).		
<b>4.25 Cost of material consumed</b>		
Raw material and components		
Opening stock	4,056.33	2,627.76
Add: Purchases	22,697.78	22,450.23
Less: Closing stock	4,444.96	4,056.33
	<b>22,309.15</b>	<b>21,021.66</b>
<b>4.26 Changes in inventories of finished goods, work-in-progress and traded goods</b>		
Inventories at the beginning of the year		
Traded goods	257.53	200.10
Finished goods	703.53	943.21
Work in progress	101.66	86.26
	1,062.72	1,229.57
Less: Inventories at the end of the year		
Traded goods	248.12	257.53
Finished goods	1,006.49	703.53
Work in progress	90.56	101.66
	1,345.17	1,062.72
	<b>(282.45)</b>	<b>166.85</b>

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**
*(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
<b>4.27 Employee benefits expense</b>		
Salaries and wages	4,295.96	3,590.79
Contribution to provident funds (refer note no. 4.33)	265.11	213.94
Gratuity expense (refer note no. 4.33)	106.39	91.63
Staff welfare expenses	213.59	150.56
	<b>4,881.05</b>	<b>4,046.92</b>
<b>4.28 Finance cost</b>		
Interest on borrowings from related party (refer note no. 4.36)	25.52	133.98
Interest on cash credit limit	323.68	230.55
Interest on lease liability	62.49	24.38
Interest on amortized cost of preference shares	74.00	66.40
Others	30.99	17.18
	<b>516.68</b>	<b>472.49</b>
<b>4.29 Other expenses</b>		
Consumption of stores and spares	746.79	1,249.05
Power and fuel *	292.30	224.36
Travelling and conveyance	328.23	317.80
Freight outward *	786.49	789.89
Contractual manpower	828.01	747.95
Legal and professional (refer note no. 4.36) *	407.17	323.63
Payment to auditors		
- Statutory audit fees	15.60	14.30
- Tax audit fees	2.40	2.20
- Other matters	5.40	-
- Out of pocket expenses	0.96	0.72
Rent (refer note no. 4.37)	91.39	105.83
Rates and taxes	8.33	17.44
Insurance	147.72	159.48
Repairs and maintenance:		
- on buildings	9.77	4.96
- on plant and machinery	53.14	43.27
- on others (including IT expenses Rs.900.25 lakhs Previous year Rs.695.71 lakhs ) (refer note no. 4.36)	1,010.41	778.82
Vehicle running and maintenance	93.89	63.98
Printing and stationery	14.11	11.86
Communication	46.44	41.43
Bank charges	13.81	10.80
Provision for doubtful receivables	-	16.94
Advances written off	5.14	3.66
Expenditure on corporate social responsibility (refer note no. 4.42)	42.16	15.16
Donations	-	8.35
Cash discount on sales	150.20	105.66
Royalty (refer note no. 4.36)	616.50	382.24
Development expenses	371.60	78.61
Advertisement and sales promotion	354.15	344.33
Warranty (refer note no. 4.41)	70.79	-
Property, plant and equipment / CWIP written off	-	12.78
Miscellaneous *	78.81	59.19
	<b>6,591.71</b>	<b>5,934.69</b>

\*Net of recovery of Rs.33.80 lakhs (previous year Rs.61.94 lakhs) from related parties (refer note no. 4.36).

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.30 Commitments**

a)	Particulars	As at 31 March 2024	As at 31 March 2023
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	-	255.53
	EPCG licence	229.22	229.22

- b) The Company did not have any long-term commitments/contracts including derivative contracts for which there will be any material foreseeable losses.

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

**4.32 Contingent liabilities (to the extent not provided for)**

Claims made against the Company not acknowledged as debts:

Particulars	As at 31 March 2024	As at 31 March 2023
Indirect tax matter*	168.04	168.04
Income tax matter	888.52	1,327.14
<b>Total</b>	<b>1,056.56</b>	<b>1,495.18</b>

\*The Company has received the show cause notices under Haryana VAT Act, 2003 and Central Sales Tax Act, 1956 for Rs.168.04 lakhs for financial years 2014-15, 2016-17 and 2017-18 on account of pending verification of manual "C" forms by the department. The Company has replied to the said notices objecting the grounds of the notices as the verification of manual "C" forms has to be done by department itself. There is no further communication received from the department in this regard. The Company is of view that said show cause notice will not be tenable and therefore no provision is considered necessary.

**4.33 Employee benefits**
**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. 265.11 lakhs (previous year Rs.213.94 lakhs) 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 Plan (defined benefit plan)**

The Company operates a gratuity plan covering qualifying employees. The benefit payable is as per the Payment of Gratuity Act, 1972. The benefit vests upon completion of five years of continuous service and once vested it is payable to employees on retirement or on termination of employment. In case of death while in service, the gratuity is payable irrespective of vesting.

**Risk Exposure**

**Inherent risk:** The plan is defined benefit in nature which is sponsored by the Company and hence it underwrites all the risks pertaining to the plan. In particular, this exposes the Company to actuarial risk such as adverse salary growth, change in demographic experience. This may result in an increase in cost of providing these benefits to employees in future.

**Salary inflation risk:** Higher than expected increases in salary will increase the defined benefit obligation.

**Demographic risk:** This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

The following table sets forth the status of the Gratuity plan of the Company, and the amounts recognised in the Balance Sheet and Statement of Profit and Loss.

