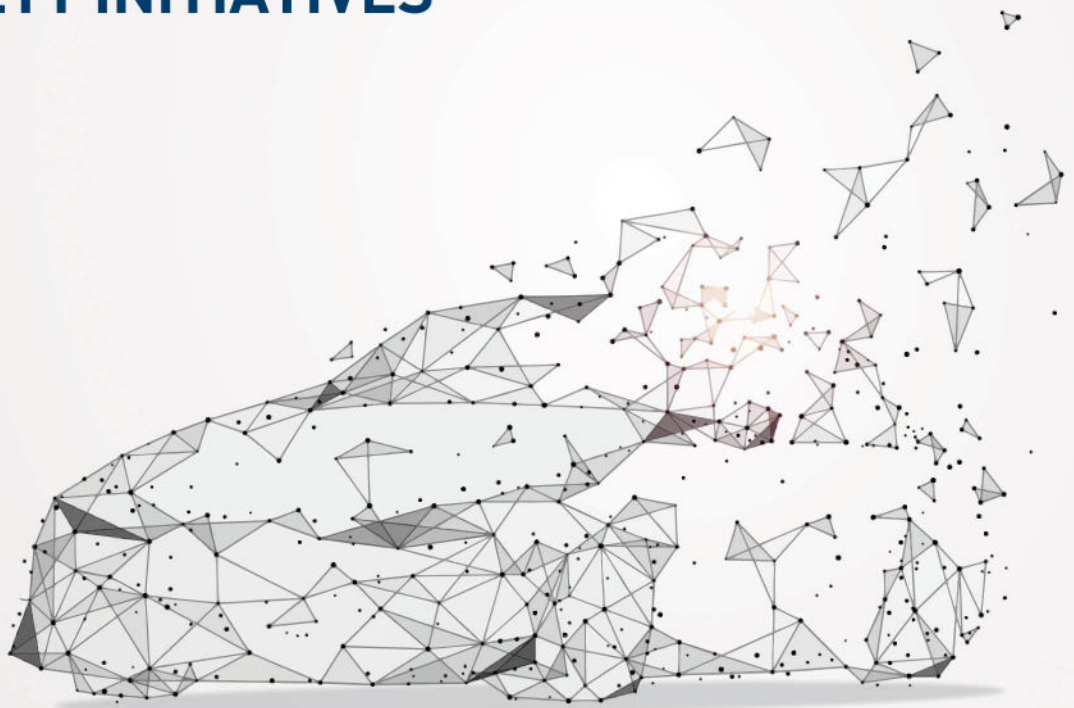




HELLA INDIA LIGHTING LIMITED

**INTEGRATING PRODUCT
EXCELLENCE AND
MARKET LEADERSHIP
WITH SAFETY INITIATIVES**



**ANNUAL REPORT
2022-23**



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



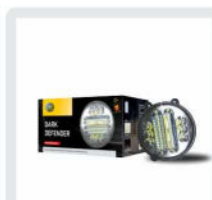
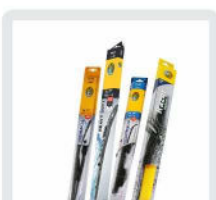
Bulbs



Spark Plug



Brake Pads





**Great
Place
To
Work®**

**India's Great Mid-size
Workplaces**

INDIA

2022

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**

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BOARD OF DIRECTORS

Mr. Tarun Gulati
Independent Director

Mr. Rasik Makkar
Additional Director - Independent

Mr. Manoj Singh
Whole-time Director

Mr. Venugopal Anandhan
Whole-time Director

Mr. Christoph Boris Söhnchen
Non-Executive Director

Mr. Stefan Van Dalen
Non-Executive Director

Mr. Ravi Chhabra
Non-Executive Director

Mr. Saket Mehra
Independent Director
(Resigned w.e.f. 20th July 2023)

KEY MANAGERIAL PERSON

Mr. Amit Bhardwaj
Chief Financial Officer

Ms. Aakritee Khanna
Company Secretary

SHARE TRANSFER COMMITTEE

Mr. Tarun Gulati
Independent Director

Mr. Rasik Makkar
Additional Director - Independent

Mr. Manoj Singh
Whole-time Director

Mr. Venugopal Anandhan
Whole-time Director

Mr. Christoph Boris Söhnchen
Non-Executive Director

CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

Mr. Tarun Gulati
Independent Director

Mr. Rasik Makkar
Additional Director - Independent

Mr. Manoj Singh
Whole-time Director

Mr. Venugopal Anandhan
Whole-time Director

Mr. Christoph Boris Söhnchen
Non-Executive Director

Mr. Stefan Van Dalen
Non-Executive Director

Mr. Ravi Chhabra
Non-Executive Director

Mr. Saket Mehra
Independent Director
(Resigned w.e.f. 20th July 2023)

STAKEHOLDERS RELATIONSHIP COMMITTEE

Mr. Tarun Gulati
Independent Director

Mr. Rasik Makkar
Additional Director - Independent

Mr. Manoj Singh
Whole-time Director

Mr. Venugopal Anandhan
Whole-time Director

Mr. Christoph Boris Söhnchen
Non-Executive Director

Mr. Stefan Van Dalen
Non-Executive Director

Mr. Ravi Chhabra
Non-Executive Director

Mr. Saket Mehra
Independent Director
(Resigned w.e.f. 20th July 2023)

Mr. Stefan Van Dalen
Non-Executive Director

Mr. Ravi Chhabra
Non-Executive Director

Mr. Saket Mehra
Independent Director
(Resigned w.e.f. 20th July 2023)

NOMINATION & REMUNERATION COMMITTEE

Mr. Christoph Söhnchen
Non-Executive Director

Mr. Stefan Van Dalen
Non-Executive Director

Mr. Tarun Gulati
Non – Executive Director – Independent

Mr. Rasik Makkar
Additional Director – Independent

Mr. Saket Mehra
Independent Director
(Resigned w.e.f. 20th July 2023)

AUDIT COMMITTEE

Mr. Tarun Gulati
Independent Director

Mr. Rasik Makkar
Additional Director - Independent

Mr. Ravi Chhabra
Non-Executive Director

Mr. Saket Mehra
Independent Director
(Resigned w.e.f. 20th July 2023)

CORPORATE INFORMATION

STATUTORY AUDITORS

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 Jain Pramod Jain & Co.,
Chartered Accountants
F-591, Sarita Vihar,
New Delhi – 110 076

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
44 Community Center, 2nd Floor,
Naraina Industrial Area,
Phase – 1, New Delhi - 110028

REGISTERED OFFICE

K-61B, LGF, Kalkaji, New Delhi – 110019.
T (+91) 124 4425700
CIN U74899DL1959PLC003126
W www.hella.com

CORPORATE OFFICE

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

BANKERS

Deutsche Bank
State Bank of India
Canara Bank
HSBC Bank

WORKS

MANUFACTURING UNIT – I

Ambala Chandigarh Highway, Derabassi - 140507

MANUFACTURING & TRADING WAREHOUSE

- Shri Mookambika Enterprises, No 16, Thattankulam Road, Madhavaram, Chennai, Tamil Nadu
- Khasra Number 2914, Kataria Industrial Complex, Daultabad Road, Near Symphony Prints, Gurugram, Haryana – 122001

SOFTWARE DEVELOPMENT CENTER

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

NOTICE

NOTICE is hereby given that the **63rd Annual General Meeting (AGM)** of the members of Hella India Lighting Limited ('the Company') is scheduled to be held on **Friday, the 15th day of September 2023, 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 and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a director in place of Mr. Christoph Boris Söhnchen (DIN 09021769), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a director in place of Mr. Stefan Van Dalen (DIN 09675112), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4. To consider and approve the appointment of Mr. Rasik Makkar (DIN: 00104285) as an Independent Director of the Company

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 149, 152, 153 of the Companies Act 2013, read with read with Rule 9(1) the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable provisions and rules, if any of the Companies Act, 2013, as amended from time to time or pursuant to the provisions of any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), the consent of the members/shareholders of the Company be and is hereby granted/accorded for the appointment (including terms of remuneration/ sitting fees) of Mr. Rasik Makkar (DIN: 00104285) as an “Independent Director” of the Company, **who shall hold office for a term of Three (3) consecutive years, from the date of appointment, i.e. from August 04, 2023, upto August 03, 2026.**

RESOLVED FURTHER THAT Mr. Rasik Makkar (DIN: 00104285) shall be entitled to draw the following Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:

- i) INR 25,000 [Indian Rupees Twenty-Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;
- iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;
- iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;
- v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;

vi)INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee

RESOLVED FURTHER THAT Mr. Manoj Singh – Whole-time Director, Mr. Venugopal Anandhan – Whole-time Director, Mr. Ravi Chhabra - General Counsel & Head of Legal, Compliance & Audit and Mr. Amit Bhardwaj, Chief Financial Officer of the Company and Ms. Aakritee Khanna – Company Secretary of the Company be and are hereby severally authorized to sign, certify and file various e-forms and documents etc. in this regard with the Registrar of Companies, Ministry of Corporate Affairs and/ or any other government/statutory authority, as well as to do all such acts, deeds and things necessary and/or incidental in this regard, including to issue certified true copy of the said resolution.

5. To consider and ratify remuneration of Cost Auditor payable for the financial year 2023-24:

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, 2024, 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 - General Counsel & Head of Legal, Compliance & Audit and Mr. Amit Bhardwaj, 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, 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: 08th August, 2023

Sd/-
Aakritee Khanna
Company Secretary
Membership No : A48297
6th 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. In view of the COVID-19 pandemic, Ministry of Corporate Affairs has vide its circulars April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 05, 2022 and December 28, 2022 (collectively referred to as "MCA Circulars") 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, 2023, 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. 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 09th September, 2023 to 15th September, 2023 (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: shamwant.kushwah@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 shamwant.kushwah@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 Thursday (Day), 14th September 2023(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 shamwant.kushwah@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 Thursday (Day), 14th September 2023 (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 63rd Annual General Meeting of the members of the company, to be held on Friday, September 15, 2023, 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:

Commencement of Remote E-voting	End of Remote E-voting
From 9:00 A.M. on 12th September 2023	Upto 5:00 P.M. on 14th September 2023

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 12th September 2023 at 9:00 AM and ends on 14th September 2023 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 08th September, 2023, 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 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 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 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 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com 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 12th September, 2023 at 9.00 A.M. and ends on 14th September, 2023 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 08th September 2023, 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 Friday, 08th September, 2023.

CS Priyanka Goel, Partner, M/s J. K. Gupta & Associates, Practicing Company Secretaries (email: cs@jkgupta.com & jitesh@jkgupta.com.) (Membership No. A34403) 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 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.

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. shamwant.kushwah@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 or contact on: - Tel: 022-49186175.

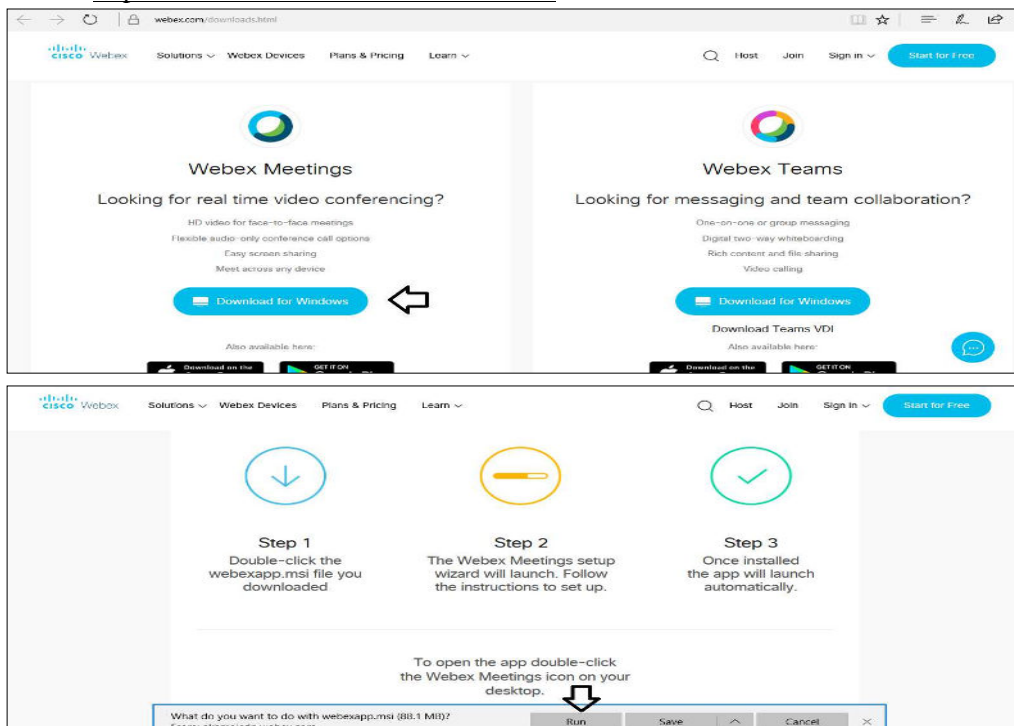
InstaMeet Support Desk **Link Intime India Private Limited**

