



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

Ref: SECY/ 2019 – 20/079

August 3, 2019

Dr.Vijayamohan K Pillai
Professor & Chair
Chemistry
Indian Institute of Science Education and Research (IISER)-Tirupati
Transit Campus: Sree Rama Engineering College
Karakambadi Road, Mangalam B.O.
Tirupati 517507, Andhra Pradesh

Dear Sir,

Sub: Independent Director – Letter of Appointment

We are pleased to inform you that the shareholders of the company have passed the Resolution at the 58th Annual General Meeting held on Saturday, the 3rd August, 2019, appointing you as an Independent Director of the company to hold office for a fixed term from 3rd August, 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 Appointment, setting out the terms in deference to the above stipulations as attached.

We would request that the duplicate of this Letter of 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



Annexure to Letter of Appointment for Independent Director

1. *Name of Director* : Dr. Vijayamohanan K Pillai
2. *Term of Appointment* : 3rd August, 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 will serve on such Committees as you may be appointed from time to time by the Board of Directors.

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 -

- i) not deal with the company either directly or indirectly in a manner to prejudice your status as independent director.
- ii) 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.
- iii) 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 the Director	Dr. Vijayamohan K Pillai
Director Identification Number (DIN)	07308120
Date of Birth	28.05.1960
Date of Initial Appointment	22.03.2019
Qualification	Ph.D from Indian Institute of Science
Experience (including Expertise in specific functional areas)	Leading Electrochemist. He worked in many areas of electrochemical power sources, electrochemical sensors and bio electrochemistry for over three decades at the National Chemical Laboratory, pune. At present he is a professor and Chair Chemistry at IISER , Tirupati
Details of shares held in company	Nil
Directorship in other listed companies	Nil
Relationship with other directors, Manager and Key Managerial Personnel	Nil