Particulars	31-Mar-24	31-Mar-23
<b>Changes in the present value of defined benefit obligation</b>		
Present value of obligation at the beginning of the year	420.57	353.34
Interest cost	31.54	25.62
Current service cost	74.85	66.01
Benefits paid	(42.90)	(72.46)
Actuarial loss	(21.17)	48.06
<b>Present value of defined benefit obligation at the end of the year</b>	<b>462.89</b>	<b>420.57</b>
<b>Changes in the fair value of the Plan assets</b>		
(The Company does not have any Plan assets)	-	-
<b>Net liability recognised in the Balance Sheet</b>		
Present value of defined benefit obligation	462.89	420.57
Fair value of the plan assets	-	-
Funded status (Deficit)	(462.89)	(420.57)
<b>Unrecognised past service cost</b>		
	-	-
<b>Net liability recognised in the Balance Sheet</b>	<b>(462.89)</b>	<b>420.57</b>
<b>Components of employer's expenses</b>		
Interest cost	31.54	25.62
Current service cost	74.85	66.01
	<b>106.39</b>	<b>91.63</b>

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

<b>Actuarial assumptions</b>		
Discount rate	7.25%	7.50%
Salary escalation	6.50%	6.50%
Retirement age	58 years	58 years
Mortality table	IALM (2012-14)	IALM (2012-14)
Withdrawal rate (per annum)	5.00%	5.00%

**Experience Adjustment**

Particulars	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020
Present value of DBO at the end of the year	462.89	420.57	353.34	291.13	254.95
Experience adjustments on Plan assets/liabilities (gain) /loss	(29.80)	56.17	13.45	16.71	0.80

**Sensitivity Analysis for significant actuarial assumptions**

Particulars	Year ended 31 March 2024		Year ended 31 March 2023	
	Decrease	Increase	Decrease	Increase
Defined Benefit Obligation (Base)				
Discount Rate (- / + 1%) (% change compared to base due to sensitivity)	509.69 10%	422.44 -9%	463.01 10%	384.15 -9%
Salary Growth Rate (- / + 1%) (% change compared to base due to sensitivity)	423.69 -8%	507.65 10%	385.40 -8%	461.04 10%
Attrition Rate (- / + 1%) (% change compared to base due to sensitivity)	462.32 0%	463.13 0%	419.09 0%	421.67 0%

The sensitivity analysis has been determined based on possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis present above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be co-related.

**c) Compensated absences**
**Actuarial assumptions for long terms compensated absences**

Particulars	As at 31 March 2024	As at 31 March 2023
Discount rate	7.25%	7.50%
Salary escalation	6.50%	6.50%
Retirement age	58 years	58 years
Mortality table	IAM (2012-14) mortality tables	IAM (2012-14) mortality tables
Withdrawal rate (per annum)	5.00%	5.00%

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 2024 for the estimated term of the obligations.

**4.34** 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 and small suppliers as defined in the Act:

S. No.	Particulars	As at 31 March 2024	As at 31 March 2023
i)	the principal amount remaining unpaid to supplier as at the end of the year	1,308.01	1,933.62
ii)	the interest due on the principal remaining outstanding as at the end of the year	0.31	1.40
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	30.68	15.74
v)	the amount of interest accrued and remaining unpaid at the end of the year	264.25	233.26
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	-	-

\* includes Rs. Nil (previous year Rs.132.05 lakhs) payable to MSME Capital creditors (refer note no. 4.19)

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.35 Segment reporting:**
**(i) Basis of preparation**
**Primary segment:**

The primary segments have been identified in line with the Ind AS 108 'Operating segments', taking into account the risks and return, organisation structure and internal reporting system.

The Company has identified the following business segments as reportable primary segment:

- 1) Manufacturing and sale of goods manufactured
- 2) Sales of aftermarket division

**(ii) 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 significant accounting policies. The description of segment assets and liabilities and the accounting policies in relation to segment accounting are as under:

**(a) Segment assets and liabilities**

Segment assets include all operating assets used by a segment and consist principally of property, plant and equipment, intangible assets, right-of-use assets, capital work in progress, current assets and financial assets. Segment liabilities include all operating liabilities in respect of a segment and consist principally of borrowings, creditors, provisions, financial liabilities and other accrued liabilities. Segment liabilities do not include share capital, reserves, provision for tax, deferred tax liability and other liabilities that cannot be reasonably allocated to segments. Segment assets do not include advance taxes, deferred tax, cash and bank balances and other assets that cannot be reasonably allocated to segments.

**(b) Segment revenue and expenses**

Segment revenue and expenses that are directly attributable to the segment have been allocated to various segments on the basis of specific identification. The remainder of the costs are categorised to the segment on a reasonable basis. Indirect expenses such as administrative expenses which form a significant component of total expenses are not specifically allocable to specific segments. Accordingly, these expenses are separately disclosed as "unallocated" and directly charged against total income.