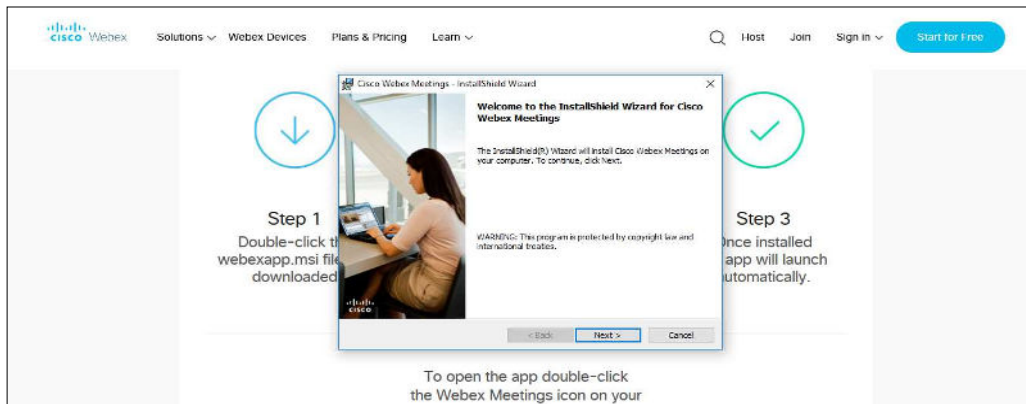
Annexure

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

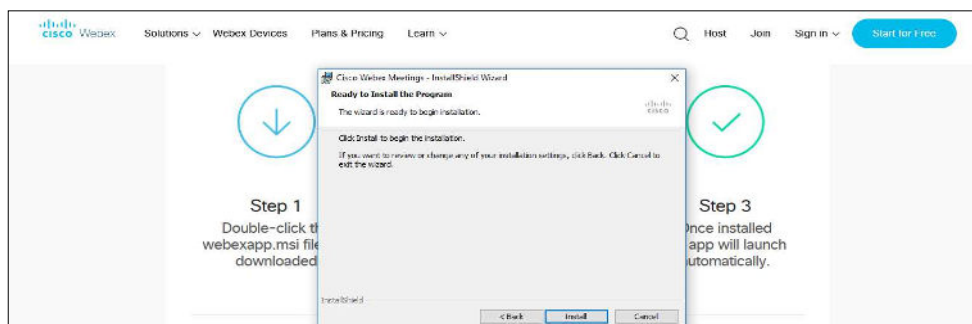
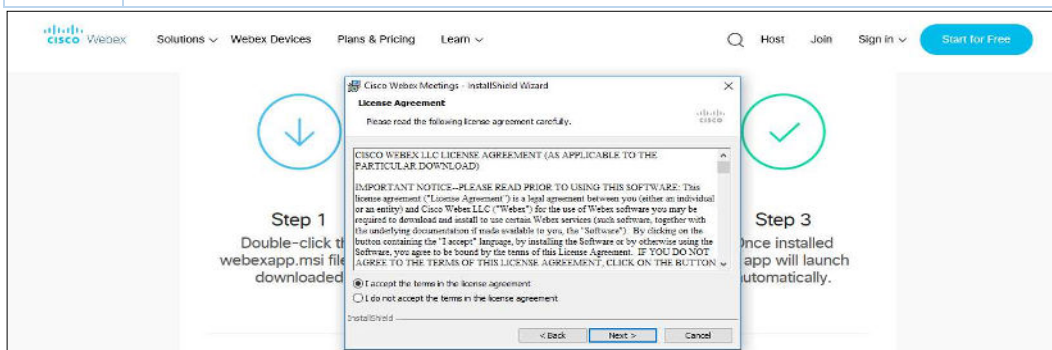
For a smooth experience of viewing the AGM proceedings of Link Intime India Pvt. Ltd. InstaMEET, shareholders/ members who are registered as speakers for the event are requested to download and install the Webex application in advance by following the instructions as under:

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





Step 1	Enter your First Name, Last Name and Email ID and click on Join Now.
1 (A)	If you have already installed the Webex application on your device, join the meeting by clicking on Join Now
1 (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: 08th August, 2023

Sd/-
Aakritee Khanna
Company Secretary
Membership No : A48297
6th 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 sets out all material details relating to the Special Business mentioned under Item No. 4 & 5 of the accompanying Notice:

ITEM NO. 4

The members/shareholders of the Company are informed that due to the resignation tendered by Mr. Saket Mehra, Independent Director of the Company, there is a casual vacancy in the Board of Directors, as well as the various Committee(s) of the Board, constituted pursuant to the Companies Act, 2013 (Act).

To fill these vacancy(s) created due to above said resignation, the Nomination & Remuneration Committee of the Board proposed to the Board of Directors to appoint Mr. Rasik Makkar (DIN: 00104285) as an Independent Director of the Company. Mr. Rasik Makkar is a fit and suitable candidate who fulfills all the statutory conditions and has all the professional attributes that are mentioned under the Act and the rules made thereunder, including *inter-alia* the fundamental legal mandate that he is independent from the Company and its management. The Nomination & Remuneration Committee has accordingly by way of its Resolution by Circulation dated 3rd August, 2023 recommended to the Board, regarding the said appointment. Thereafter, the Board by way of its Resolution by Circulation dated 4th August, 2023 has approved the appointment of Mr. Rasik Makkar (DIN: 00104285) as **Additional Director - Independent** of the Company. The Board further proposes the approval of the members/shareholders to appoint Mr. Rasik

Makkar (DIN : 00104285) to act as Independent Director of the Company, who shall hold office for a term of three (3) consecutive years, from the date of his appointment, i.e. August 04, 2023, upto August 03, 2026.

The Company has received the consent from Mr. Rasik Makkar (DIN : 00104285) to act as Director in the prescribed Form DIR-2 under Section 152(5) of the Act and Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 along with the declaration on criteria of Independence as per Section 149(6) of the Act .

In view of the same, the Board of Directors of the Company is seeking your approval for appointment of Mr. Rasik Makkar (DIN: 00104285) as an Independent Director of the Company.

The draft terms and conditions of appointment of Mr. Rasik Makkar shall be open for inspection at the registered office of the Company by any member on any working day during normal business hours till the date of AGM. Brief particulars of Mr. Rasik Makkar are given below:

Name: Mr. Rasik Makkar (DIN: 00104285)

Brief Profile: Rasik Makkar is a B.Com(H) graduate from Shri Ram College of Commerce (Delhi University, Delhi, India). He completed his Chartered Accountancy in the year 1987 and started his own practice under the name and style of M/s Rasik Makkar & Associates. He has almost 36 years of experience in serving clients in the areas of accounting, audit, taxation (domestic and international), Company law, succession planning, transfer pricing, Value Added Tax, Works Contracts, Service Tax, FEMA and investment and insurance consultancy. He became a partner in "AKAR & Associates" in 2008 and at present this firm has six partners. He has been Joint Secretary and Treasurer thrice in the Delhi Sales Tax Bar Association.

Professional qualifications : Chartered Accountant, B.COM (H)

Shareholding in the Company : Nil

Other Directorships : Nil

Mr. Rasik Makkar shall be entitled to draw the following **Remuneration / Sitting Fees, inclusive of all out-of-pocket expenses:**

- i) INR 25,000 [Indian Rupees Twenty Five Thousand] for attending each meeting of the Board of Directors;
- ii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Audit Committee;
- iii) INR 10,000 [Indian Rupees Ten Thousand] for attending each meeting of the Corporate Social Responsibility (CSR) Committee;
- iv) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Nomination & Remuneration Committee;
- v) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Share Transfer Committee;
- vi) INR 5,000 [Indian Rupees Five Thousand] for attending each meeting of the Stakeholders' Relationship Committee.

The Board recommends the Resolution as set out under business item no. 4 in the notice of this meeting for the approval of the Members as an Ordinary Resolution.

The Board recommends the resolution for approval by the Members.

None of the Directors, Manager, Key Managerial Personnel & their relatives, except Mr. Rasik Makkar, who is the appointee, are concerned or interested, financial or otherwise, in this resolution.

ITEM NO. 5

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, 2024, 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. 5 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

Sd/-

Place: Gurugram
Dated: 08th August, 2023

Aakritee Khanna
Company Secretary
Membership No :A48297
6th Floor, Plot No 184, Platinum Tower,
Udyog Vihar, Phase -I, Gurugram,
Haryana - 122016

Registered Office:

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

DIRECTORS' REPORT

Dear Members,

Your directors have great pleasure in presenting the 63rd 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 31st March, 2023 ('**financial year under review**').

1. FINANCIAL SUMMARY

The Company's financial performance, for the year ended 31st March, 2023 is summarized below:

(All amounts are in Lakhs - Indian Rupees)

Particulars	For the Year Ended	
	31 March, 2023	31 March, 2022
Revenue from Operations	38251.16	30300.99
Other Income	892.52	262.64
Total Income	39143.68	30563.63
Total Expenses	35203.73	28195.88
Profit Before Finance Costs and Depreciation & Amortization & Tax	5478.18	3823.49
Finance Costs	472.49	425
Depreciation and amortisation expense	1065.74	1030.74
Profit Before Tax	3939.95	2367.75
Net Current Tax expenses	1039.58	739.07
Prior year tax expenses	88.87	(44.81)
Deferred Taxes	122.61	(22.46)
Net tax expenses	1251.06	669.80
Profit /Loss After Tax	2688.89	1697.75
Total other comprehensive income/loss	(34.06)	(4.25)
Total comprehensive income/loss	2654.83	1693.70
Earning per share (face value Rs 10 each)		
Basic and diluted earning per share (Rs.)	84.79	53.54

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

The financial year 2022-23 was a considerably better year for the Company compared to FY 2021-22. The Company had a significant amount of increase in its **Revenue from Operations**, which grew from **INR 3,030,099,000/- to INR 3,825,116,000/-**. The **Expenses** of the Company however increased to **INR 3,520,373,000/-** from **INR 28,19,588,000/-**, 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 increased its **Profit Before Tax to INR 393,995,000/- as compared**

to the previous year, i.e. INR 236,775,000/-. However, post consideration of Net Current Tax expenses, Prior year tax expenses & Deferred Taxes, which increased from INR 66,980,000/- to INR 125,106,000/-, your Company had a **profit after tax of INR 268,880,000/-, compared to a Profit After Tax of 169,775,000/-, in the previous financial year.** After considering the other comprehensive (loss) of INR 3,406,000, Total **comprehensive income stands at INR 265,483,000/-, compared to INR 169,670,000/-.** The Basic and diluted Earning per share (for equity share having face value of Rs. 10 each) increased to INR 84.79, as on 31st March 2023, compared to INR 53.54, as on 31st March 2022.

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 maintains a positive outlook, taking into account the rising content per vehicle resulting from diverse technological advancements and various regulatory requirements, including emissions and safety regulations. It 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

There has been one material change and commitments, affecting the affairs/financial position of the Company which have occurred after end of the financial year to which the financial statements relate, i.e. 31 March, 2023 and the Date of this Report. The brief description of the change/commitment is as below:-

The Company issued Equity Shares through preferential allotment to Hella Holding International GmbH, a member and holding company within the promoter group. This has been done to raise capital for buying out the minority/public/non-promoter shareholders/members of the Company, following the approval of the Composite Scheme with Hon'ble NCLT (National Company Law Tribunal), which would consequently result in a reduction of the Company's equity share capital. As a result, the Company received a total of ₹54,45,80,618 (INR Fifty Four Crore Forty Five Lakh Eighty Thousand Six Hundred Eighteen only) on issuing 5,52,313 (Five Lakhs Fifty Two Thousand Three Hundred and Thirteen) fully paid-up equity shares at ₹10/- (INR Ten only) per share, at a premium of ₹976/- (INR Nine Hundred Seventy-Six only), at a total price ₹986/- (INR Nine Hundred Eighty-Six only) per equity share. At the Board of Directors' meeting held on 08th August 2023, the Company has allotted these equity shares to Hella Holding International GmbH. Also, the Board has resolved to invest these funds in Fixed Deposit(s) with Deutsche Bank. This investment will remain in place until directions/mandate is received from the Hon'ble NCLT (National Company Law Tribunal) for payment to the minority shareholders, following the approval of the Composite Scheme, which would consequently result in a reduction of the Company's equity share capital.

