



HIGH ENERGY BATTERIES (INDIA) LIMITED

CIN: L36999TN1961PLC004606

Regd. Office: "Esvin House", No.13, Old Mahabalipuram Road, Perungudi, Chennai-600 096.

Phone: 044 – 24960335 / 39279318, Fax : 044 – 24961785

Email: investor@highenergyitd.com Web:www.highenergy.co.in

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014)

To

The Members of High Energy Batteries (India) Limited

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification (s) or re-enactment(s) thereof for the time being in force), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to other applicable laws and regulations, that the Special resolutions appended below are proposed to be passed by the Members of the Company through Postal Ballot include remote electronic voting ("e-voting"). The explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act pertaining to the proposed resolutions setting out the material facts concerning each resolution and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

SPECIAL BUSINESS:

1. Re-Appointment of Mr A L Somayaji, as an Independent Director

To consider, and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. A L Somayaji (DIN 00049772), Independent Director of the Company, who meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation".



2. Re-Appointment of Cmde R P Prem Kumar, as an Independent Director

To consider, and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Cmde. R P Prem Kumar (DIN 00049513), Independent Director of the Company, who meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation".

3. Re-Appointment of Mr M Natarajan, as an Independent Director

To consider, and if thought fit, to pass with or without modifications(s), the following resolution as a **Special Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr M Natarajan (DIN 06954693), Independent Director of the Company, who meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five consecutive years from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation".

(By Order of the Board)

For HIGH ENERGY BATTERIES (INDIA) LIMITED,

S.V. RAJU
Company Secretary

Place: Chennai
Date: 09.02.2019



NOTE

1. The Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 stating all material facts and the reasons for the proposed resolutions mentioned herein this notice is annexed hereto.
2. The Postal Ballot Notice along with the Postal Ballot Form is being sent by permitted mode to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on Monday, 11th February 2019. This Notice will be available on the Company's website www.highenergy.co.in and on the website of the CDSL www.evotingindia.com.
3. The details in respect of Director(s) seeking continuation of directorship, as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards 2 on General Meetings are annexed to this Notice.
4. Members whose names appear on the Register of Members / List of Beneficial Owners as on Monday, 11th February 2019 (**cut-off date**) will be considered for the purpose of voting.
5. Resolutions passed by the members through postal ballot are deemed to have been passed as if they have been passed at a general meeting of the members.
6. In compliance with the provisions of Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by Central Depository Services (India) Limited ("CDSL"). The instructions for e- voting are annexed to this Notice.
7. The members can opt for only one mode of voting, i.e., either by physical Postal Ballot form or e-voting. In case members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Form will be treated as invalid.
8. In case a member is desirous of obtaining a printed Postal Ballot Form or duplicate, he / she may send an e-mail to investor@highenergyltd.com. The Registrar and Transfer Agent / Company shall forward the same along with self addressed Business Reply Envelope to the member.
9. Voting rights of the Members shall be in proportion to their equity shares in the total paid up equity share capital of the Company as on Monday, 11th February 2019 (**cut-off date**).
10. A member cannot exercise his/her vote by proxy on postal ballot.



11. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions given in the enclosed Postal Ballot Form and return the Postal Ballot Form duly completed and signed, in the enclosed self-addressed Business reply Envelope to The Scrutinizer, M/s. Cameo Corporate Services Limited, Unit: High Energy Batteries (India) Limited, "Subramanian Building", V Floor, No.1, Club House Road, Chennai 600 002 so as to reach the Scrutinizer not later than close of working hours (ie 5.00 P.M.) on Wednesday, the 20th March, 2019. The postage will be borne by the company. However envelopes containing postal ballots, if sent by courier at the expense of the member will also be accepted. If any postal ballot is received after 5.00 P.M. on Wednesday, the 20th March, 2019, it will be considered that no reply from the member has been received.

12. The Board of Directors has appointed Mr A S Kalyanaraman, Practising Chartered Accountant (Membership No.201149) as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

13. The Scrutinizer will unblock the votes on Wednesday, the 20th March, 2019 at 5.00 P.M. in the presence of at least two witnesses not in the employment of the company.

14. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of the voting by postal ballot will be announced by the Chairman or any other officer of the Company duly authorized by Chairman, on Friday, the 22nd March, 2019 at 2.00 P.M. at the Registered Office of the Company at "Esvin House", 13, Old Mahabalipuram Road, Perungudi, Chennai 600 096 and the results will be intimated to BSE Ltd where the shares of the Company are listed. Additionally, the results of the voting by Postal Ballot will be posted on the website of the company www.highenergy.co.in and also on the website of CDSL www.evotingindia.com. The decision of the scrutinizer on the validity of Postal Ballot Forms and any other related matter shall be final.

15. The Date of declaration of the Postal Ballot results will be taken to be the date of passing the resolutions.

16. All the material documents, if any, referred to in the explanatory statement will be available for inspection at the registered office of the Company between 11:00 A.M. to 5.00 P.M on all working days (except Saturday and Sunday) from the date of dispatch of this Notice until the last date for receipt of votes by postal ballot /e-voting i.e. Wednesday, the 20th March 2019.



Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1 to 3

Re-Appointment of Independent Directors

Pursuant to the Provisions of the Companies Act read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 requires our company to have at least half of the Board of Directors as Independent Directors. Accordingly, our Company consists of 4 independent directors viz A L Somayaji, Cmde R P Prem Kumar, Mr M Natarajan and Mrs Lalitha Lakshmanan.

Section 149(10) provides that subject to the provisions of section 152 of the Companies Act, 2013, an independent director shall hold office for a term upto five consecutive years, but shall be eligible for re-appointment on passing of a special resolution. Section 149(11) states that independent director shall hold office for up to two consecutive terms.

The term of Independent Directors (Mr A L Somayaji, Cmde R P Prem Kumar, Mr M Natarajan) ends on 31st March 2019, as they were appointed for a fixed term of five years in the year 2014. The aforesaid Independent Directors are entitled to have second term in office for a tenure upto five years as Independent Directors. Such an appointment for second term shall however require to pass a Special resolution as per Section 149 (10) of the Companies Act, 2013.

Further, the Securities and Exchange Board of India amended SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015 and notified SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2018 (Amended Listing Regulations) vide its notification dated 09th May, 2018. According to Amended Listing Regulations, a listed entity is required to obtain the approval of Members of the company by way of Special Resolution to appoint or continue the directorship of any non-executive director, who has attained the age of seventy five years. The above mentioned new provision shall come into force with effect from April 1, 2019.

As per shareholder's approval obtained in the 53rd Annual General Meeting held on 21st July, 2014, Mr A L Somayaji was appointed as an Independent Director of the Company for a consecutive period of five years till 31st March 2019. Mr A L Somayaji has attained the age of seventy five years on January, 2019. His term as Independent Director ends on 31st March 2019 and thus it is necessary to seek approval of the shareholders by way of special resolution to re-appoint him as an Independent director of the Company.

Cmde R P Prem Kumar and Mr M Natarajan were also appointed as an Independent Director of the Company in the year 2014 for a consecutive period of five years till 31st March, 2019. The term of Cmde R P Prem Kumar and Mr M Natarajan, as Independent Directors ends on 31st March, 2019. Further, Cmde R P Prem Kumar and Mr M Natarajan are also attaining the age of 75 years during the second term of 5 years (April 2019 to March 2024) and thus it is necessary to seek approval of the shareholders by way of special resolution to re-appoint them as an Independent director of the Company.



The Nomination-cum-Remuneration Committee of the Board of Directors of the Company at its meeting held on 9th February 2019 on the basis of performance evaluation recommended the re-appointment of Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan, as Independent Directors for the second term from 1st April, 2019 to 31st March, 2024.

Following this, the Board of Directors at their meeting held on 9th February 2019 based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination-cum-Remuneration Committee, that Mr A L Somayaji is a person of high repute and has experience of over 5 decades in Legal profession. His in-depth knowledge in Legal areas and strategic guidance on business matters has helped the company to grow year by year. The Company will be greatly be benefitted by availing his expertise in legal and commercial matters over the last two decades. Mr A L Somayaji is quite active and alert and he is suitable for being continued as Independent director of the Company.