**(i) Primary segment reporting by business segments**

Particulars	Manufacturing and sales of goods manufactured		Sales of Aftermarket		Elimination		Total	
	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Revenue</b>	22,909.40	20,357.47	18,176.97	17,893.69	-	-	41,086.37	38,251.16
(including duty drawback and other export incentives)								
Intersegment revenue	597.84	901.87	-	-	(597.84)	(901.87)	-	-
<b>Total revenue from operations</b>							<b>41,086.37</b>	<b>38,251.16</b>
<b>Segment results</b>	1,746.77	1,754.37	2,460.51	2,654.82	-	-	4,207.28	4,409.19
Add: Interest Income							228.32	3.25
Less: Interest Expenses							516.68	472.49
<b>Net interest income/ (expense)</b>							<b>288.36</b>	<b>469.24</b>
							<b>3,918.92</b>	<b>3,939.95</b>
Less: Other un-allocable (expense)/Income (net of un-allocable income/expense)							-	-
<b>Net Profit before tax</b>							<b>3,918.92</b>	<b>3,939.95</b>
Less: Tax (Current and deferred)							1,008.40	1,251.06
<b>Net Profit after tax</b>							<b>2,910.52</b>	<b>2,688.89</b>
Other comprehensive income/(expenses)							15.01	(34.06)
<b>Total Comprehensive income</b>							<b>2,925.53</b>	<b>2,654.83</b>
<b>Other information</b>								
<b>Segment Assets</b>	24,932.85	17,844.97	4,972.37	4,283.31			29,905.22	22,128.28
Add: Unallocable assets							705.52	730.42
Intersegment assets	-	-	-	-	-	-	-	-
<b>Total Assets</b>							<b>30,610.74</b>	<b>22,858.70</b>
<b>Capital expenditure</b>	7,793.87	7,136.20	467.05	134.08			8,260.92	7,270.28
Add: Unallocable Capital expenditure							200.41	201.18
<b>Total Capital expenditure</b>							<b>8,461.33</b>	<b>7,471.46</b>
<b>Segment Liabilities</b>	8,322.58	8,343.93	3,352.77	3,644.17			11,675.35	11,988.10
Add: Unallocable liabilities							1,482.65	1,789.20
Add: Capital employed	7,624.49	4,632.01	8,366.91	6,265.13			17,452.74	9,081.40
<b>Total Liabilities</b>							<b>30,610.74</b>	<b>22,858.70</b>
Depreciation and amortisation	1,058.69	942.77	93.96	42.85			1,152.65	985.62
Add: Unallocable depreciation							176.38	80.12
<b>Total depreciation and amortization</b>							<b>1,329.03</b>	<b>1,065.74</b>
<b>Other non cash adjustments</b>								
Provision for Warranty							(9.33)	(260.84)
Provision for slow moving stock							(96.34)	(25.14)
Provision for doubtful trade receivable/advances							-	16.94
Provisions no longer required written back							0.21	264.30
Unrealised foreign exchange (loss)/ gain							(59.04)	17.63

**(ii) Secondary segment reporting by geographical segments**

Particulars	Domestic	Overseas	Total
	For the year ended 31 March 2024	For the year ended 31 March 2024	For the year ended 31 March 2024
Segment revenue	31,574.06	9,512.31	41,086.37
Non-Current assets other than financial assets and deferred tax assets	8,805.01	-	8,805.01

Particulars	Domestic	Overseas	Total
	For the year ended 31 March 2023	For the year ended 31 March 2023	For the year ended 31 March 2023
Segment revenue	29,229.23	9,021.93	38,251.16
Non-Current assets other than financial assets and deferred tax assets	7,883.33	-	7,883.33



**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.36 Related party disclosures****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:**

<b>Nature of the relationship</b>	<b>Name of the company/ Body corporate</b>
Ultimate Holding company	Forvia SE (Formerly "Faurecia SE")
Intermediate Holding company	Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")
Holding company	Hella Holding International GmbH, Germany

**b) Related parties (other than (a) above) with whom transactions have taken place during the year or previous year:**

<b>Nature of the relationship</b>	<b>Name of the Company/ Party</b>
i) Fellow subsidiaries (in India)	Hella India Automotive Private Limited
ii) Fellow subsidiaries (outside India)	Hella Fahrzeugteile Austria GmbH
	Hella Australia Pty. Limited
	Hella Asia Singapore Pte Ltd.
	Hella Automotive Sales, Inc (Formerly "Hella Inc., United States of America")
	Hella Romania SRL
	Hella Saturnus Slovenija d.o.o.
	Hella Innenleuchten-Systeme GmbH
	Hella New Zealand Limited
	Manufacturas y Accesorios Electricos, S.A
	Docter Optics SE
	Hella Automotive South Africa (Pty.) Ltd.
	Hella Middle East FZE
	Hella Slovakia Signal Lighting S.R.O.
	Hella do Brasil Automotive Ltda
	Hella Trading (Shanghai) co. ltd.
	HELLA BHAP(Sanhe)Automotive Lighting Co.,Ltd
	Hella S.A.S. France
	Hella Autotechnik Nova, s.r.o.
	Hella Gutmann Solutions GmbH
	Hella Colombia Autopartes S.A.S
	HELLA Corporate Center Asia
	Hella Pagid GmbH (w.e.f 01.01.2024)
	Hella Automotive Mexico S.A.
	Hella Slovakia Lighting s.r.o.
	Hella Shanghai Electronics Co., Ltd.
	Hella Electronics Corporation
	Jiaxing Hella Lighting Co. Ltd
	Hella Automotive South Africa Pty. Ltd.

**3 Key management personnel**

Mr. Manoj Singh (Whole-time Director w.e.f. 01.01.2023)  
 Mr. Venugopal Anandhan (Whole-time Director w.e.f. 01.01.2023)  
 Mr. Amit Bhardwaj (Chief Financial officer upto 31.12.2023)  
 Mr. Ayush Gupta (Chief Financial officer w.e.f 05.02.2024)  
 Ms. Aakritee Khanna (Company Secretary)  
 Mr. Rama Shankar Pandey (Managing Director upto 31.12.2022)

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**c) Related party transactions:**