5. DIVIDEND

Your Company had a total comprehensive income, post-tax of INR 265,483,000/- 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.

6. TRANSFER TO GENERAL RESERVES

In view of the total comprehensive income, post tax of INR 265,483,000/- 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.

7. MANAGEMENT'S DISCUSSION AND ANALYSIS REPORT & CORPORATE GOVERNANCE

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

8. 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.

9. 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, 2023, 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, 2023 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.

10. DIRECTORS AND KEY MANAGERIAL PERSONNEL(KMP)

During the year, Mr. Rama Shankar Pandey, who served as the Managing Director of the Company, resigned from his position, **effective December 31, 2022**.

During the year, the appointment of the following directors was made, **effective January 1, 2023**. These appointments were made by the Board of Directors in accordance with Section 152 and 161 and other applicable provisions of the Companies Act, 2013, read with applicable Rules and were subsequently approved by the Company's shareholders/members in the Extraordinary General Meeting of members held on July 27, 2023:

1. *Mr. Manoj Singh – Appointed as Whole-time Director*
2. *Mr. Venugopal Anandhan– Appointed as Whole-time Director*
3. *Mr. Ravi Chhabra – Appointed as Director (Non-Executive).*

Further, none of the directors of the Company are disqualified as per the provisions of sub section (2) of section 164 of the Companies Act, 2013.

11. NUMBER OF MEETINGS OF THE BOARD & COMMITTEE MEETING

The Board met four 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 four times in financial year 2022-23, on 28.06.2022, 26.08.2022, 07.12.2022 and 31.03.2023. 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 2022-23	
		Held [during the Director's Tenure]	Attended
Mr. Rama Shankar Pandey ¹	Managing Director	3	3
Mr. Christoph Boris Söhnchen	Non-Executive Director	4	4
Mr. Tarun Gulati	Independent Director	4	4
Mr. Saket Mehra	Independent Director <i>[[resigned as Board Member, effective 20 July 2023]</i>	4	4
Mr. Stefan Van Dalen ²	Non-Executive Director	3	2
Mr. Manoj Singh ³	Whole-time Director	1	1
Mr. Venugopal Anandhan ⁴	Whole-time Director	1	1
Mr. Ravi Chhabra ⁵	Director (Non-Executive)- Compliance & Governance	1	1

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 one time in financial year 2022-23 viz on 26.08.2022. The names and categories of the members on the Committee, their attendance at Audit Meetings held during the year are as under:

¹ Mr. Rama Shankar Pandey has resigned from the Company as Managing Director w.e.f. 31st December 2022.

² Mr. Stefan Van Dalen has been appointed as member w.e.f. 15th July 2022.

³ Mr. Manoj Singh has been appointed as Whole-time Director w.e.f. 01-01-2023

⁴ Mr. Venugopal Anandhan has been appointed as Whole-time Director w.e.f. 01-01-2023

⁵ Mr. Ravi Chhabra has been appointed as Director (Non-Executive) w.e.f 01-01-2023.

Name	Category	Number of Meetings held during the year 2022-23	
		Held [during the Member's Tenure]	Attended
Mr. Rama Shankar Pandey	Managing Director	1	1
Mr. Tarun Gulati	Independent Director	1	1
Mr. Saket Mehra ⁶	Independent Director [resigned as Member, effective 20 July 2023]	1	1
Mr. Ravi Chhabra	Director (Non-Executive)- Compliance & Governance	0	0

b) Stakeholders Relationship Committee

There was no Stakeholder Relationship Committee Meetings held during the Financial Year 2022-23.

c) Share Transfer Committee

There were no Share Transfer Committee Meetings held during the Financial Year 2022-23.

d) Nomination and Remuneration Committee

The Nomination and Remuneration Committee met two times in financial year 2022-23, on 26.08.2022 and 07.12.2022. The names and categories of the members on the Committee, their attendance at Committee Meetings held during the year are as under:

Name	Category	Number of Meetings held during the year 2022-23	
		Held [during the Director's Tenure]	Attended
Mr. Christoph Boris Söhnchen	Non-Executive Director	2	2
Mr. Stefan Van Dalen	Non-Executive Director	2	1
Mr. Tarun Gulati	Independent Director	2	2
Mr. Saket Mehra	Independent Director [resigned as Member, effective 20 July 2023]	2	2

e) Corporate Social Responsibility (CSR) Committee

The Corporate Social Responsibility Committee met two times in financial year 2022-23, on 28.06.2022 and 07.12.2022. The names and categories of the members on the Committee, their attendance at Committee Meetings held during the year are as under:

Name	Category	Number of Meetings held during the year 2022-23	
		Held [during the Member's Tenure]	Attended
Mr. Rama Shankar Pandey	Managing Director	2	2
Mr. Stefan Van Dalen	Non-Executive Director	2	1
Mr. Tarun Gulati	Independent Director	2	2
Mr. Saket Mehra	Independent Director <i>[resigned as Member, effective 20 July 2023]</i>	2	2
Mr. Christoph Boris Söhnchen	Non-Executive Director	2	2
Mr. Manoj Singh	Whole-time Director	0	0
Mr. Venugopal Anandhan	Whole-time Director	0	0
Mr. Ravi Chhabra	Director (Non-Executive) – Compliance & Governance	0	0

12. 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, 2023.

There are no transactions that are required to be reported in Form AOC-2; hence such does not form part of this report.

13. 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.

14. 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.

15. 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.

16. 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.

17. 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).

18. 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.

19. 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 30th 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 08, 2023 (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, 2023, 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 26th August 2022 for the audit of cost records under 'Electricals or electronic machinery and Other machinery and Mechanical Appliances' for financial year 2022-23- 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 for the financial year 2022-23 shall be forwarded to the Central Government as required under law.

The maintenance of cost accounts and records as specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, are made and maintained by the Company.

C. Secretarial Auditor

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

D. Internal Auditors

During the year under review, Mr. Pramod Jain, Internal Auditor, a Chartered Accountant by profession, has carried out the Internal Audit and submitted his report to the Company.

In the Board meeting held on 13th June, 2017, Mr. Pramod Jain was appointed as Internal Auditor & his appointment has been agreed to be on a continual basis, unless terminated by the Board of Directors of the Company.

20. 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.

21. 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 → Investors → Policies and Information Related to Directors

22. 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.

23. 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.

24. 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, 2023 on its website at 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.

25. 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. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.
5. During the financial year under review, there was no change in Share Capital of the Company.
6. 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).

26. 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, 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 2022-23.

No of complaints received	:	Nil
No of complaints disposed off	:	Nil

27. 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 2023:

S. No.	Name of Director	Designation in Nomination & Remuneration Committee
1	Mr. Saket Mehra	Member <i>[resigned as Member, effective 20 July 2023]</i>
2	Mr. Tarun Gulati	Member
3	Mr. Christoph Boris Söhnchen	Member
4	Mr. Stefan Van Dalen	Member

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

28. 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

Place: Gurugram
Dated: 08th August, 2023

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

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

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

ANNEXURE I**Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2022-23**

(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 holds the belief that Corporate Social Responsibility serves as a pathway to attaining equilibrium among economic, environmental, and social priorities, all while meeting the expectations of shareholders and other stakeholders. This approach reflects a conscientious manner of conducting business. At Hella India Lighting Limited, our CSR strategy centers on harmonizing corporate objectives with developmental aspirations, thereby facilitating inclusive progress. Through our CSR endeavors, the company endeavors to impart informal education through skill enhancement and primarily focuses on Road Safety campaigns, including awareness initiatives and walkathons. These endeavors are carried out in collaboration with Drive Smart Drive Safe (D2S), a campaign championed by the company in conjunction with like-minded organizations during this reporting period. Furthermore, we are committed to Vocational Training & Skill Development in the realm of Research & Development Projects within the domains of science, technology, and engineering. This commitment is realized in partnership with government-run institutions such as Industrial Training Institutes and colleges, exemplified by our collaboration with Lalru Industrial Training Institute and College.

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. Rama Shankar Pandey	Managing Director	2	2
2.	Mr. Stefan Van Dalen	Non-Executive Director	2	1
3.	Mr. Saket Mehra	Independent Director	2	2
4.	Mr. Christoph Boris Söhnchen	Non-Executive Director	2	2
5.	Mr. Tarun Gulati	Independent Director	2	2
6.	Mr. Manoj Singh	Whole-time Director	0	0
7.	Mr. Venugopal Anandhan	Whole-time Director	0	0
8.	Mr. Ravi Chhabra	Director (Non-Executive) – Compliance & Governance	0	0

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 → 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	2021-22	448,474	Nil
2	2020-21	Nil	Nil
3	2019-20	Nil	Nil
	TOTAL		

6. Average net profit of the company as per section 135(5) : INR 98,240,477
7. (a) Two per cent of average net profit of the company as per section 135(5): INR 1,964,810/-
 (b) Surplus arising out of the CSR Projects or programmes or activities of the previous financial years : INR 448,474
 (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 1,516,336/-
8. (a) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	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
1,516,336/-	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.	SUSTAINABLE ROAD SAFETY PROGRAME	Promoting Education	Yes	Pan India		3 Years	1,213,069	1,213,069	NIL	No	Drive Smart Drive Safe	CSR00005000
2.	Research & Development Projects in the field of science, technology and engineering	Vocational Training & Skill Development	Yes		Punjab	3 Years	303,367	303,367	NIL	No	Govt Industrial Training Institute, College, Lalru,	N.A.
Total							1,516,336/-	1,516,336/-				

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

(1)	(2)	(3)	(4)	(5)		(6)	(7)	(8)	
Sl. No.	Name of the Project	Item from the list of activities in Schedule VII to the Act	Local Area (Yes/No)	Location of the Project		Amount Spent for the project (in Rs.)	Mode of Implementation – Direct (Yes/ No)	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 Rs.)
(i)	Two per cent of average net profit of the company as per section 135(5)	1,964,810/-
(ii)	Total amount spent for the Financial Year	1,516,336/-
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR Projects or programmes or activities of the previous financial years, if any	448,474/-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

1. (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							
	TOTAL						

(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.								
	TOTAL							

2. 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

3. 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, 2023.

A. CONSERVATION OF ENERGY	
i) the steps taken or impact on conservation of energy.	<ol style="list-style-type: none"> 1) Maintenance of machines play a vital role in energy saving. We undertake preventive maintenance on regularly intervals to make machines & utilities in perfect running condition. 2) Removal heat of lab equipment to reduce the consumption of HAVC 3) Reduce running hours for production to save energy consumption by Module line Gluing station 4) Cooling tower fan replacement with highly efficient HeCTA fan 5) Reduce running hours for production to save energy consumption by Module line Gluing station 6) Project for reduce panel AC energy consumption in Engel 200T white machine: 7) Installation of IP address base energy monitoring energy meter for energy uses control. 8) Duct joint work in VW area and Preprocess area to reduce the HVAC consumption
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. 1003902 KWH generated till July'23.
iii) the capital investment on energy conservation equipments;	Invested 10 lakh on HeCTA fan cooling tower, Smart meter installation of main panel, auto drain valve to save annually 60000KWH unit.

B. TECHNOLOGY ABSORPTION

i) the efforts made towards technology absorption;	<ol style="list-style-type: none"> a) BMC Plasma machine has upgraded by replacement of new electrical & upgrade the PLC/HMI program. Now we are running the machine in fully auto mode and earlier we were running the machine manual mode with one operator. b) Weighing machine has integrated with the Kuka Rotary machine to control the glue wait variation. Gluing process does not start until the glue weight is not in the set limit c) Module line gluing station 2nd fixture Integration for productivity improvement
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ii) the benefits derived like product improvement, cost reduction, production development, import substitution;	<ol style="list-style-type: none"> 1) Enhancement of experience and knowledge of the people to be used in new projects. 2) Moto man make paint Robot has installed & integrate with Base coat Plant 3) 7 Inch HL Productivity Improvement 4) LED TL Productivity Improvement by gluing optimization.
iii) in case of imported technology (imported during the last 3 years reckoned from the beginning of the financial year):	<ol style="list-style-type: none"> 1) Arzuffi Metallizing machine. 2) Motoman robot for gluing application.
a. the details of technology imported;	<ul style="list-style-type: none"> • Arzuffi Metallizing machine- (AM/KW 2DA2 1900/1800 IC MF) • Motoman robot for gluing application- GP 12
b. the year of import;	2020-2021
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.	Defogging & Fogging Test setup under 10 degrees water spray

C. FOREIGN EXCHANGE EARNINGS AND OUTGO*Amount in Lakh Indian Rupees*

Particulars	Year Ended 31.03.2023	Year Ended 31.03.2022
Earnings	9,021.93	8,924.58
Outgo	1,517.02	1,136.78

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 2023, 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 significant accounting policies 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 2023, 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, 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 financial statements, 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' Responsibility for the Audit of the Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the 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 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 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 2023 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2023, from being appointed as a director in terms of Section 164(2) of the Act.