Further, Cmde R P Prem Kumar and Mr M Natarajan contributed through their expertise in Technical and Engineering for the growth of the company. The Company will be greatly benefitted by availing their scientific temper and technical expertise. The Board is of the view that having regard to the continuing good health, physical fitness and mental agility, it would be fit and proper to continue their tenure as Independent directors.

The Board thereupon decided to reappoint Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan, subject to the approval of members by special resolution, as Independent Directors of the Company, not liable to retire by rotation, and to hold office for a second term of five consecutive years from 1st April, 2019 to 31st March, 2024.

Accordingly it is proposed to seek approval of the Members to re-appoint Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan as Independent Directors of the Company (as set out in the resolution Nos 1 to 3 of the Notice) for a second term of five consecutive years from 1st April, 2019 to 31st March, 2024, not liable to retire by rotation.

The Company has received notices in writing from a member under Section 160 of the Companies Act, 2013, proposing the candidature of Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan for the office of Independent Directors of the Company.

Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent(s) to act as Directors.

Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 and the Rules made thereunder.

In the opinion of the Board, Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan fulfil the conditions for re-appointment as Independent Directors as specified in the Companies Act, 2013 and the Rules framed thereunder for their respective re-appointment as Independent Directors. Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan are independent of the management.



Brief profile / details of Independent Directors Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings is annexed hereto and forms an integral part of this Notice.

The Independent Directors would be eligible for sitting fee for attending the Board and Audit Committee meetings within the ceiling prescribed by the Act and as determined by the shareholders and the Board from time to time.

Copy of draft letters of re-appointment of Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan setting out the terms and conditions of re-appointment are available for inspection by the Members at the Registered Office of the Company during normal business hours on any working days, between 11:00 A.M. to 5.00 P.M on all working days (except Saturday and Sunday) from the date of dispatch of this Notice until the last date for receipt of votes by postal ballot /e-voting i.e. Wednesday, the 20th March 2019.

Mr A L Somayaji, Cmde R P Prem Kumar and Mr M Natarajan, are interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice in regard to their respective re-appointments.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the Special Resolutions set out at Item Nos. 1 to 3 of the Notice for approval of the Members.

(By Order of the Board)

For HIGH ENERGY BATTERIES (INDIA) LIMITED,

S.V. RAJU

Company Secretary

Place: Chennai

Date: 09.02.2019



The brief profile / details of Independent Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 on General Meetings;

Name of the Director	Mr A L Somayaji	Cmdr R P Prem Kumar	Mr M Natarajan
Director Identification Number (DIN)	00049772	00049513	06954693
Date of Birth	27.01.1944	12.01.1945	06.09.1946
Nationality	Indian	Indian	Indian
Date of Initial Appointment	23.03.2002	08.06.2002	30.09.2014
Qualifications	Graduate in Commerce, Graduate in Law (Senior Advocate)	Graduate in Science, Naval Technical staff course (Equivalent to M.Tech)	B.Tech (IIT Madras), M.Tech (IIT Mumbai) and M.Sc in Military Vehicle Technology, U.K
Experience (including Expertise in Specific functional area)	<p>Leading Senior Advocate and Solicitor having vast experience in Constitutional matters and other General laws</p> <p>He is in the Editorial Board of "Supreme Today", Current Tamilnadu Cases," – Labour Law Journal and Sales tax case". He is legal advisor to various companies</p>	<p>Senior Officer (Retd) of the Naval Armament Inspectorate, Indian Navy and has coordinated various classified projects and R&D programmes.</p> <p>He was responsible in establishing Quality Assurance system for strategic weapon manufacturing.</p>	<p>Over 30 years of experience in DRDO and worked on several important project assignments related to design and development of tracked vehicle.</p> <p>He was the Director of CVRDE (Combat Vehicle Research and Development Establishment) in 1989.</p> <p>He took over as Director General, DRDO and Secretary, Department of Defence R&D, Ministry of Defence, Govt of India in 2004.</p>



