



HIGH ENERGY BATTERIES (INDIA) LIMITED

(ISO 9001 : 2008 & ISO 14001 : 2004 Company) CIN L36999TN1961PLC004606

Registered Office :
Esvin House,
P.B. No.5068, Perungudi,
Chennai - 600 096.
India

March 30, 2019

CMDE. R P Prem Kumar
"Sri Venkatesa Nilayam"
Flat 3B, Rear Block
107 St Mary's Road
Chennai 600 018

Dear Sir,

Sub: Independent Director – Letter of Re-appointment

We are pleased to inform you that the shareholders of the company have passed the Special Resolution through Postal Ballot on 22.03.2019, reappointing you 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.

Section 149(8) of the Companies Act, 2013 read with Schedule IV thereto *inter alia* requires a company to issue a formal Letter of Appointment to Independent Directors. This letter along with the detailed profile of the Independent Director shall be disclosed on the website of the company.

We are accordingly pleased to issue this Letter of Re-appointment, setting out the terms in deference to the above stipulations as attached.

We would request that the duplicate of this Letter of Re-appointment be signed and returned for our records.

With regards

Sincerely yours

N Gopalratnam
Chairman

Encl: as above

Phone : 91-44-24960335, 39279319 Fax: 91-44-24961785, E-mail: hebcnn@md4.vsnl.net.in

Works : Pakkudi Road, Mathur 622 515, Pudukottai District. Phone: 91-431- 2660 323, 2660 324 Fax: 91-4339-250 516 E-mail: info@highenergy ltd.com

Accounts Office : Pakkudi Road, Mathur 622 515, Near Trichirappalli, India

Delhi Office : No. B-213, IInd Floor, Phase - 1, Naraina Industrial Area, New Delhi - 110 028. Phone : 91-11-25792559 Fax : 91-11-25792560

LAB / Unit : IV High Energy Batteries (India) Ltd. (Lead Acid Battery Plant) SENE- 22/24, Besiarum Road, Mathur - 622 515, Pudukottai Dist. Phone: 91-431-24960335, 39279319



Annexure to Letter of Re-appointment for Independent Director

1. *Name of Director* : Cmde R P Prem Kumar
2. *Term of Appointment* : 1st April, 2019 to 31st March, 2024
3. *Board Expectation:*
 - i) You will sustain your independence and continue to fulfill the criteria specified u/s 149(6) of the Companies Act, 2013 for being considered independent during the entire tenure.
 - ii) You will abide by the Code for Independent Directors specified in Schedule IV to the Companies Act, 2013.
 - iii) You will promptly file the declarations and/ or confirmation required under the Company Law, SEBI regulations and other legislations.

4. Committees

You have already been serving in the following Committees of the Company:

<i>Name of the Committee</i>	<i>Position</i>	<i>First Date of Appointment</i>
Nomination cum Remuneration Committee	Member	19.01.2008
Audit Committee	Member	30.05.2014

You will continue to serve in all these Committees and you are well aware of the tasks involved in each of these Committees. You may write to the Company Secretary for any clarification or confirmation required.

5. Duties and Responsibilities

Directors are in essence trustees and have fiduciary duties. They are therefore to display utmost care, skill and diligence in the exercise of their powers and functions on behalf of the company. The general obligations and liabilities of a director are essentially based on the common law principles.

Section 166 of the Companies Act, 2013 has now made specific prescription outlining the duties of directors. Part III of Schedule IV to the Companies Act, 2013 has further listed the duties of an Independent Director. You are requested to take note of these provisions.



6. Insurance Cover

Our company has taken a Directors & Officers (D&O) insurance cover to protect directors against any eventual claim or liability in the discharge of their functions. Presently the sum insured is Rs.100 lacs.

7. Code of Business Ethics

The company has prescribed a code of conduct for directors and senior management personnel. It has also framed a code of conduct for prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992.

You are requested to conform to these codes and give annual declarations of compliance.

8) Negative List

You will during your tenure as independent director -

- iv) not deal with the company either directly or indirectly in a manner to prejudice your status as independent director.
- v) not deal in the securities of the company during periods of closed window and during other times except with due disclosures to the Board as required.
- vi) not act in a manner leading to conflict of interest at any point in time.

9) Remuneration

- i) You are eligible for sitting fee for attending every meeting of the Board or Committee at rates fixed by the Board from time to time.
- ii) You will be eligible for reimbursement of expenses for attending Board or Committee meetings or in relation to other business purposes of the company.



Profile of Independent Director

Name of Director	Cmde R P Prem Kumar
Qualification	Graduate in Science, Naval Technical Staff Course (Equivalent to M.Tech.)
DIN	00049513
Date of Birth	12.01.1945
Date of Initial Appointment	08.06.2002
Profession / Experience in specific functional areas	Senior Officer (Retd.) of the Naval Armament Inspectorate, Indian Navy and has coordinated various classified projects and R & D programs. He was responsible in establishing Quality Assurance system for strategic weapon manufacturing.
Prestigious Positions / Awards	Awarded the Vishisht Seva Medal by the President of India.
Details of Shares held in the Company	Nil
Directorship held in Other Companies	Nil
Relationship with other Directors	Nil