- f. With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in "Annexure 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. Proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 for maintaining books of account using accounting software which has a feature of recording audit trail (edit log) facility is applicable to the Company with effect from 1 April 2023, and accordingly, reporting under Rule 11(g) of Companies (Audit and Auditors) Rules, 2014 is not applicable.

For S.N. Dhawan & CO LLP

Chartered Accountants

Firm's Registration No. 000050N/ N500045

Sd/-

Rahul Singhal

Partner

Membership No. 096570

UDIN: 23096570BGZGQV7713

Place of Signature: Gurugram

Dated: 08 August 2023

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.
- (a) (B) The Company has maintained proper records showing full particulars of Intangible assets recognized in the Ind AS financial statements.
- (b) The Company has regular programme of physical verification of its Property, Plant and Equipment by which all Property, Plant and Equipment 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 2023 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 inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year. For stocks lying with third parties at the year-end, written confirmations have been obtained. In our opinion, the frequency of such verification is reasonable, and procedures and coverage as followed by management were appropriate. No discrepancies of 10% or more were noticed on verification between the physical stocks and the book records.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks or financial institutions which are secured by way of guarantees given by group companies. Accordingly, the requirement to report on clause 3(ii)(b) of the Order is not applicable to the Company.
- (iii) The Company has not provided any guarantee or security or granted any secured loans or secured or unsecured advances in the nature of loans, to companies, firms, limited liability partnerships during the year except that the Company has granted unsecured loans to other parties.
- (a) (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) (B) The Company has provided unsecured loans to employees as mentioned below:

(Amount in Rs. lakhs)	
Particulars	Loans
Aggregate amount during the year	
- Others Employees	25.33
Balance outstanding as at balance sheet date	
- Others Employees	12.56

- (c) In our opinion the terms and conditions of the loans granted 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 security or granted any advances in the nature of loans during the year.
- (d) In the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the receipts have been regular.
- (e) There is no overdue amount for more than ninety days in respect of loans given.
- (f) Loan or advance in the nature of loan granted falling due during the year has not been renewed or extended or fresh loans granted to settle the overdue of existing loans given to same parties.
- (g) 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.
- (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 not accepted any deposits during the year, had no unclaimed deposits at the beginning of the year and there are no amounts which are deemed to be deposits 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) We have broadly reviewed the books of accounts maintained by the Company pursuant to the rules prescribed by the Central Government for maintenance of cost records under Section 148(1) of the Act in respect of its manufactured goods and services provided by it and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out a detailed examination of the records with a view to determine whether these are accurate or complete.
- (vii) (a) In our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues have generally been regularly deposited with the appropriate authorities.

No undisputed amounts payable in respect of Goods and Services Tax ('GST'), Provident fund, Employees' State Insurance, Income-Tax, Duty of Customs, Cess and other statutory dues were in arrears as at 31 March 2023 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	-
Labour Welfare Act, 1965	Labour welfare fund	2021-22	0.58	-

Also, we draw attention to note 4.46 to the Ind AS financial statements which more fully explains the matter regarding non-payment of provident fund contribution pursuant to Supreme Court judgement dated 28 February 2019.

(b) Statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of Statute	Nature of dues	Forum where dispute is pending	Period to which amount relates	Amount involved and not paid (in Rs. lakhs)
Punjab VAT Act 2005	Sales Tax	Punjab VAT Tribunal	AY 2012-13	4.39 ¹
Income-tax Act, 1961	Tax deducted at source	CPC-Traces	Various	4.30
Income-tax Act, 1961	Income-tax	Remanded back to AO	AY 2010-11	17.40
Income-tax Act, 1961	Income-tax	ITAT	AY 2011-12	262.50
Income-tax Act, 1961	Income-tax	Remanded back to AO	AY 2013-14	10.33
Income-tax Act, 1961	Income-tax	Commissioner of Income-tax (Appeals)	AY 2017-18	650.50 ²
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 ³

¹ Net of Rs.1.46 lakh paid under protest

² Net of Rs.223.24 lakh paid under protest

³ Net of Rs.31.60 lakh paid under protest

(viii) There are no such transactions which were not recorded in the books of account earlier and 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 in repayment of loans or in the payment of interest thereon to any lender during the year. However, the Company has delayed payment of interest on borrowings to the lenders during the year, which are detailed below:

Nature of borrowing including debt securities	Name of lender	Amount not paid on due date* (in Rs. lakhs)	Whether principal or interest	No. of days delay	Remarks, if any
ECB loan	Hella GmbH & Co. KGaA	73.01	Interest	18	Paid during the year
ECB loan	Hella GmbH & Co. KGaA	47.58	Interest	11	Paid subsequently on 11 April 2023

* Amount is shown net of TDS

- (b) The Company has not been declared willful defaulter by any bank or financial institution or any other lender.
- (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 has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.
- (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) During the year and upto the date of this report, 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.
- (c) No-whistle blower complaint has been received during the year by the Company.
- (xii) The Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.
- (xiii) The transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the Ind AS financial statements 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) The Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.
- (xvi) (a) – (b) 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) – (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 (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016) does not have more than one CIC as part of the Group. Accordingly, clause 3(xvi)(d) of the Order is not applicable.
- (xvii) The Company has not incurred cash losses in the current 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 4.51 to the Ind AS Financial statements which describe the maturity analysis of assets & liabilities, other information accompanying the Ind AS financial statements, 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) There is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

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

Sd/-
Rahul Singhal
Partner
Membership No. 096570
UDIN: 23096570BGZGQV7713

Place of Signature: Gurugram
Dated: 08 August 2023

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 Over Financial Reporting under Clause (i) of sub- section 3 of Section 143 of the Companies Act, 2013 (the "Act")

We have audited the internal financial controls with reference to Ind AS financial statements of Hella India Lighting Limited ("the Company") as of 31 March 2023 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 2023, 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: 23096570BGZGQV7713

Place of Signature: Gurugram

Dated: 08 August 2023

HELLA INDIA LIGHTING LIMITED
BALANCE SHEET AS AT 31 MARCH 2023

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

Particulars	Note No.	As at 31 March 2023	As at 31 March 2022
ASSETS			
Non-current assets			
a) Property, plant and equipment and intangible assets			
(i) Property, plant and equipment	4.01 (a)	6,221.89	5,277.96
(ii) Capital work-in-progress	4.01 (b)	769.32	935.37
(iii) Other intangible assets	4.02 (a)	31.47	30.65
(iv) Right-of-use assets	4.02 (b)	448.78	238.15
b) Financial assets			
(i) Investments	4.03	-	-
(ii) Other financial assets	4.04	115.38	100.04
c) Deferred tax assets (net)	4.05	80.75	189.36
d) Non-current tax assets (net)	4.06	313.18	389.48
e) Other non-current assets	4.07	98.69	93.00
Total non-current assets		8,079.46	7,254.01
Current assets			
a) Inventories	4.08	5,292.92	3,981.99
b) Financial assets			
(i) Trade receivables	4.09	6,844.87	5,481.77
(ii) Cash and bank balance	4.10	700.99	352.28
(iii) Other financial assets	4.11	48.70	27.48
c) Other current assets	4.12	1,891.76	2,320.10
Total current assets		14,779.24	12,163.62
Total Assets		22,858.70	19,417.63
EQUITY AND LIABILITIES			
Equity			
a) Equity share capital	4.13	317.14	317.14
b) Other equity		8,764.26	6,109.43
Total Equity		9,081.40	6,426.57
Liabilities			
Non-current liabilities			
a) Financial liabilities			
(i) Borrowings	4.14	640.67	1,199.27
(ii) Lease liabilities	4.37	363.55	190.92
b) Provisions	4.15	701.48	562.79
c) Other non-current liabilities	4.16	89.12	78.87
Total non-current liabilities		1,794.82	2,031.85
Current liabilities			
a) Financial liabilities			
(i) Borrowings	4.17	4,096.03	3,703.15
(ii) Lease liabilities	4.37	104.14	63.45
(iii) Trade payables	4.18		
(A) Total outstanding dues of micro and small enterprises		2,034.80	1,422.12
(B) Total outstanding dues of other than micro and small enterprises		4,568.67	4,592.16
(iv) Other financial liabilities	4.19	544.86	592.07
b) Provisions	4.20	117.10	375.54
c) Other current liabilities	4.21	269.15	210.72
d) Other current tax liabilities	4.22	247.73	-
Total current liabilities		11,982.48	10,959.21
Total Equity and Liabilities		22,858.70	19,417.63

See accompanying notes forming part of the financial statements

1 to 4.52

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/-

Amit Bhardwaj

Chief Financial Officer

ACA-407431

Place: Gurugram

Date: August 08, 2023

Place: Gurugram

Date: August 08, 2023

HELLA INDIA LIGHTING LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	Note No.	For the year ended 31 March 2023	For the year ended 31 March 2022
Income			
Sales of products			
Revenue from operations	4.23	38,251.16	30,300.99
Other income	4.24	892.52	262.64
Total income		39,143.68	30,563.63
Expenses			
Cost of materials consumed	4.25	21,021.66	16,540.54
Purchase of stock-in-trade (traded goods)		2,495.38	1,984.09
Changes in inventories of finished goods, work-in-progress and traded goods	4.26	166.85	(336.20)
Employee benefits expense	4.27	4,046.92	3,288.19
Finance costs	4.28	472.49	425.00
Depreciation and amortisation expenses	4.01 and 4.02	1,065.74	1,030.74
Impairment losses	4.01	-	216.70
Other expenses	4.29	5,934.69	5,046.82
Total expenses		35,203.73	28,195.88
Profit before tax		3,939.95	2,367.75
Tax expense (net)			
(a) Current tax expense		1,039.58	739.07
(b) Prior year tax expense		88.87	(44.81)
(c) Deferred tax (credit)/charge		122.61	(24.46)
Total tax expense		1,251.06	669.80
Profit for the year		2,688.89	1,697.95
Other comprehensive income			
(i) Items that will not be reclassified to profit or loss			
(a) Remeasurements of the post employment defined benefit plans		(48.06)	(5.89)
(b) Income tax relating to items that will not be reclassified to profit or loss		14.00	1.64
Total other comprehensive income		(34.06)	(4.25)
Total comprehensive income		2,654.83	1,693.70
Earning per share (face value Rs 10 each)			
-Basic and diluted earning per share (Rs.)	4.38	84.79	53.54

See accompanying notes forming part of the financial statements

1 to 4.52

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/-
Amit Bhardwaj
Chief Financial Officer
ACA-407431

HELLA INDIA LIGHTING LIMITED
STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
A. CASH FROM OPERATING ACTIVITIES:		
Profit before tax	3,939.95	2,367.75
Adjustments for:		
Depreciation and amortisation expenses	1,065.74	1,030.74
Impairment loss	-	216.70
Liabilities and provisions no longer required written back	(264.30)	(56.16)
Interest expense	448.11	405.41
Interest income on fixed deposits	(0.89)	(1.59)
Net unrealised foreign exchange gain	(17.63)	1.58
Profit on sale of property, plant and equipment	(4.61)	(0.10)
Provision for doubtful receivables	16.94	-
Interest on lease liability	24.38	19.59
Provision for investment impairment	-	0.20
Advances written-off	-	1.12
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES	5,207.69	3,985.44
Changes in Working Capital :		
Adjustments for (increase) / decrease in operating assets:		
Decrease/(Increase) in inventories	(1,310.93)	(894.37)
Decrease/(Increase) in trade receivables	(1,346.39)	(1,523.78)
Decrease/(Increase) in other current assets	428.93	(750.59)
Decrease/(Increase) in other financial assets - non-current	(15.34)	(43.98)
Decrease/(Increase) in Other non-current assets	(11.17)	(13.82)
Decrease/(Increase) in Other financial assets- current	(21.22)	19.19
Adjustments for increase / (decrease) in operating liabilities:		
Increase/(decrease) in non-current provisions	90.63	113.56
Increase/(decrease) in trade payables	576.89	220.78
Increase/(decrease) in current provisions	2.14	5.57
Increase/(decrease) in other liabilities	61.16	(153.98)
CASH GENERATED IN OPERATIONS	3,662.39	964.02
Net income tax paid	(804.42)	(884.25)
NET CASH FROM OPERATING ACTIVITIES (A)	2,857.97	79.77
B. CASH FROM INVESTING ACTIVITIES		
Capital expenditure on property, plant and equipment, including capital advances	(1,748.77)	(1,508.87)
Proceeds from sale of property, plant and equipment	4.61	0.10
Interest received on fixed deposits	0.30	1.49
CASH GENERATED/ (USED IN) INVESTING ACTIVITIES	(1,743.86)	(1,507.28)
Net income tax paid	-	-
NET CASH (USED IN) INVESTING ACTIVITIES (B)	(1,743.86)	(1,507.28)
C. CASH FROM FINANCING ACTIVITIES		
Repayment of long-term borrowings	(1,250.00)	(625.00)
Proceeds from long-term borrowings	66.40	59.51
Proceeds from short-term borrowings	1,017.88	2,453.15
Payment of lease rental	(101.81)	(102.74)
Interest paid	(497.87)	(401.85)
NET CASH FROM / (USED IN) FINANCING ACTIVITIES (C)	(765.40)	1,383.07
NET INCREASE / (DECREASE) IN CASH AND CASH EQUIVALENTS (A + B + C)	348.71	(44.44)
Cash and cash equivalents at the beginning of the year	352.28	396.72
Cash and cash equivalents at the end of the year (Refer note 4.10)	700.99	352.28
Cash and cash equivalents comprises :		
(a) Cash in hand	-	-
(b) Balances with banks		
(i) In current accounts	489.33	143.99
(ii) In EEFC accounts	211.66	208.29
	700.99	352.28