Nature of transaction	Year Ended 31 March 2024	Year Ended 31 March 2023
<b>Sale of products</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	4,824.90	4,198.83
Fellow subsidiaries		
- Hella India Automotive Private Limited	308.40	-
- Hella Fahrzeugteile Austria GmbH	161.67	196.39
- Hella Australia Pty. Limited	7.63	9.03
- Hella Asia Singapore Pte Ltd.	0.02	1.95
- Hella Automotive Sales, Inc (Formerly "Hella Inc., United States of America")	417.84	1,340.50
- Hella Automotive South Africa (Pty.) Ltd.	201.92	218.05
- Hella Middle East FZE	788.65	673.63
- Hella trading (Shanghai) co. ltd.	6.57	11.06
- Hella Romania SRL	5.60	1.56
- Hella do Brasil Automotive Ltda	8.55	33.59
- Hella Slovakia Signal Lighting S.R.O.	26.90	-
- Hella Colombia Autopartes S.A.S	28.62	-
- Hella New Zealand Limited	8.87	9.29
- Hella S.A.S. France	1.39	-
- Hella Innenleuchten-Systeme GmbH	-	1.65
	<b>1,972.63</b>	<b>2,496.70</b>
	<b>6,797.53</b>	<b>6,695.53</b>
<b>Purchase of raw materials</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	445.16	411.95
Fellow subsidiaries		
- Hella India Automotive Private Limited	587.38	871.21
- Hella Fahrzeugteile Austria GmbH	187.23	218.22
- Hella New Zealand Limited	25.40	54.81
- Hella Pagid GmbH	48.98	-
- Hella Saturnus Slovenija d.o.o.	4.70	14.14
- Hella Autotechnik Nova, s.r.o.	46.24	18.99
- Manufacturas y Accesorios Electricos, S.A	2.04	0.09
- Docter Optics SE	0.26	36.16
- Hella Shanghai Electronics Co., Ltd.	0.21	0.52
- Hella Australia Pty. Limited	5.80	2.22
- Hella Slovakia Lighting s.r.o.	-	2.31
- Hella Innenleuchten-Systeme GmbH	0.48	0.58
- Hella Automotive Mexico S.A.	0.23	0.32
- HELLA BHAP(Sanhe)Automotive Lighting Co.,Ltd	18.36	0.09
- Hella Electronics Corporation	-	0.09
- Hella Romania SRL	535.26	557.27
	<b>1,462.57</b>	<b>1,777.02</b>
	<b>1,907.73</b>	<b>2,188.97</b>
<b>Other operating revenue - development income</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	1,740.54	1,692.23
Fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	67.88	3.82
- Hella Romania SRL	-	4.48
- Hella Automotive Mexico S.A.	-	9.72
- Hella Autotechnik Nova, s.r.o.	-	3.22
- Hella Gutmann Solutions GmbH	517.69	415.70
- Jiaxing Hella Lighting Co. Ltd	-	2.86
- Hella Australia Pty. Limited	0.57	0.77
- Hella New Zealand Limited	168.04	29.62
	<b>754.18</b>	<b>470.19</b>
	<b>2,494.72</b>	<b>2,162.42</b>

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

Nature of transaction	Year Ended 31 March 2024	Year Ended 31 March 2023
<b>Other income</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	31.15	39.22
Fellow subsidiaries		
- Hella Romania SRL	27.74	18.78
- Hella New Zealand Limited	2.88	-
- Hella Middle East FZE	21.85	-
- Hella India Automotive Private Limited	7.32	-
	<b>90.94</b>	<b>58.00</b>
<b>Legal and professional</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.") (Guarantee fee for guarantee given against the cash credit facility availed by the Company)	33.55	27.95
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.") (Service specific contract for Purchase services and misc. training)	71.22	44.77
- Hella Saturnus Slovenija d.o.o.	-	0.72
	<b>104.77</b>	<b>73.44</b>
Fellow subsidiaries		
- Hella India Automotive Private Limited	62.49	62.49
- HELLA Corporate Center Asia	2.38	-
	<b>64.87</b>	<b>62.49</b>
	<b>169.64</b>	<b>135.93</b>
<b>Interest expense</b>		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	25.52	133.98
<b>Other operating expenses</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	6.24	5.99
Fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	14.09	5.77
- HELLA Autotechnik Nova, s.r.o.	0.83	0.82
- Hella Romania SRL	-	10.29
- Hella India Automotive Private Limited	51.53	-
- Hella Electronics Corporation	-	0.30
- Hella Shanghai Electronics Co., Ltd.	0.27	-
	<b>66.72</b>	<b>17.18</b>
	<b>72.96</b>	<b>23.17</b>
<b>Repair and maintenance – others (IT expenses)</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	900.25	695.71
<b>Royalty expenses</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	616.50	382.24
<b>Purchase of property, plant and equipment</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	7.29	43.44
Fellow subsidiaries		
- Hella Saturnus Slovenija d.o.o.	-	0.06
- Hella New Zealand Limited	-	2.03
- Hella Shanghai Electronics Co., Ltd.	-	2.84
- Hella Automotive Mexico S.A.	-	0.27
- Hella Electronics Corporation	-	0.03
- Hella Romania SRL	-	33.82
- Hella Innenleuchten-Systeme GmbH	-	0.10
	<b>-</b>	<b>39.15</b>
	<b>7.29</b>	<b>82.59</b>

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

Nature of transaction	Year Ended 31 March 2024	Year Ended 31 March 2023
<b>Reimbursement of expenses</b>		
To fellow subsidiaries		
- Hella India Automotive Private Limited	2.63	20.56
- Hella Fahrzeugteile Austria GmbH	0.33	-
- Hella Automotive Sales, Inc (Formerly "Hella Inc., United States of America")	-	8.17
- Hella Romania SRL	-	2.25
	<b>2.96</b>	<b>30.98</b>
<b>Reimbursement of expenses</b>		
From Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	13.89	28.21
From fellow subsidiaries		
- Hella India Automotive Private Limited	9.10	25.39
- Hella Fahrzeugteile Austria GmbH	0.64	6.84
- Hella Middle East FZE	7.39	1.10
- Hella Automotive South Africa Pty. Ltd.	2.06	-
- Hella New Zealand Limited	0.72	-
- Hella Romania SRL	-	0.40
	<b>19.91</b>	<b>33.73</b>
	<b>33.80</b>	<b>61.94</b>
<b>Issue of equity share capital (including security premium)</b>		
Holding company		
- Hella Holding International GmbH, Germany	5,445.80	-
<b>Loan repayment</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	625.00	1,250.00
<b>Managerial remuneration*</b>		
Key management personnel		
- Rama Shankar Pandey	34.80	165.36
- Manoj Singh	94.22	24.81
- Venugopal Anandhan	73.35	18.68
- Amit Bhardwaj	36.18	41.09
- Ayush Gupta	3.94	-
- Aakritee Khanna	10.45	9.11
	<b>252.94</b>	<b>259.05</b>
* Does not include post-employment benefit based on actuarial valuation as this is done for the Company as a whole.		

