



HIGH ENERGY BATTERIES (INDIA) LIMITED

CIN: L36999TN1961PLC004606

Regd. Office: "ESVIN House", 13 Old Mahabalipuram Road, Perungudi, Chennai 600096

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

Email : investor@highenergyltd.com, Web: www.highenergy.co.in

NOTICE OF 55th ANNUAL GENERAL MEETING, REMOTE E-VOTING INFORMATION AND BOOK CLOSURE

Notice is hereby given that

1. the 55th Annual General Meeting ("AGM") of the Company will be held at New Woodlands Hotel Pvt. Ltd., No.72-75 Dr. Radhakrishnan Road, Mylapore, Chennai 600 004 on Saturday, the 30th July 2016 at 11.00 A.M. to transact the Ordinary and Special Business, as set out in the Notice of the AGM.
2. Notice of the AGM and the Annual Report for 2015-16 has been couriered to all the members at their registered address on 7th July 2016. The same is also available on the Company's Website: www.highenergy.co.in.
3. Members holding shares either in physical form or in dematerialized form, as on the cut-off date of 23rd July 2016, may cast their vote electronically on the Ordinary and Special Business as set out in the Notice of AGM through electronic voting system of Central Depository Services (India) Ltd. ("CDSL") from a place other than venue of the AGM ("remote e-Voting"). All the members are informed that
 - (a) the Ordinary and Special Business as set out in the Notice of AGM may be transacted through voting by electronic means.
 - (b) the remote e-Voting shall commence on 27th July 2016 at 9.00 A.M.
 - (c) the remote e-Voting shall end on 29th July 2016 at 5.00 P.M.
 - (d) the cut-off date for determining the eligibility to vote by electronic means or at the AGM is 23rd July 2016.
 - (e) any person who acquires share of the Company and become member of the Company after despatch of the Notice of AGM and holding shares as of the cut-off date i.e. 23rd July 2016, may follow the manner of e-voting instructions given in the Notice to Shareholders, which is available in the Company's website www.highenergy.co.in to create User ID and password. However, if a person is already registered with CDSL for e-Voting, then existing user ID and Password can be used for casting vote.
 - (f) members may note that
 - (i) the remote e-Voting module shall be disabled by CDSL after the aforesaid date and time for voting and once the vote on a resolution is cast by member, the member shall not be allowed to change it subsequently.
 - (ii) the facility for voting through ballot paper shall be made available at the AGM and the members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again; and
 - (iii) a person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as voting at the AGM through ballot paper.
 - (g) the Notice of AGM is available on the Company's website www.highenergy.co.in and also on the CDSL's website <https://www.evotingindia.com>
 - (h) In case of any queries or issues regarding e-voting, members 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. or contact Mr. Wenceslaus Futardo, Deputy Manager, Central Depository Services (India) Ltd., 16th Floor, Dalal Street, Fort, Mumbai 400001. Phone No.18002005533 who will address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the above mentioned email ID or the Registered Office address.
4. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Monday, the 25th July 2016 to Saturday, the 30th July 2016 (both days inclusive) for Annual Closing.

For **HIGH ENERGY BATTERIES (INDIA) LIMITED,**

S V RAJU

Company Secretary

Place : Chennai

Date : 08.07.2016



NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 55th Annual General Meeting of HIGH ENERGY BATTERIES (INDIA) LIMITED will be held at 11.00 A.M on Saturday, the 30th July 2016 at **New Woodlands Hotel Pvt. Ltd., No.72-75, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004**, to transact the following business:

ORDINARY BUSINESS

1. To consider and adopt the Financial Statements of the company for the year ended 31st March 2016 and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Mr. N Gopalaratnam (holding DIN 00001945) who retires by rotation and being eligible offers himself for re-appointment.
3. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the company do hereby ratify the appointment of auditors made by the shareholders at the 53rd AGM as under:

- i) M/s R.Subramanian and Company, Chennai (Firm Registration No.004137S) to hold office till the conclusion of 56th Annual General Meeting.
- ii) The Board of Directors be and are hereby authorized to fix their remuneration on the recommendation of Audit committee”.

SPECIAL BUSINESS – ORDINARY RESOLUTION

4. APPOINTMENT OF MRS. LALITHA LAKSHMANAN AS AN INDEPENDENT NON-EXECUTIVE DIRECTOR

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of Section 149, 152 and any other applicable provision of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules,2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulations 16(b) and 17(1) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 Mrs. Lalitha Lakshmanan (holding DIN 07140032),who was appointed as an Additional Director of the company by the Board of Directors with effect from 28th May,2016, in terms of Section 161(1) of the Act and whose term of office expires at the Annual General Meeting and in respect of whom the Company has received notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as a Independent Non-Executive Director of the Company to hold office for a fixed term from 30th July 2016 to 31st March 2021.”