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/-

Amit Bhardwaj

Chief Financial Officer

Place: Gurugram

Date: August 08, 2023

Place: Gurugram

Date: August 08, 2023

HELLA INDIA LIGHTING LIMITED
STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH 2023
(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 2021	31,71,400	317.14
Changes in equity share capital during the year	-	-
Balance at 31 March 2022	31,71,400	317.14
Changes in equity share capital during the year	-	-
Balance at 31 March 2023	31,71,400	317.14

b. Other equity	Reserves and Surplus							Total
Particulars	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)	
Balance at 1 April 2021	17.56	2,952.49	24.95	(33.58)	1.00	435.50	1,017.80	4,415.73
Profit for the year	-	-	-	-	-	1,697.95	-	1,697.95
Other comprehensive income for the year, net of income tax	-	-	-	(4.25)	-	-	-	(4.25)
Balance at 31 March 2022	17.56	2,952.49	24.95	(37.83)	1.00	2,133.45	1,017.80	6,109.43
Profit for the year	-	-	-	-	-	2,688.89	-	2,688.89
Other comprehensive income for the year, net of income tax	-	-	-	(34.06)	-	-	-	(34.06)
Balance at 31 March 2023	17.56	2,952.49	24.95	(71.89)	1.00	4,822.34	1,017.80	8,764.26

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/-
Amit Bhardwaj
Chief Financial Officer
ACA-407431

Place: Gurugram
Date: August 08, 2023

Place: Gurugram
Date: August 08, 2023

HELLA INDIA LIGHTING LIMITED**Notes to Ind AS financial statements for the year ended 31 March 2023***(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
Year ended 31 March 2022									
Gross carrying amount									
Balance as at 1 April 2021	1.18	1,772.39	5,280.18	140.62	54.77	164.85	135.24	-	7,549.23
Additions	-	121.99	1,387.53	50.53	11.17	52.06	55.36	-	1,678.64
Disposals*	-	15.89	4.32	7.97	-	8.86	48.15	-	85.19
Closing gross carrying amount as at 31 March 2022	1.18	1,878.49	6,663.39	183.18	65.94	208.05	142.45	-	9,142.68
Accumulated depreciation									
Balance as at 1 April 2021	-	118.33	2,501.14	46.60	32.59	115.98	94.81	-	2,909.45
Depreciation charged during the year	-	63.88	784.02	17.49	11.42	27.24	32.72	-	936.77
Impairment loss	-	-	103.69	-	-	-	-	-	103.69
Disposals*	-	15.89	4.32	7.97	-	8.86	48.15	-	85.19
Closing accumulated depreciation as at 31 March 2022	-	166.32	3,384.53	56.12	44.01	134.36	79.38	-	3,864.72
Net carrying amount as at 31 March 2022	1.18	1,712.17	3,278.86	127.06	21.93	73.69	63.07	-	5,277.96
Year ended 31 March 2023									
Gross carrying amount									
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
Closing gross carrying amount as at 31 March 2023	1.18	2,118.47	8,048.85	234.48	68.53	240.50	286.35	22.67	11,021.03
Accumulated depreciation									
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
Impairment loss	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	32.93	-	-	-	32.93
Closing accumulated depreciation as at 31 March 2023	-	238.28	4,141.48	84.54	27.66	165.10	140.54	1.54	4,799.14
Net carrying amount as at 31 March 2023	1.18	1,880.19	3,907.37	149.94	40.87	75.40	145.81	21.13	6,221.89

HELLA INDIA LIGHTING LIMITED**Notes to Ind AS financial statements for the year ended 31 March 2023***(All amounts are in Lakh Indian Rupees except number of shares)*

4.01 (b) Capital work-in-progress	31 March 2023	31 March 2022
Opening balance	935.37	742.61
Add : Additions during the year	1,502.52	1,877.43
Less: Assets capitalised during the year	1,655.79	1,571.66
Less: Assets impaired during the year	-	113.01
Less: Assets expensed off during the year	12.78	-
Closing balance	769.32	935.37

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 2023	763.25	6.07	-	-	769.32
As at 31 March 2022	855.01	67.48	12.88	-	935.37

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
Year ended 31 March 2022		
Gross carrying amount		
Balance as at 1 April 2021	57.94	57.94
Additions	18.53	18.53
Disposals	-	-
Closing gross carrying amount as at 31 March 2022	76.47	76.47
Accumulated amortisation		
Balance as at 1 April 2021	32.61	32.61
Depreciation expense charged during the year	13.21	13.21
Disposals	-	-
Closing accumulated amortisation as at 31 March 2022	45.82	45.82
Net carrying amount as at 31 March 2022	30.65	30.65
Year ended 31 March 2023		
Gross carrying amount		
Balance as at 1 April 2022	76.47	76.47
Additions	19.09	19.09
Disposals	-	-
Closing gross carrying amount as at 31 March 2023	95.56	95.56
Accumulated amortisation		
Balance as at 1 April 2022	45.82	45.82
Depreciation expense charged during the year	18.27	18.27
Disposals	-	-
Closing accumulated amortisation as at 31 March 2023	64.09	64.09
Net carrying amount as at 31 March 2023	31.47	31.47

HELLA INDIA LIGHTING LIMITED**Notes to Ind AS financial statements for the year ended 31 March 2023***(All amounts are in Lakh Indian Rupees except number of shares)***4.02(b) Right-of-use asset**

Particulars	Right-of-use	Total
Year ended 31 March 2022		
Gross carrying amount		
Balance as at 1 April 2021	301.44	301.44
Additions	227.53	227.53
Disposals	171.32	171.32
Closing gross carrying amount as at 31 March 2022	357.65	357.65
Accumulated depreciation		
Balance as at 1 April 2021	210.06	210.06
Depreciation expense charged during the year	80.76	80.76
Disposals	171.32	171.32
Closing accumulated depreciation as at 31 March 2022	119.50	119.50
Net carrying amount as at 31 March 2022	238.15	238.15
Year ended 31 March 2023		
Gross carrying amount		
Balance as at 1 April 2022	357.65	357.65
Additions	290.75	290.75
Disposals	61.00	61.00
Closing gross carrying amount as at 31 March 2023	587.40	587.40
Accumulated depreciation		
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
Closing accumulated depreciation as at 31 March 2023	138.62	138.62
Net carrying amount as at 31 March 2023	448.78	448.78

HELLA INDIA LIGHTING LIMITED**Notes to Ind AS financial statements for the year ended 31 March 2023***(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2023	As at 31 March 2022
4.03 Investments		
(Valued at cost unless stated otherwise)		
Drive Smart Drive Safe	0.20	0.20
2,000 (previous year 2,000) equity shares of face value Rs. 10 each, fully paid up		
Less: Provision for other than temporary diminution in value of investment	0.20	0.20
	-	-
Aggregate amount of unquoted investments	0.20	0.20
Less: Aggregate amount of provision for other than temporary diminution in value of investment	0.20	0.20
	-	-
For valuation basis, refer note no. 4.45		

HELLA INDIA LIGHTING LIMITED
Notes to Ind AS financial statements for the year ended 31 March 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	As at 31 March 2023	As at 31 March 2022
4.04 Other financial assets - non-current		
(Unsecured, considered good unless stated otherwise)		
Security deposits	100.98	85.90
Balance with banks - held as security against margin money given to Government authorities #	14.40	14.14
	115.38	100.04
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.		
4.05 Deferred tax assets (net)		
(a) Deferred tax liability arising on account of:		
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	225.04	117.40
Provision for interest on preference shares	146.46	158.40
	371.50	275.80
Deferred tax assets arising on account of:		
Provision for gratuity	122.47	98.30
Provision for leave encashment	99.60	74.61
Impact of leasing (Ind AS 116)	7.10	4.51
Provision for doubtful receivables	4.93	2.55
Provision for doubtful advances	0.27	0.41
Provision for bonus	65.91	60.04
Provision for slow moving inventory	135.67	136.60
Provision for price reduction	-	-
Provision for warranty	16.30	88.14
	452.25	465.16
Deferred tax asset/(liability) (net)	80.75	189.36
(b) Reconciliation of tax expenses and accounting profit	Year ended 31 March 2023	Year ended 31 March 2022
Profit before tax from continuing operation	3,939.95	2,367.75
Income tax expenses calculated at current tax rate	1,147.31	658.71
Add : Effect of expenses/income that are not deductible/includible in determining taxable profit.		
(i) Corporate social responsibility expenditure	3.42	1.81
(ii) Interest on delay in MSMED vendors payment	5.00	9.28
(iii) Tax for earlier years recognised in statement of profit and loss	88.87	-
(iv) Others	6.46	-
Income tax expenses recognised in statement of profit & loss (relating to continuing operation)	1,251.06	669.80
4.06 Non-current tax assets (net)		
Income taxes {net of provision for tax Rs. 1,458.40 lakhs (previous year Rs. 1,363.08 lakhs)}	58.34	166.24
Income-tax paid under protest (refer note no. 4.32)	254.84	223.24
	313.18	389.48
4.07 Other non-current assets		
(Unsecured, considered good unless stated otherwise)		
Capital advances	72.56	78.04
Balance with Government authorities (paid under protest)		
- VAT credit receivable (refer note no. 4.32)	1.46	1.46
Prepaid rent	15.73	-
Prepaid expenses	8.94	13.50
	98.69	93.00
For valuation basis, refer note no. 4.45		
4.08 Inventories*		
(Valued at the lower of cost and net realisable value)		
Raw materials and components	4,056.33	2,627.76
[includes goods in transit Rs.110.52 lakhs (previous year Rs.161.44 lakhs)]		
Work-in-progress	101.66	86.26
Finished goods (other than those acquired for trading)	703.53	943.21
[includes goods in transit Rs.253.25 lakhs (previous year Rs.262.05 lakhs)]		
Traded goods (acquired for trading)	257.53	200.10
Tools and dies	95.81	72.36
Stores and spares	78.06	52.30
	5,292.92	3,981.99
*net of provision of Rs.465.89 lakhs (previous year Rs.491.03 lakhs)		
For valuation basis, refer note no. 4.45		

HELLA INDIA LIGHTING LIMITED
Notes to Ind AS financial statements for the year ended 31 March 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	As at 31 March 2023	As at 31 March 2022
4.09 Trade receivables		
Undisputed		
Considered good	6,844.87	5,481.77
Credit impaired	16.94	-
Less: Provision for doubtful trade receivables	(16.94)	-
	<u>6,844.87</u>	<u>5,481.77</u>
Disputed		
Considered good	-	-
Credit impaired	-	9.16
Impairment allowance (allowance for bad and doubtful debts)	-	(9.16)
	<u>6,844.87</u>	<u>5,481.77</u>

Trade receivables includes Rs. 2,545.81 lakhs (previous year Rs. 2,116.78 lakhs) due from related parties (refer note 4.36).