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

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Trade receivables</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	1,621.13	2,031.47
Fellow subsidiaries		
- Hella India Automotive Private Limited	95.55	-
- Hella Fahrzeugteile Austria GmbH	67.87	58.64
- Hella Australia Pty. Limited	-	1.71
- Hella Automotive Sales, Inc (Formerly "Hella Inc., United States of America")	112.25	99.23
- Hella Automotive South Africa (Pty.) Ltd.	61.72	43.67
- Hella Middle East FZE	284.23	196.31
- Hella Gutmann Solutions GmbH	142.77	54.90
- Hella Trading (Shanghai) co. ltd.	-	9.78
- Hella Colombia Autopartes S.A.S	28.52	-
- Hella Romania SRL	-	1.34
- Hella do Brasil Automotive Ltda	-	19.95
- Hella New Zealand Limited	46.18	17.95
- Hella Automotive Mexico S.A.	-	9.63
- Hella Asia Singapore Pte Ltd.	-	1.23
	<b>839.09</b>	<b>514.34</b>
	<b>2,460.22</b>	<b>2,545.81</b>

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Other assets - unbilled revenue</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	206.92	79.12
Fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	0.32	0.49
- Hella Australia Pty. Limited	-	0.77
- Hella New Zealand Limited	11.14	3.93
	<b>11.46</b>	<b>5.19</b>
	<b>218.38</b>	<b>84.31</b>
<b>Borrowings</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.") (Term loan in an Indian currency)	-	625.00
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.") (Non-convertible, non-cumulative, redeemable preference shares of Rs. 100 each fully paid up)	714.67	640.67
	<b>714.67</b>	<b>1,265.67</b>
<b>Trade payables</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")	876.11	647.70
Fellow subsidiaries		
- Hella India Automotive Private Limited	397.53	303.55
- Hella Fahrzeugteile Austria GmbH	15.19	53.02
- Hella Saturnus Slovenija d.o.o.	-	4.51
- Hella Innenleuchten-Systeme GmbH	-	0.22
- Hella Electronics Corporation	-	0.43
- Hella New Zealand Limited	8.84	12.83
- Hella Australia Pty. Limited	3.59	0.65
- Hella Shanghai Electronics Co., Ltd.	-	1.80
- Hella Romania SRL	80.18	75.12
- Hella Pagid GmbH	21.52	-
- Manufacturas y Accesorios Electricos, S.A	-	0.10
- Docter Optics SE	5.87	7.06
- HELLA BHAP(Sanhe)Automotive Lighting Co.,Ltd	-	0.10
- Hella Automotive Mexico S.A.	-	0.32
- Hella Slovakia Lighting s.r.o.(Formerly Hella Slovakia Signal-Lighting s.r.o)	-	0.33
- Hella Autotechnik Nova, s.r.o.	0.27	10.06
	<b>532.99</b>	<b>470.10</b>
	<b>1,409.10</b>	<b>1,117.80</b>
<b>Other financial liabilities</b>		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	15.10	57.46
<b>Bank guarantee</b>		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.) (Bank guarantee given by Intermediate holding company against the cash credit facility availed by the Company)	3,300.00	3,300.00

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.37 Leases****The Company as a lessee**

The Company's leases primarily consists of leases for building and vehicles. Generally the contracts are made for fixed period and does not have a purchase option at the end of lease term. The Company's obligations under its leases are secured by the lessor's title to the leased assets. The Company applies the 'short-term lease' recognition exemptions for these leases with lease terms of 12 months or less than asset value Rs.3.50 lakhs.

**(i) Amount recognised in the Balance sheet**

The balance sheet shows the following amounts relating to the leases:

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Right-of-use assets</b>		
Building	749.76	448.78
<b>Total</b>	<b>749.76</b>	<b>448.78</b>

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Lease liabilities</b>		
Current	176.66	104.14
Non-current	622.81	363.55
<b>Total</b>	<b>799.47</b>	<b>467.69</b>

**Maturity analysis of lease liabilities( on discounted basis)**

Particulars	As at 31 March 2024	As at 31 March 2023
Within one year	176.66	104.14
Later than one year but less than five years	613.99	363.55
Later than five years	8.82	-
<b>Total</b>	<b>799.47</b>	<b>467.69</b>

**(ii) The amount recognised in the statement of profit and loss**

The statement of profit and loss shows the following amounts relating to the leases:

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
<b>Depreciation charge of right-of-use of assets</b>		
Building	176.38	80.12
<b>Total</b>	<b>176.38</b>	<b>80.12</b>

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Interest expense on lease liabilities (included in finance cost)	62.49	24.38
Expenses relating to short term and low value leases (included in other expenses)	91.39	105.83
The total cash outflow for leases for the year ended were Rs. Lakhs	208.07	101.81

**(iii) Extension and termination option**

Extension and termination options are included in various leases executed by the Company. These are used to maximise operational feasibility in terms of managing the assets used in company's operations. Generally, these options are exercisable mutually by both the lessor and lessee.

(iv) The Company do not have any operating leases under non-cancellable arrangement.