Prestigious Positions / Awards	He held the position of Advocate General, Govt of Tamilnadu	Awarded the Vishisht Seva Medal by the President of India	<p>He held the position of Scientific Advisor to Defence Minister till 2008.</p> <p>Awarded the "Best Scientist Award" for his contributions to the success of MBT Arjun. Technology Leadership Award by DRDO.</p> <p>"PADMASHRI" Award conferred by the Govt of India in 2003.</p> <p>C V Raman Birth Centenary Award carrying Gold Medal conferred by Honbl'e Prime Minister of India in 2008.</p>
Terms and conditions of re-appointment	Non Executive and Independent Director , not liable to retire by rotation	Non Executive and Independent Director , not liable to retire by rotation	Non Executive and Independent Director , not liable to retire by rotation
Details of Shares held in the Company	Nil	Nil	Nil
List of Other Companies in which the directorship held as on 09 th February 2019	<p>Esvi International (Engineers & Exporters) Limited</p> <p>Commercial Laws of India Pvt Ltd</p> <p>Seshasayee Paper and Boards Ltd</p>	Nil	Addison & Co. Ltd
Chairmanship / Membership of the *Committees of the Board of other companies in which he is a Director as on 09 th February 2019	Audit Committee Member in Seshasayee Paper and Boards Ltd	Nil	Nil
No.of Board Meetings attended during the Financial Year 2018 till the date of this notice	Held: 3	Held: 3	Held: 3
	Attended: 3	Attended: 3	Attended:3
Relationship with other Directors	Nil	Nil	Nil

* The Committees include the Stakeholders Relationship Committee, Audit Committee and Nomination-Cum-Remuneration Committee.



INSTRUCTIONS FOR E-VOTING

1. E-Voting commences on Monday, the 18th February 2019 (10.00 AM) and ends on Wednesday, the 20th March, 2019 (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 ie Monday, 11th February 2019 may cast their vote electronically. The e-voting module shall be disabled by Central Depository Services (India) Limited (CDSL) for voting thereafter.
2. Instructions for e-Voting for members receiving an email from CDSL pursuant to their email IDs having been registered with the company/ Depository Participants:
 - (i) User ID and password are required for e-Voting. If you are holding shares in Demat form and logged on to www.evotingindia.com and cast your vote earlier for EVSN of any company, then your existing login id and password are to be used. Else, follow clause (v) to (vii) for login.
 - (ii) Launch the internet browser during the voting period. Type the URL in the address bar www.evotingindia.com. Home screen opens.
 - (iii) Click on "Shareholders" tab to cast your vote.
 - (iv) Now, select the Electronic Voting Sequence Number - "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (v) Now, fill up the following details in the appropriate boxes:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	Folio Number registered with the Company
PAN*	Enter your 10 digit alpha-numeric *PAN (case sensitive) issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders).	
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.	
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.	



* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in block letters and the sequence number (8 digits) printed in the Postal Ballot Form in the PAN Field. Eg. If your name is Ramesh Kumar and sequence number 00001234 then enter RA00001234 in the PAN field.

please enter any one of the details in order to login.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
 - (vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (viii) Select EVSN (Electronic Voting Sequence number) **190211004** of High Energy Batteries (India) Limited.
 - (ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - (xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
3. Members holding shares in physical form, may kindly follow all the steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 4. If a Demat account holder has forgotten the login password then enter the User ID and the image verification code and click on Forgot password & enter the details as prompted by the system.
 5. During the voting period, security holders can login any number of times till they have voted on all the resolutions. They can also decide to vote only on some of the resolutions.
 6. E-voting cannot be exercised by a proxy. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and



register themselves, link their account which they wish to vote on and then cast their vote. A scanned copy of the Board Resolution and Power of Attorney(POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

7. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or send an email to helpdesk.evoting@cdslindia.com. The official designated to address the e- voting grievances in this regard will be Name: Rakesh Dalvi, Designation Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg, Lower Parel (E), Mumbai 400 013, Phone No: 1800 225 533, Email ID: helpdesk.evoting.cdslindia.com.