For valuation basis, refer note no. 4.45

Trade receivables ageing schedule as at 31st 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					
		Less than 6 Months	6 Months - 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
Undisputed							
Considered good	4,836.63	2,008.24	-	-	-	-	6,844.87
Credit impaired	-	-	5.45	8.86	0.45	2.18	16.94
	-	-	-	-	-	-	-
Disputed							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	-	-
Total	4,836.63	2,008.24	5.45	8.86	0.45	2.18	6,861.81

Trade receivables ageing schedule as at 31st March 2022

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 2022					
		Less than 6 Months	6 Months - 1 Year	1-2 Year	2-3 Years	More than 3 Years	Total
Undisputed							
Considered good	3,391.92	2,087.88	1.12	0.85	-	-	5,481.77
Credit impaired	-	-	-	-	-	-	-
Disputed							
Considered good	-	-	-	-	-	-	-
Credit impaired	-	-	-	-	-	9.16	9.16
Total	3,391.92	2,087.88	1.12	0.85	-	9.16	5,490.93

HELLA INDIA LIGHTING LIMITED
Notes to Ind AS financial statements for the year ended 31 March 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	As at 31 March 2023		As at 31 March 2022	
4.10 Cash and bank balance				
Balances with banks				
In current accounts		489.33		143.99
In EEFC accounts		211.66		208.29
		700.99		352.28
For valuation basis, refer note no. 4.45				
4.11 Other financial assets- current (unsecured and considered good unless otherwise stated)				
Security deposits		36.14		19.08
Loans to employees		12.56		8.40
		48.70		27.48
For valuation basis, refer note no. 4.45				
4.12 Other current assets (unsecured, considered good unless otherwise stated)				
Advance to suppliers				
Considered good	102.28	102.28	294.51	294.51
Doubtful	-		1.47	
Less: Provision for doubtful advances	-	-	(1.47)	-
Balances with Government authorities				
Considered good				
- Goods and service tax receivable	1,107.66		1,456.55	
- VAT credit receivable	2.23		2.23	
- Export incentives receivables	76.42		116.69	
- Goods and service tax receivable on export sales	422.01		369.39	
- Advance custom duty	18.37	1,626.69	20.96	1,965.82
Prepaid expenses		58.46		51.22
Advances to employees		12.82		8.40
Unbilled revenue (refer note no. 4.36)		84.31		-
Prepaid rent		6.46		-
Other advances		0.74		0.15
		1,891.76		2,320.10
For valuation basis, refer note no. 4.45				

HELLA INDIA LIGHTING LIMITED
Notes to Ind AS financial statements for the year ended 31 March 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	As at 31 March 2023	As at 31 March 2022
4.13 Equity share capital		
Authorised		
Equity shares, Rs. 10 each		
3,500,000 (previous year 3,500,000) equity shares	350.00	350.00
Preference shares, Rs. 100 each		
2,150,000 (previous year 2,150,000) non-convertible, non-cumulative, redeemable preference shares	2,150.00	2,150.00
	2,500.00	2,500.00
Issued, subscribed and paid-up		
Equity shares		
3,171,400 (previous year 3,171,400) equity shares of Rs. 10 each fully paid up	317.14	317.14
	317.14	317.14

(Refer note (i) to (vi) 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

	31 March 2023		31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity shares				
Balance at the beginning of the year	31,71,400	317.14	31,71,400	317.14
Increase/(decrease) during the year	-	-	-	-
Balance at the end of the year	31,71,400	317.14	31,71,400	317.14

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

	As at 31 March 2023		As at 31 March 2022	
	No. of shares	Amount	No. of shares	Amount
Equity Shares				
Hella Holding International GmbH, Germany, the holding company	16,17,400	161.74	16,17,400	161.74
Hella India Automotive Private Limited, a fellow subsidiary	10,01,687	100.17	10,01,687	100.17
Total	26,19,087	261.91	26,19,087	261.91

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 2023		As at 31 March 2022	
	No. of shares	% of holding	No. of shares	% of holding
Equity shares				
Hella Holding International GmbH, Germany, the holding company	16,17,400	51.00	16,17,400	51.00
Hella India Automotive Private Limited	10,01,687	31.59	10,01,687	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) Shares held by promoters at the end of the year

Promotor name		As at 31 March 2023		As at 31 March 2022		% Change during the year
Equity Shares		No. of shares	% of total share	No. of shares	% of total shares	
1	Hella Holding International GmbH, Germany	16,17,400	51.00	16,17,400	51.00	-
2	Hella India Automotive Private Limited	10,01,687	31.59	10,01,687	31.59	-
		26,19,087	82.59	26,19,087	82.59	

Promotor name		As at 31 March 2022		As at 31 March 2021		% Change during the year
Equity Shares		No. of shares	% of total share	No. of shares	% of total shares	
1	Hella Holding International GmbH, Germany	16,17,400	51.00	16,17,400	51.00	-
2	Hella India Automotive Private Limited	10,01,687	31.59	10,01,687	31.59	-
		26,19,087	82.59	26,19,087	82.59	

HELLA INDIA LIGHTING LIMITED**Notes to Ind AS financial statements for the year ended 31 March 2023***(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2023	As at 31 March 2022
4.14 Borrowings		
Unsecured - at amortized 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) #	640.67	574.27
Term loan from related party (unsecured) ##	625.00	1,875.00
Less : Current maturities of term loan from related party (refer note no. 4.17)	<u>(625.00)</u>	<u>(1,250.00)</u>
	<u>640.67</u>	<u>1,199.27</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 is an Indian currency loan taken from Hella GMBH & Co. KgaA, Germany (Intermediate holding company). It carries interest at 8.75% per annum. The repayment schedule is as follows :

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 2023***(All amounts are in Lakh Indian Rupees except number of shares)*

Particulars	As at 31 March 2023	As at 31 March 2022
4.15 Provisions		
Provisions for employee benefits		
- Gratuity (refer note no. 4.33)	381.89	313.53
- Compensated absences	319.59	249.26
	701.48	562.79
4.16 Other non-current liabilities		
Others	5.71	5.71
Security deposit received	83.41	73.16
	89.12	78.87
4.17 Borrowings		
Loans repayable on demand		
- Cash credit facility from bank #	3,451.73	2,453.15
- Pre-shipment seller loan ##	19.30	-
Current maturities of term loan from related party (refer note no. 4.14)	625.00	1,250.00
	4,096.03	3,703.15

For valuation basis, refer note no. 4.45

Cash credit facilities from Deutsche bank and HSBC bank carries an interest of 6.55% -8.49%p.a. (previous year 6.50-7.75% p.a.) and 7.15% - 10.55% p.a. (previous year 6.93%-7.37% p.a.) respectively, computed on monthly basis on the actual amount utilized. Hella GMBH & 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 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 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	As at 31 March 2023	As at 31 March 2022
-------------	------------------------	------------------------

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

2,034.80	1,422.12
4,568.67	4,592.16
6,603.47	6,014.28

Trade payable includes Rs.1,117.80 lakhs (previous year Rs.1,563.05 lakhs) due to related parties (refer note no. 4.36).

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	-	-	-	-	-	-
TOTAL	4,714.98	1,645.41	71.58	45.76	125.74	6,603.47

Trade payables ageing schedule as at 31 March 2022

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	741.91	512.45	0.99	42.89	123.88	1,422.12
Others	2,007.85	2,492.98	86.53	4.80	-	4,592.16
Disputed dues – MSME	-	-	-	-	-	-
Disputed dues - Others	-	-	-	-	-	-
TOTAL	2,749.76	3,005.43	87.52	47.69	123.88	6,014.28

For valuation basis, refer note no. 4.45

4.19 Other financial liabilities

Interest accrued on borrowings (refer note no. 4.36)

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

Payable to employees

Other financial liability (refer note no. 4.36)

47.58	97.34
257.34	247.27
230.06	230.61
9.88	16.85
544.86	592.07

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)

38.68	39.81
22.45	18.92
55.97	316.81
117.10	375.54

4.21 Other current liabilities

Statutory remittances

Advance from customers

Other liabilities

190.51	158.87
71.95	46.17
6.69	5.68
269.15	210.72

4.22 Other current tax liabilities (net)

Income tax payables

[net of advance tax of Rs.791.84 lakhs (Previous year Rs. Nil)]

247.73	-
247.73	-

HELLA INDIA LIGHTING LIMITED
Notes to Ind AS financial statements for the year ended 31 March 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
4.23 Revenue from operations		
(a) Sale of products (refer note (i) below)	35,769.26	27,650.62
(b) Other operating revenues (refer note (ii) below)	2,481.90	2,650.37
	38,251.16	30,300.99
(i) Sale of products comprises:		
Manufactured finished goods	32,308.81	24,985.69
Traded goods	3,460.45	2,664.93
	35,769.26	27,650.62
(ii) Other operating revenues comprises:		
Scrap sales	55.07	67.31
Development income (refer note no. 4.36)	2,162.42	2,326.38
Export benefits*	264.41	256.68
	2,481.90	2,650.37
*Export benefits are in the nature of government grants covering following :		
Merchandise & Service Exports from India Scheme (MEIS, SEIS & RoDTEP)	137.08	138.48
Duty drawbacks	127.33	118.20
	264.41	256.68
4.24 Other income		
Interest income		
- on fixed deposits with banks	0.89	1.59
- other interest	2.36	3.25
	3.25	1.80
Net gain on foreign currency transactions	357.29	170.36
Profit on sale of property, plant and equipment	4.61	0.10
Unwinding of discount on financial assets at amortized cost	2.60	-
Liabilities and provisions no longer required written back (refer note no. 4.41)	264.30	56.16
Miscellaneous income	260.47	32.63
	892.52	262.64
4.25 Cost of material consumed		
Raw material and components		
Opening stock	2,627.76	2,035.73
Add: Purchases	22,450.23	17,132.57
Less: Closing stock	4,056.33	2,627.76
	21,021.66	16,540.54
4.26 Changes in inventories of finished goods, work-in-progress and traded goods		
Inventories at the beginning of the year		
Traded goods	200.10	165.56
Finished goods	943.21	656.88
Work in progress	86.26	70.93
	1,229.57	893.37
Less: Inventories at the end 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
	166.85	(336.20)

HELLA INDIA LIGHTING LIMITED
Notes to Ind AS financial statements for the year ended 31 March 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
4.27 Employee benefits expense		
Salaries and wages	3,590.79	2,945.08
Contribution to provident funds (refer note no. 4.33)	213.94	168.56
Gratuity expense (refer note no. 4.33)	91.63	73.09
Staff welfare expenses	150.56	101.46
	4,046.92	3,288.19
4.28 Finance cost		
Interest on borrowings from related party (refer note no. 4.36)	133.98	219.36
Interest on cash credit limit	230.55	93.19
Interest on lease liability	24.38	19.59
Interest on amortized cost of preference shares	66.40	59.50
Others	17.18	33.36
	472.49	425.00
4.29 Other expenses		
Consumption of stores and spares	1,249.05	831.84
Power and fuel *	224.36	223.25
Travelling and conveyance	317.80	107.97
Freight outward *	789.89	630.69
Contractual manpower	747.95	694.76
Legal and professional (refer note no. 4.36) *	323.63	250.44
Payment to auditors		
- Statutory audit fees	14.30	13.00
- Tax audit fees	2.20	2.00
- Out of pocket expenses	0.72	-
Rent (refer note no. 4.37)	105.83	71.98
Rates and taxes	17.44	12.06
Insurance	159.48	97.11
Repairs and maintenance:		
- on buildings	4.96	8.62
- on plant and machinery	43.27	41.59
- on others (including IT expenses Rs.695.71 lakhs Previous year Rs.621.00 lakhs) (refer note no. 4.36)	778.82	719.35
Vehicle running and maintenance	63.98	44.33
Printing and stationery	11.86	9.66
Communication	41.43	32.86
Bank charges	10.80	11.04
Provision for doubtful receivables	16.94	-
Provision for investment impairment	-	0.20
Advances written off	3.66	1.12
Expenditure on corporate social responsibility (refer note no. 4.42)	15.16	13.00
Donations	8.35	-
Cash discount on sales	105.66	-
Royalty (refer note no. 4.36)	382.24	219.55
Development expenses	78.61	687.73
Advertisement and sales promotion	344.33	220.58
Warranty	-	33.38
Property, plant and equipment / CWIP written off	12.78	-
Miscellaneous *	59.19	68.71
	5,934.69	5,046.82

*Net of recovery of Rs.61.94 lakhs (previous year Rs.10.45 lakhs) from related parties (refer note no. 4.36).