**4.38 Earnings per share**

Particulars	As at 31 March 2024	As at 31 March 2023
Profit after tax	2,910.52	2,688.89
Weighted average number of equity shares outstanding during the year	3,529,045	3,171,400
Basic and diluted earnings per share in rupees (face value – Rs. 10 per share )	82.47	84.79

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

**4.39** 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.

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.40 Additional information****a) Expenditure in foreign currency**

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
Travelling and conveyance	37.76	46.73
Interest expenses	25.52	133.98
Repairs and maintenance- others (IT expenses)	900.25	695.71
Legal and professional	115.76	79.98
Purchase of capital goods	461.71	192.77
Royalty	616.50	382.24
Other expenses	30.01	39.61

**b) Earnings in foreign currency**

Particulars	Year ended 31 March 2024	Year ended 31 March 2023
F.O.B. value of exports	6,933.97	6,801.51
Other operating revenue (Development of tools)	2,494.72	2,162.42
Other income (Testing of Electronic Part)	83.62	58.00

**4.41 Disclosure in respect of Indian Accounting Standard 37 'Provisions, Contingent Liabilities & Contingent Assets' 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 2023	Additions	Reversal/ Adjustment	As at 31 March 2024
Provision for warranty*	55.97	70.79	80.12	46.64
Particulars	As at 1 April 2022	Additions	Reversal/ Adjustment	As at 31 March 2023
Provision for warranty* (including additional warranty on interior lamp of Rs.243.08 lakhs (previous year Rs.243.08 lakhs))	316.81	-	260.84	55.97

\* The sales of Independent Aftermarket is covered by a warranty period of 6 months except two items i.e. DRL structured lens and LED tail lamp for which the warranty period is for 5 years.

Under terms and conditions of sales of few parts (Interior lamps) to Ford India Private Limited (Ford India) in earlier years, it was agreed that the Company will cover liability arising on account of supplied parts e.g. liability on account of defective, non-conforming parts etc. Ford India has closed its operations in India in the previous financial year and all dues of the Company has also been settled during the previous financial year. The management of the Company has assessed that there is no need to carry provision of Rs.243.08 lakhs since dues with Ford India already been settled therefore, the provision has been reversed in the books of account during the previous year.

**4.42** 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.

Particulars of amount paid during the year	For the year ended 31 March 2024	For the year ended 31 March 2023
a) Amount required to be spent during the year	41.94	19.64
b) Amount of expenditure incurred*	42.16	19.64
c) Shortfall/(excess) at the end of the year	(0.22)	-
d) Total of previous years shortfall	-	-
e) Reason for shortfall	NA	NA
f) Nature of CSR activities: During the year, the Company has contributed for acquiring capital goods (medical equipment) of Rs.27.16 Lakhs for Civil Hospital, Derabassi, Punjab and the Company has donated Rs.15.00 Lakhs to Akshay Patra Foundation to provide support for mid-day meals.		

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.43 Capital management:**

The Company's objective for managing capital is to ensure as under:

- i) To ensure the company's ability to continue as a going concern.
- ii) Maintaining a strong credit rating and healthy debt equity ratio in order to support business and maximize the shareholders' value.
- iii) Maintain an optimal capital structure.
- iv) Compliance financial covenants under the borrowing facilities.

For the purpose of capital management, capital includes issued equity capital, and all other equity reserves attributable to the equity holders of the Company.

The Company manages its capital structure keeping in view of:

- i) Compliance of financial covenants of borrowing facilities.
- ii) Changes in economic conditions.

In order to achieve this overall objective of capital management, amongst other things, the Company aims to ensure that it meets financial covenants attached to the borrowings facilities defining capital structure requirements, where breach in meeting the financial covenants may permit the lender to call the borrowings. There have been no breach in the financial covenants of any borrowing facilities in the current period. There is no change in the objectives, policies or processes for managing capital over previous year. To maintain the capital structure, the Company may vary the dividend payment to

**4.44 Financial risk management:**

The Company's principal financial liabilities, comprise trade and other payables. The main purpose of these financial liabilities is to finance the Company's operations. The Company's principal financial assets include loans, trade and other receivables, and cash and cash equivalents that derive directly from its operations. The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks under appropriate policies and procedures.

(i) Market risk: Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk interest rate risk, currency risk and other price risk, such as equity price risk and commodity risk. Financial instruments affected by market risk include future commercial transactions, recognised financial assets and liabilities not denominated in Indian rupee.

**(a) Foreign exchange risk:**

The Company is exposed to foreign exchange risk through its sales and purchases from overseas in foreign currencies mainly in USD, EURO and AUD. The exchange rate between the rupee and foreign currencies has changed substantially in recent years and may fluctuate substantially in the future. Consequently, the results of the Company's operations may get adversely affected as the rupee appreciates/ depreciates against these currencies.

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

Particulars	As at 31 March 2024		As at 31 March 2023	
	(in original currency in lakhs)	(in Rupees)	(in original currency in lakhs)	(in Rupees)
<b>Trade receivable</b>				
- EURO	24.35	2,128.66	26.80	2,353.66
- USD	6.67	544.99	2.38	193.34
<b>Unbilled revenue</b>				
- EURO	2.37	207.24	0.91	79.61
- USD	0.14	11.14	0.06	4.70
<b>Cash in hand and at bank</b>				
- EURO	3.10	270.90	1.31	115.25
- USD	0.40	32.44	1.19	96.41
<b>Trade payables</b>				
- EURO	11.73	1,090.25	9.95	907.69
- USD	6.22	528.88	8.38	713.52
- AUD	0.06	3.59	0.01	0.65
<b>Capital creditors</b>				
- USD	0.30	25.16	0.21	17.45

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's net profit/(loss) before tax by approximately Rs.319.54 lakhs and Rs.164.79 lakhs for financial assets and financial liabilities respectively for the year ended 31 March 2024.

10% appreciation/depreciation of the respective foreign currencies with respect to functional currency of the Company would result in decrease/increase in the Company's net profit/(loss) before tax by approximately Rs.284.30 lakhs and Rs.163.93 lakhs for financial assets and financial liabilities respectively for the year ended 31 March 2023.



**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**(b) Interest rate risk:** Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to any significant /material interest rate risk as the Company's long-term debt obligations are with fixed interest rates.

**(c) Credit risk:** Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The Company is exposed to credit risk from its operating activities (primarily trade receivables) and from its financing activities, including deposits with banks and financial institutions, foreign exchange transactions and other financial instruments. Credit risk is managed by company's established policy, procedures and control relating to customer credit risk management. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the credit worthiness of customers to which the Company grants credit terms in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss.

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date was:

Particulars	As at	As at
	31 March 2024	31 March 2023
Investments	-	-
Other financial assets (current and non-current)	179.91	164.08
Cash and bank balance	6,041.75	700.99
Trade receivables	8,310.64	6,844.87
<b>Total</b>	<b>14,532.30</b>	<b>7,709.94</b>

Particulars	As at	As at
	31 March 2024	31 March 2023
Not past due	11,451.67	5,684.76
Past due 0-180 days	3,078.04	2,008.24
Past due 180 days-one year	1.78	5.45
More than one year	0.81	11.49
<b>Total</b>	<b>14,532.30</b>	<b>7,709.94</b>

**Movement of allowance for financial assets**

Particulars	As at	As at
	31 March 2024	31 March 2023
Opening allowance for financial assets	16.94	9.16
Add: Addition in allowances during the year	-	16.94
Less: Adjusted/reversed during the year	14.35	9.16
<b>Closing allowance for impairment in financial assets</b>	<b>2.59</b>	<b>16.94</b>

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**
*(All amounts are in Lakh Indian Rupees except number of shares)*

d) **Liquidity risk:** The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of its funds in bank. Liquidity risk is managed by company's established policy & procedures made under liquidity risk management framework. The Company manages liquidity risk by maintaining adequate reserves, banking facilities, and reserve borrowing facilities, by continuously forecast and actual cash flows, and by matching the maturity profile of financial assets and liabilities.

The following are the contractual maturities of the financial liabilities, including estimated interest payments as at 31 March 2024 and at 31 March 2023:

**As at 31 March 2024**

Particulars	Carrying amount	Contractual cash flows	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
<b>Trade payables</b>	5,825.86	5,825.86	-	5,825.86	-	-	-	5,825.86
<b>Borrowings</b>								
Non-cumulative Non-convertible Redeemable Preference Shares	714.67	1,143.63	-	-	-	540.00	603.63	1,143.63
<b>Other financial liabilities</b>								
Loan repayable on demand	3,855.77	3,855.77	3,855.77	-	-	-	-	3,855.77
Lease liability	799.47	974.20	-	60.82	188.31	716.00	9.07	974.20
Payable on purchase of property, plant and equipment	171.64	171.64	-	171.64	-	-	-	171.64
Other financial liability	15.10	15.10	-	15.10	-	-	-	15.10
Payable to employees	338.76	338.76	-	338.76	-	-	-	338.76
	<b>11,721.65</b>	<b>12,325.34</b>	<b>3,855.77</b>	<b>6,412.56</b>	<b>188.31</b>	<b>1,256.00</b>	<b>612.70</b>	<b>12,325.34</b>

**As at 31 March 2023**

Particulars	Carrying amount	Contractual cash flows	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
<b>Trade payables</b>	6,603.47	6,603.47	-	6,603.47	-	-	-	6,603.47
<b>Borrowings</b>								
Non-cumulative Non-convertible Redeemable Preference Shares	640.67	1,143.63	-	-	-	500.00	643.63	1,143.63
Term loan from related party (including current maturities)	625.00	625.00	-	-	625.00	-	-	625.00
<b>Other financial liabilities</b>								
Loan repayable on demand	3,451.73	3,451.73	3,451.73	-	-	-	-	3,451.73
Pre-shipment seller loan	19.30	19.30	-	19.30	-	-	-	19.30
Lease liability	467.69	561.38	-	36.22	105.76	419.40	-	561.38
Interest accrued and due	47.58	47.58	-	47.58	-	-	-	47.58
Payable on purchase of property, plant and equipment	257.34	257.34	-	257.34	-	-	-	257.34
Other financial liability	9.88	9.88	-	9.88	-	-	-	9.88
Payable to employees	230.06	230.06	-	230.06	-	-	-	230.06
	<b>12,352.72</b>	<b>12,949.37</b>	<b>3,451.73</b>	<b>7,203.85</b>	<b>730.76</b>	<b>919.40</b>	<b>643.63</b>	<b>12,949.37</b>

**HELLA INDIA LIGHTING LIMITED****Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.45 Fair value measurements**

The carrying value of the Company's financial instruments by categories as follows (measured at amortised cost):

Particulars	As at 31 March 2024		As at 31 March 2023	
	Carrying value	Fair value	Carrying value	Fair value
<b>Financial assets</b>				
Other financial assets - non-current	126.50	126.50	115.38	115.38
Trade receivables	8,310.64	8,310.64	6,844.87	6,844.87
Cash and cash balance	6,041.75	6,041.75	700.99	700.99
Other financial assets - current	53.41	53.41	48.70	48.70
<b>Total</b>	<b>14,532.30</b>	<b>14,532.30</b>	<b>7,709.94</b>	<b>7,709.94</b>
<b>Financial liabilities</b>				
Borrowing	4,570.44	4,570.44	4,736.70	4,736.70
Trade payables	5,825.86	5,825.86	6,603.47	6,603.47
Other financial liabilities	525.88	525.88	544.86	544.86
Lease liabilities	799.47	799.47	467.69	467.69
<b>Total</b>	<b>11,721.65</b>	<b>11,721.65</b>	<b>12,352.72</b>	<b>12,352.72</b>