4.30 Commitments

a)	Particulars	As at 31 March 2023	As at 31 March 2022
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	255.53	409.38
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 2023	As at 31 March 2022
Indirect tax matter	168.04	6.94
EPCG licence	229.22	-
Income tax matter	1,327.14	1,168.75
Total	1,724.40	1,175.69

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.213.94 lakhs (previous year Rs.168.56 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 March 2023	31 March 2022
<u>Changes in the present value of defined benefit obligation</u>		
Present value of obligation at the beginning of the year	353.34	291.13
Interest cost	25.62	21.11
Current service cost	66.01	51.98
Past service cost	-	-
Benefits paid	(72.46)	(16.77)
Actuarial loss	48.06	5.89
Present value of defined benefit obligation at the end of the year	420.57	353.34
<u>Changes in the fair value of the Plan assets</u>		
(The Company does not have any Plan assets)	-	-
Net liability recognised in the Balance Sheet		
Present value of defined benefit obligation	420.57	353.34
Fair value of the plan assets	-	-
Funded status (Deficit)	(420.57)	(353.34)
Unrecognised past service cost	-	-
Net liability recognised in the Balance Sheet	420.57	(353.34)
<u>Components of employer's expenses</u>		
Interest cost	25.62	21.11
Current service cost	66.01	51.98
Past service cost	-	-
	91.63	73.09
<u>Actuarial assumptions</u>		
Discount rate	7.50%	7.25%
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 2023	As at 31 March 2022	As at 31 March 2021	As at 31 March 2020	As at 31 March 2019
Present value of DBO at the end of the year	420.57	353.34	291.13	254.95	213.85
Experience adjustments on Plan assets/liabilities (gain) /loss	56.17	13.45	16.71	0.80	3.02

Sensitivity Analysis for significant actuarial assumptions

Particulars	Year ended 31 March 2023		Year ended 31 March 2022	
	Decrease	Increase	Decrease	Increase
Defined Benefit Obligation (Base)				
Discount Rate (- / + 1%)	463.01	384.15	388.23	323.04
(% change compared to base due to sensitivity)	10%	-9%	10%	-9%
Salary Growth Rate (- / + 1%)	385.40	461.04	324.54	386.13
(% change compared to base due to sensitivity)	-8%	10%	-8%	9%
Attrition Rate (- / + 1%)	419.09	421.67	352.73	353.72
(% change compared to base due to sensitivity)	0%	0%	0%	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 2023	As at 31 March 2022
Discount rate	7.50%	7.25%
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 2023 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 2023	As at 31 March 2022
i)	the principal amount remaining unpaid to supplier as at the end of the year	1,933.62	1,206.03
ii)	the interest due on the principal remaining outstanding as at the end of the year	1.40	4.12
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	15.74	29.24
v)	the amount of interest accrued and remaining unpaid at the end of the year	233.23	216.09
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.132.05 lakhs (previous year Rs.Nil) 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 2023

(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 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022	For the year ended 31 March 2023	For the year ended 31 March 2022
Revenue (including duty drawback and other export incentives)	20,357.47	17,283.24	17,893.69	13,017.75	-	-	38,251.16	30,300.99
Intersegment revenue	901.87	2,040.37	-	-	(901.87)	(2,040.37)	-	-
Total revenue from operations							38,251.16	30,300.99
Segment results	1,754.37	190.30	2,654.82	2,599.06	-	-	4,409.19	2,789.36
Add: Interest Income							3.25	3.39
Less: Interest Expenses							472.49	425.00
Net interest income/ (expense)							469.24	421.61
							3,939.95	2,367.75
Less: Other un-allocable (expense)/Income (net of un-allocable income/expense)							-	-
Net Profit before tax							3,939.95	2,367.75
Less: Tax (Current and deferred)							1,251.06	669.80
Net Profit after tax							2,688.89	1,697.95
Other comprehensive income/(expenses)							(34.06)	(4.25)
Total Comprehensive income							2,654.83	1,693.70
Other information								
Segment Assets	17,844.97	15,465.80	4,283.31	3,077.70		-	22,128.28	18,543.50
Add: Unallocable assets							730.42	874.13
Intersegment assets	-	5,639.33	-	-	-	(5,639.33)	-	-
Total Assets							22,858.70	19,417.63
Capital expenditure	7,136.20	6,162.77	134.08	67.97			7,270.28	6,230.74
Add: Unallocable Capital expenditure							201.18	251.39
Total Capital expenditure							7,471.46	6,482.13
Segment Liabilities	8,343.93	4,929.69	3,644.17	3,136.42			11,988.10	8,066.11
Add: Unallocable liabilities							1,789.20	4,924.95
Add: Capital employed	4,632.01	2,896.25	6,265.13	5,067.30			9,081.40	6,426.57
Total Liabilities							22,858.70	19,417.63
Depreciation and amortisation	942.77	750.96	42.85	415.72			985.62	1,166.68
Add: Unallocable depreciation							80.12	80.76
Total depreciation and amortization							1,065.74	1,247.44
Other non cash adjustments								
Provision for Warranty							(260.84)	(12.77)
Provision for slow moving stock							(25.14)	90.57
Provision for doubtful trade receivable/advances							16.94	-
Provisions no longer required written back							264.30	56.16
Unrealised foreign exchange (loss)/ gain							17.63	(1.58)

(ii) Secondary segment reporting by geographical segments

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

Particulars	Domestic	Overseas	Total
	For the year ended 31 March 2022	For the year ended 31 March 2022	For the year ended 31 March 2022
Segment revenue	21,376.41	8,924.58	30,300.99
Non-Current assets other than financial assets and deferred tax assets	6,964.61	-	6,964.61

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 but with which no transactions have taken place during the year:-

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

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

Nature of the relationship	Name of the Company/ Party
1 Ultimate Holding company	Forvia SE (Formerly "Faurecia SE")
2 Intermediate Holding company	Hella GmbH & Co. KGaA, Germany (Formerly "Hella KGaA Hueck & Co.")
3 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 Innenleuchten-Systeme Bratislava, Solakia
	Hella Japan Inc. , Japan
	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 Lighting s.r.o.(Formerly "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 LLC, Russia
	Hella S.A.S. France
	Hella Autotechnik Nova, s.r.o.
	Hella Gutmann Solutions GmbH
	Hella Pagid GmbH
	Hella Automotive Mexico S.A.
	Hella Shanghai Electronics Co., Ltd.
	Hella Electronics Corporation
	Jiaxing Hella Lighting Co. Ltd
3 Key management personnel	Mr. Rama Shankar Pandey (Managing Director Upto 31.12.2022)
	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)
	Ms. Aakritee Khanna (Company Secretary)

c) Related party transactions:

Nature of transaction	Year Ended 31 March 2023	Year Ended 31 March 2022
Sale of products		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	4,198.83	3,562.96
Fellow subsidiaries		
- Hella India Automotive Private Limited	-	8.95
- Hella Fahrzeugteile Austria GmbH	196.39	244.21
- Hella Australia Pty. Limited	9.03	7.49
- Hella Asia Singapore Pte Ltd.	1.95	0.16
- Hella Automotive Sales, Inc (Formerly Hella Inc., United States of America)	1,340.50	1,738.33
- Hella Automotive South Africa (Pty.) Ltd.	218.05	276.66
- Hella Middle East FZE	673.63	507.82
- Hella Trading (Shanghai) co. ltd.	11.06	16.88
- Hella Romania SRL	1.56	1.05
- Hella do Brasil Automotive Ltda	33.59	33.64
- Hella LLC, Russia	-	137.25
- Hella New Zealand Limited	9.29	5.93
- Hella S.A.S France	-	4.65
- Hella Innenleuchten-Systeme GmbH	1.65	-
	2,496.70	2,983.02
	6,695.53	6,545.98
Purchase of raw materials		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	411.95	500.39
Fellow subsidiaries		
- Hella India Automotive Private Limited	871.21	900.34
- Hella Fahrzeugteile Austria GmbH	218.22	151.45
- Hella New Zealand Limited	54.81	49.41
- Hella Pagid GmbH	-	95.52
- Hella Saturnus Slovenija d.o.o.	14.14	89.24
- Hella Autotechnik Nova, s.r.o.	18.99	-
- Manufacturas y Accesorios Electricos, S.A	0.09	-
- Docter Optics SE	36.16	-
- Hella Shanghai Electronics Co., Ltd.	0.52	7.64
- Hella Australia Pty. Limited	2.22	8.31
- Hella Slovakia Lighting s.r.o.(Formerly Hella Slovakia Signal-Lighting s.r.o)	2.31	2.03
- Hella Innenleuchten-Systeme GmbH	0.58	23.84
- Hella Automotive Mexico S.A.	0.32	0.93
- HELLA BHAP(Sanhe)Automotive Lighting Co.,Ltd	0.09	-
- Hella Electronics Corporation	0.09	2.24
- Hella Romania SRL	557.27	351.97
- Hella Innenleuchten System Bratisallva S.R.O	-	0.64
	1,777.02	1,691.20
	2,188.97	2,191.59
Other operating revenue - development income		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	1,692.23	777.33
Fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	3.82	44.42
- Hella Romania SRL	4.48	10.03
- Hella Automotive Mexico S.A.	9.72	-
- Hella Autotechnik Nova, s.r.o.	3.22	-
- Hella Gutmann Solutions GmbH	415.70	282.75
- Jiaxing Hella Lighting Co. Ltd	2.86	7.62
- Hella Australia Pty. Limited	0.77	-
- Hella New Zealand Limited	29.62	7.80
	470.19	352.62
	2,162.42	1,129.95

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Notes to Ind AS financial statements for the year ended 31 March 2023
(All amounts are in Lakh Indian Rupees except number of shares)

Nature of transaction	Year Ended 31 March 2023	Year Ended 31 March 2022
Other income		
Ultimate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	39.22	-
Fellow subsidiaries		
- Hella Romania SRL	18.78	-
	58.00	-
Legal and professional		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	27.95	25.37
(Guarantee fee for guarantee given against the cash credit facility availed by the Company)		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	44.47	31.09
(Service specific contract for Purchase services and misc. training)		
- Hella Saturnus Slovenija d.o.o.	0.72	-
	73.14	56.46
Fellow subsidiaries		
- Hella India Automotive Private Limited	62.49	62.49
	135.63	118.95
Interest expense		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	133.98	219.36
Other operating expenses		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	5.99	5.82
Fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	5.77	-
- HELLA Autotechnik Nova, s.r.o.	0.82	1.57
- Hella Romania SRL	10.29	3.25
- Hella India Automotive Private Limited	-	1.76
- Hella Electronics Corporation	0.30	-
	16.88	6.58
	22.87	12.40
Repair and maintenance – others (IT expenses)		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	695.71	621.00
Royalty expenses		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	382.24	219.55
Purchase of property, plant and equipment		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	43.44	7.39
(Interest capitalized on borrowing)		
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	13.27
- HELLA Innenleuchten-Systeme GmbH	0.10	0.02
	39.15	13.29
	82.59	20.68
Sale of project tools		
Fellow subsidiaries		
- Hella India Automotive Private Limited	-	21.00

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Notes to Ind AS financial statements for the year ended 31 March 2023
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Nature of transaction	Year Ended 31 March 2023	Year Ended 31 March 2022
Reimbursement of expenses		
To fellow subsidiaries		
- Hella India Automotive Private Limited	20.56	2.07
- Hella Automotive Sales, Inc (Formerly Hella Inc., United States of America)	8.17	-
- Hella Romania SRL	2.25	-
	30.98	2.07
Reimbursement of expenses		
From Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	28.21	-
From fellow subsidiaries		
- Hella India Automotive Private Limited	25.39	9.56
- Hella Fahrzeugteile Austria GmbH	6.84	-
- Hella Middle East FZE	1.10	-
- Hella Romania SRL	0.40	0.89
	33.73	10.45
	61.94	10.45
Loan repayment		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	1,250.00	625.00
Managerial remuneration*		
Key management personnel		
- Rama Shankar Pandey	165.36	172.74
- Manoj Singh	24.81	-
- Venugopal Anandhan	18.68	-
- Amit Bhardwaj	41.09	22.57
- Aakritee Khanna	9.11	7.67
	259.05	202.98
* 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 2023	As at 31 March 2022
Trade receivables		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	2,031.47	829.08
Fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	58.64	67.79
- Hella Australia Pty. Limited	1.71	1.53
- Hella Automotive Sales, Inc (Formerly Hella Inc., United States of America)	99.23	972.19
- Hella Automotive South Africa (Pty.) Ltd.	43.67	102.48
- Hella Middle East FZE	196.31	34.86
- Jiaxing Hella Lighting Co. Ltd	-	7.59
- Hella Gutmann Solutions GmbH	54.90	25.27
- Hella Trading (Shanghai) co. ltd.	9.78	11.16
- Hella Romania SRL	1.34	-
- Hella LLC, Russia	-	19.33
- Hella do Brasil Automotive Ltda	19.95	20.23
- Hella New Zealand Limited	17.95	-
- Hella Automotive Mexico S.A.	9.63	-
- Hella Asia Singapore Pte Ltd.	1.23	-
	514.34	1,287.70
	2,545.81	2,116.78
Other assets - unbilled revenue		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	79.12	-
Fellow subsidiaries		
- Hella Fahrzeugteile Austria GmbH	0.49	-
- Hella Australia Pty. Limited	0.77	-
- Hella New Zealand Limited	3.93	-
	5.19	-
	84.31	-
Borrowings		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.) (Term loan in an Indian currency)	625.00	1,875.00
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.) (Non-convertible, non-cumulative, redeemable preference shares of Rs. 100 each fully paid up)	640.67	574.27
	1,265.67	2,449.27

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Particulars	As at 31 March 2023	As at 31 March 2022
Trade payables		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	647.70	562.35
Fellow subsidiaries		
- Hella India Automotive Private Limited	303.55	590.68
- Hella Fahrzeugteile Austria GmbH	53.02	105.57
- Hella Saturnus Slovenija d.o.o.	4.51	1.97
- Hella Innenleuchten-Systeme GmbH	0.22	1.43
- Hella Electronics Corporation	0.43	1.47
- Hella New Zealand Limited	12.83	37.98
- Hella Australia Pty. Limited	0.65	4.96
- Hella Shanghai Electronics Co., Ltd.	1.80	2.12
- Hella Romania SRL	75.12	230.23
- Manufacturas y Accesorios Electricos, S.A	0.10	-
- Docter Optics SE	7.06	-
- HELLA BHAP(Sanhe)Automotive Lighting Co.,Ltd	0.10	-
- Hella Pagid GmbH	-	21.99
- Hella Automotive Mexico S.A.	0.32	0.27
- Hella Slovakia Lighting s.r.o.(Formerly Hella Slovakia Signal-Lighting s.r.o)	0.33	2.03
- Hella Autotechnik Nova, s.r.o.	10.06	-
	470.10	1,000.70
	1,117.80	1,563.05
Other financial Liabilities		
Intermediate holding company		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	57.46	114.19
Bank guarantee		
- Hella GmbH & Co. KGaA, Germany (Formerly Hella KGaA Hueck & Co.)	3,300.00	2,500.00
(Bank guarantee given by Intermediate holding company against the cash credit facility availed by the Company)		

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 2023	As at 31 March 2022
Right-of-use assets		
Building	448.78	238.15
Vehicles	-	-
Total	448.78	238.15
Particulars	As at 31 March 2023	As at 31 March 2022
Lease liabilities		
Current	104.14	63.45
Non-current	363.55	190.92
Total	467.69	254.37
Maturity analysis of lease liabilities		
Particulars	As at 31 March 2023	As at 31 March 2022
Within one year	104.14	63.45
Later than one year but less than five years	363.55	179.97
Later than five years	-	10.95
Total	467.69	254.37

(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	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation charge of right-of-use of assets		
Building	80.12	78.96
Vehicles	-	1.80
Total	80.12	80.76

Particulars	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest expense on lease liabilities (included in finance cost)	24.38	19.59
Expenses relating to short term and low value leases (included in other expenses)	105.83	71.98
The total cash outflow for leases for the year ended were Rs. Lakhs	101.81	174.72

(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 2023	As at 31 March 2022
Profit after tax	2,688.89	1,697.95
Weighted average number of equity shares outstanding during the year	31,71,400	31,71,400
Basic and diluted earnings per share in rupees (face value – Rs. 10 per share)	84.79	53.54

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.

4.40 Additional information

a) Expenditure in foreign currency

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
Travelling and conveyance	46.73	-
Interest expenses	133.98	219.36
Repairs and maintenance- others (IT expenses)	695.71	621.00
Legal and professional	79.98	59.10
Purchase of capital goods	192.77	-
Royalty	382.24	219.55
Other expenses	39.61	17.77

b) Earnings in foreign currency

Particulars	Year ended 31 March 2023	Year ended 31 March 2022
F.O.B. value of exports	6,801.51	6,583.00
Other operating revenue (Development of tools)	2,162.42	2,326.38
Other income (Testing of Electronic Part)	58.00	15.20

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 2022	Additions	Reversal/ Adjustment	As at 31 March 2023
Provision for warranty* (including additional warranty on interior lamp of Rs. Nil (previous year Rs.243.08 lakhs))	316.81	-	260.84	55.97
Particulars	As at 1 April 2021	Additions	Reversal/ Adjustment	As at 31 March 2022
Provision for warranty* (including additional warranty on interior lamp of Rs.243.08 lakhs (previous year Rs.243.08 lakhs))	329.58	-	12.77	316.81

* 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 current financial year and all dues of the Company has also been settled during the current 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 has been reversed in the books of account during the 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 2023	For the year ended 31 March 2022
a) Amount required to be spent during the year	19.64	8.52
b) Amount of expenditure incurred*	19.64	13.00
c) Shortfall at the end of the year	-	-
d) Total of previous years shortfall	-	-
e) Reason for shortfall	NA	NA
f) Nature of CSR activities: Donation for road safety activities and donation for employment enhancing vocation skills		
*includes Rs.4.48 lakhs carried forward from excess spent in previous financial year		

4.43 Capital management:

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

- To ensure the company's ability to continue as a going concern.
- Maintaining a strong credit rating and healthy debt equity ratio in order to support business and maximize the shareholders' value.
- Maintain an optimal capital structure.
- 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:

- Compliance of financial covenants of borrowing facilities.
- 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 shareholders.

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.

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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 2023 and at 31 March 2022:

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
Trade payables	6,603.47	6,603.47	-	6,603.47	-	-	-	6,603.47
Borrowings								-
Non-cumulative Non-convertible Redeemable Preference Shares	640.67	11,436.30	-	-	-	5,000.00	6,436.30	11,436.30
Term loan from related party (including current maturities)	625.00	625.00	-	-	625.00	-	-	625.00
Other financial liabilities								
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
	12,352.72	23,242.04	3,451.73	7,203.85	730.76	5,419.40	6,436.30	23,242.04

As at 31 March 2022

Particulars	Carrying amount	Contractual cash flows	On demand	Less than 3 months	3 to 12 months	1 to 5 years	> 5 years	Total
Trade payables	6,014.28	6,014.28	-	6,014.28	-	-	-	6,014.28
Borrowings								
Non-cumulative Non-convertible Redeemable Preference Shares	574.27	11,436.30	-	-	-	-	11,436.30	11,436.30
Term loan from related party (including current maturities)	1,875.00	1,875.00	-	-	1,250.00	625.00	-	1,875.00
Other financial liabilities								
Loan repayable on demand	2,453.15	2,453.15	2,453.15	-	-	-	-	2,453.15
Lease liability	254.37	328.12	-	22.07	60.58	234.37	11.10	328.12
Interest accrued and due	97.34	97.34	-	97.34	-	-	-	97.34
Payable on purchase of property, plant and equipment	247.27	247.27	-	247.27	-	-	-	247.27
Other financial liability	16.85	16.85	-	16.85	-	-	-	16.85
Payable to employees	230.61	230.61	-	230.61	-	-	-	230.61
Total	11,763.14	22,698.92	2,453.15	6,628.42	1,310.58	859.37	11,447.40	22,698.92

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

Particulars	As at 31 March 2023		As at 31 March 2022	
	(in original currency in lakhs)	(in Rupees)	(in original currency in lakhs)	(in Rupees)
Trade receivable				
- EURO	26.80	2,353.66	12.02	996.60
- USD	2.38	193.34	16.19	1,212.07
Unbilled revenue				
- EURO	0.91	79.61	-	-
- USD	0.06	4.70	-	-
Cash in hand and at bank				
- EURO	1.31	115.25	1.86	157.05
- USD	1.19	96.41	0.68	51.24
Trade payables				
- EURO	9.95	907.69	11.86	1014.83
- USD	8.38	713.52	6.01	460.83
- AUD	0.01	0.65	0.09	4.96
Capital creditors				
- EURO	-	-	0.17	14.56
- USD	0.21	17.45	0.13	10.27

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.

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.241.70 lakhs and Rs.150.55 lakhs for financial assets and financial liabilities respectively for the year ended 31 March 2022.

(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 2023	31 March 2022
Investments	-	-
Other financial assets (current and non - current)	164.08	127.52
Cash and bank balance	700.99	352.28
Trade receivables	6,844.87	5,481.77
Total	7,709.94	5,961.57

Particulars	As at	As at
	31 March 2023	31 March 2022
Not past due	5,684.76	3,391.92
Past due 0-180 days	2,008.24	2,089.00
Past due 180 days-one year	5.45	-
More than one year	11.49	128.37
Total	7,709.94	5,609.29

Movement of allowance for financial assets

Particulars	As at	As at
	31 March 2023	31 March 2022
Opening allowance for financial assets	9.16	35.18
Add: Addition in allowances during the year	16.94	-
Less: Adjusted/reversed during the year	9.16	26.02
Closing allowance for impairment in financial assets	16.94	9.16

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 2023		As at 31 March 2022	
	Carrying value	Fair value	Carrying value	Fair value
Financial assets				
Other financial assets- non current	115.38	115.38	100.04	100.04
Trade receivables	6,844.87	6,844.87	5,481.77	5,481.77
Cash and cash balance	700.99	700.99	352.28	352.28
Other financial assets- current	48.70	48.70	27.48	27.48
Total	7,709.94	7,709.94	5,961.57	5,961.57
Financial liabilities				
Borrowing	4,736.70	4,736.70	4,902.42	4,902.42
Trade payables	6,603.47	6,603.47	6,014.28	6,014.28
Other financial liabilities	544.86	544.86	592.07	592.07
Lease liabilities	467.69	467.69	254.37	254.37
Total	12,352.72	12,352.72	11,763.14	11,763.14

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, loans, investments, other financial assets, borrowings, trade payables and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments.

4.46 In February 2019, the Hon'ble Supreme Court of India vide its judgment and subsequent dismissal of the review petition in August 2019 had ruled in respect of compensation for the purpose of Provident Fund contribution under the Employee's Provident Fund Act. The Company has not assessed possible outcomes of the judgment on determination of provident fund contributions. However, the Company believes it is not probable that certain components paid by the Company will be subject to payment of Provident Fund due to the Supreme Court order. The Company will continue to monitor and evaluate its position based on future events and developments.

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 2023 (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;

- (a) 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
- (b) 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;

- (a) 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
- (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

4.51 Ratios

S.No	Particulars	Numerator	Denominator	As at 31.03.2023	As at 31.03.2022	Variance	% Change	Reason for change
1	Current Ratio (In times)	Current Assets	Current Liabilities	1.23	1.11	0.12	11.13%	Not required
2	Debt-Equity Ratio (In times)	Total Debt (including Current maturities of Long Term Borrowings and excluding lease liabilities)	Shareholder's Equity	0.14	0.38	(0.24)	-63.43%	Debt has been paid due to improved cashflow driven by excellent business performance in FY 2023
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	3.45	2.79	0.66	23.63%	Not required
4	Return on Equity Ratio (%)	Net Profits after taxes – Preference Dividend	Average Shareholder's Equity	29.61	26.42	3.19	12.07%	Not required
5	Inventory turnover ratio (In times)	Cost of goods sold	Average Inventory	5.11	5.15	(0.04)	-0.75%	Not required
6	Trade Receivables turnover ratio (In times)	Net sales = Total sales - sales return	Average Trade Receivable	6.21	6.42	(0.21)	-3.30%	Not required
7	Trade payables turnover ratio (In times)	Total purchases of raw material, store and spares and stock in trade	Average Trade Payables	3.95	3.22	0.73	22.71%	Not required
8	Net capital turnover ratio	Net sales = Total sales - sales return	Average Working capital = Current assets – Current liabilities	13.68	25.16	(11.48)	-45.64%	Variance driven by Inventory on account of Rivian & M-cell
9	Net profit ratio (%)	Net Profit	Net sales = Total sales - sales return	7.03	5.60	1.43	25.45%	Increase in revenue and effective control over expenses
10	Return on Capital employed (%)	Earnings before interest and taxes	Capital Employed = Tangible Net Worth + Total Debt + Deferred Tax	42.98	32.15	10.83	33.68%	Increase in profit and payment of ECB borrowing
11	Return on investment	Income generated from investments	Time weighted average investments	34.68	30.43	4.25	13.96%	Not required

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

4.52 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
Place: Gurugram
Date: August 08, 2023

Sd/-
Amit Bhardwaj
Chief Financial Officer
ACA-407431



If undelivered, please return to:
HELLA India Lighting Limited
CIN : U74899DL1959PLC003126

Registered Office : K-61B, LGF,
Kalkaji, New Delhi-110019
1800 103 5405 (TOLL FREE)