The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. Management has assessed that trade receivables, cash and cash equivalents, other bank balances, investments, other financial assets, borrowings, trade payables, lease liabilities and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

- 4.46** The Company has used an accounting software for maintaining its books of account for the financial year ended 31 March 2024, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.
- 4.47** There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) during the year ended 31 March 2024 (Previous year Rs. Nil).
- 4.48** The Company did not enter into any transactions which are not recorded in the books of accounts and has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961. (Previous year Rs. Nil).
- 4.49** The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding (whether recorded in writing or otherwise) that the Intermediaries shall;
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 4.50** The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall;
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
  - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- 4.51** The Board of Directors of the Company at its meeting held on 19 October 2023 has considered and approved the draft Composite Scheme of Arrangement (the Scheme) between the Company and Hella India Autoparts and Services Private Limited (the resulting Company) and their respective shareholders and creditors under Section 230 to 232 of the Companies Act, 2013 read together with Companies (Compromises, Arrangement and Amalgamations) Rules, 2016 for the capital reduction in the books of the Company, and upon completion of capital reduction, demerger of Independent Aftermarket Business of the Company into the resulting Company. The Scheme was duly approved by their majority shareholders and the Creditors in the meeting held on 17 February 2024. The Company has filed the application for approval of the Scheme with the Hon'ble National Company Law Tribunal (NCLT) on 21 October 2023 and the same is subject to sanction of the Hon'ble NCLT.

**HELLA INDIA LIGHTING LIMITED**
**Notes to Ind AS financial statements for the year ended 31 March 2024**

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

**4.52 Ratios**

S. No.	Particulars	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	Variance	% Change	Reason for change
1	Current Ratio (In times)	Current Assets	Current Liabilities	1.97	1.23	0.74	59.76%	Improved due to increase in Cash & cash equivalent balance in current year on account of issue of share capital
2	Debt-Equity Ratio (In times)	Total Debt (including Current maturities of Long Term Borrowings and excluding lease liabilities)	Shareholder's Equity	0.04	0.14	(0.10)	-70.62%	Debt has been paid due to improved cashflow, also issuance of share capital has resulted in increase in shareholder's equity
3	Debt Service Coverage Ratio (In times)	Earnings for debt service = Net profit after taxes + Non-cash operating expenses + Interest expenses	Debt service = Interest & Lease Payments + Principal Repayments	6.70	3.45	3.25	94.23%	Improved due to steady business performance and lower debt obligations
4	Return on Equity Ratio (%)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	16.68	29.61	(12.93)	-43.68%	Reduced due to increased shareholder funds on account of issuance of share capital
5	Inventory turnover ratio (In times)	Cost of goods sold	Average Inventory	4.38	5.11	(0.73)	-14.29%	Not required
6	Trade Receivables turnover ratio (In times)	Net sales = Total sales - sales return	Average Trade Receivable	5.42	6.21	(0.78)	-12.64%	Not required
7	Trade payables turnover ratio (In times)	Total purchases of raw material, store and spares and stock in trade	Average Trade Payables	4.04	3.95	0.09	2.24%	Not required
8	Net capital turnover ratio (In times)	Net sales = Total sales - sales return	Average Working capital = Current assets – Current liabilities	3.87	13.68	(9.81)	-71.74%	Reduced due to increase in working capital on account of increase in cash & cash equivalent
9	Net profit ratio (%)	Net Profit	Net sales = Total sales - sales return	7.08	7.03	0.05	0.77%	Not required
10	Return on Capital employed (%)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	24.55	42.98	(18.43)	-42.88%	Reduced due to increased shareholder funds on account of issuance of share capital
11	Return on investment (%)	Income generated from investments	Time weighted average investments	21.94	34.68	(12.74)	-36.74%	Reduced due to increased shareholder funds on account of issuance of share capital

**Formulae for computation of ratios are as follows:**

Current Ratio	Current assets/ Current liabilities
Debt- Equity Ratio	Total debt/ Total equity
Debt Service Coverage Ratio	Net profit before interest and taxes / Debt service including lease payments and Principal repayments
Return on Equity Ratio	Net income / Average shareholder's equity
Inventory Turnover Ratio	(Revenue from operation+Other operating income) less EBITDA / Average Inventory
Trade Receivables Turnover Ratio	(Revenue from operation+Other operating income)/ Average Trade Receivables
Trade payables turnover ratio	Net Purchase/ Average Trade payables
Net capital turnover ratio	Net Sales/ Working Capital
Net profit ratio	Net profit after tax before exceptional item (net of tax) / Revenue from operations+ Other operating income)
Return on Capital employed	Net profit x 100/Capital employed [Capital employed = Fixed Assets + Current Assets - Current Liabilities]
Return on investment	Net Profit after interest and taxes/ Shareholders funds X 100

4.53 Previous year's figures have been regrouped / reclassified wherever necessary to correspond with the current year's classification / disclosures.

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

 Sd/-  
**Manoj Singh**  
 Whole-time Director  
 DIN- 09839019

 Sd/-  
**Venugopal Anandhan**  
 Whole-time Director  
 DIN- 09839294

 Sd/-  
**Aakritee Khanna**  
 Company Secretary  
 ACS : 48297  
 Place: Gurugram  
 Date: 22 August 2024

 Sd/-  
**Ayush Gupta**  
 Chief Financial Officer  
 ACA- 426646

If undelivered, please return to:  
**HELLA INDIA LIGHTING LIMITED**  
CIN : U74899DL1959PLC003126

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