(By Order of the Board)
for HIGH ENERGY BATTERIES (INDIA) LIMITED

S.V. RAJU
Secretary

Chennai
May 28, 2016

NOTICE TO THE SHAREHOLDERS

NOTES

1. **A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself and such proxy need not be a member of the Company.**
2. Proxies in order to be effective, must be received at the Registered Office of the Company not later than 48 hours before the meeting i.e. 11.00 A.M. 28th July 2016.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, 25th July, 2016 to Saturday, 30th July, 2016 (both days inclusive).
4. Members holding shares in Physical Form are requested to notify promptly any change in their address to the Registrar and Share Transfer Agent of the Company, M/s. Cameo Corporate Services Limited, Chennai - 600002 by quoting their Membership Number, besides changes, if any, in dividend mandates given by them. Members holding shares in Electronic Form may communicate the above information to their respective Depository Participants.
5. Members holding shares in Demat form are requested to bring in their DP ID Number (Client ID Number) for ease of identification and recording of attendance at the meeting.
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto:

7. Voting facilities

a) Remote e-Voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and amendment thereto the company provides facility for its members to exercise their voting right by electronic means.

b) Voting at AGM

The company also offers the facility for voting through polling paper at the meeting.

c) Voting option

Please note that a shareholder can vote only under any one of the two options mentioned above.

d) Voting instructions

Process and manner of voting instructions are given below:-

(A) Remote e-Voting

Remote e-Voting facility

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereto the company is pleased to provide to its members the facility to exercise their right to vote at the 55th Annual General Meeting (AGM) on resolutions proposed to be considered thereat by electronic means. For this purpose, "remote e-Voting" (hereinafter mentioned 'e-Voting') facility is offered whereby a member can cast his vote using an electronic system from a place of his choice other than the venue of AGM.



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2. The e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
3. E-Voting commences on Wednesday, the 27th July 2016 (09.00 AM) and ends on Friday, the 29th July 2016 (5.00 PM). The e-Voting portal will be blocked by CDSL for voting thereafter.

Manner of e-Voting

4. 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 casted 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:

USER ID

For Members holding shares in Demat Form

For NSDL : 8 Character DP ID
followed by 8 Digits Client ID

For CDSL : 16 digits beneficiary ID

For Members holding shares in Physical Form

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 address slip 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

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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) **160613009** 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.
5. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- 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. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.
- 7. 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.

HELP CENTRE

- 8. 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.
- 9. Person responsible to address the grievances connected with the facility for e-Voting:
 - Name : Mr Wenceslaus Futardo
 - Designation : Deputy Manager
 - Address : Central Depository Services (India) Limited
16th Floor
Dalal Street, Fort,
Mumbai 400001.
 - Phone No. : 18002005533

(B) Voting at AGM

- 1. The company also offers the facility for voting through polling paper at the meeting. The members as on the cut-off date attending the AGM are entitled to



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exercise their voting right at the meeting in case they have not already cast their vote by e-Voting.

2. Members who have cast their vote by e-Voting are also entitled to attend the AGM but they cannot cast their vote at the AGM.
3. The Chairman will fix the time for voting at the meeting. Shareholders present in person or by proxy can vote at the meeting.

(C) General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as Saturday, the 23rd July 2016. Members holding shares as on this date cut-off date should endeavour to cast their vote in any one of the two modes.
2. In case of persons who have acquired shares and become members of the company after the despatch of AGM Notice, the company would be despatching the 55th Annual Report for 2015-16 to them as and when they become members. In addition, the Annual Report is available on the company website. They may follow the same procedure for voting.
3. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date of 23rd July 2016.
4. In case a shareholder by inadvertence or otherwise has voted under more than one option, his voting by only one mode through remote e-voting, or voting at the meeting will be considered in that seriatim.
5. Mr. A.S. Kalyanaraman, Practising Chartered Accountant (Membership No.

201149) has been appointed as the Scrutinizer.

6. The Scrutinizer will after the conclusion of voting at the AGM:
 - (i) First count the votes cast at the meeting through polling paper.
 - (ii) Then unblock the votes cast through e-Voting.
 - (iii) All the above will be done in the presence of two witnesses not in the employment of the company.
 - (iv) Make a consolidated Scrutinizer's report (integrating the votes cast at the meeting and through e-Voting) of the total votes cast in favour or against, if any, to the Chairman.
 - (v) The Scrutinizer's report as above would be made soon after the conclusion of AGM and in any event not later than three days from the conclusion of the meeting.

7. Voting Results

- (i) The Chairman or a person authorized by him in writing shall declare the result of the voting based on the Scrutinizer's report.
- (ii) The results declared along with the scrutinizer's report will be placed on the company's website www.highenergy.co.in and on the website of CDSL www.evotingindia.com immediately after the result is declared and also communicated to BSE.
- (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of AGM.

EXPLANATORY STATEMENT

(As required under Section 102 of the Companies Act, 2013)

ITEM NO.4

**Appointment of Mrs. Lalitha Lakshmanan
as an Independent Non-Executive Director**

In terms of Sections 161(1) and 149(1) of the Companies Act, 2013 read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, the Board of Directors on the recommendation of the Nomination-cum-Remuneration Committee Meeting held on 28th May 2016 appointed Mrs. Lalitha Lakshmanan as an additional Director with effect from 28th May 2016, subject to the approval of members as an Independent Non-Executive Director with effect from 30th July 2016.

As required under Section 160 of the Companies Act, 2013 the company has received notice in writing from a member along with the requisite amount of deposit proposing Mrs. Lalitha Lakshmanan as candidate for the office of Director of the Company, for a fixed term from 30th July 2016 to 31st March 2021.

Mrs. Lalitha Lakshmanan is a Master Degree holder in Bank Management. She joined Canara Bank as Probationary Officer in 1975 after a 3 years stint in ITC Bangalore. She was promoted as Manager in 1985 and retired as Chief General Manager in June 2013.

During her tenure in Canara Bank she was successful in all assignments, had pan India exposure in operations and various facets of Banking. Due to her proven track record, she was given coveted assignments as "Circle Head" of Coimbatore Circle in 2008 and Chennai Metro Circle in 2010. She was the First Woman Circle Head of the Bank after 1987. She had participated in many internal committees at various levels during her tenure at Head Office.

The Company will greatly be benefitted by availing her expertise and exposure in Finance, Banking and Commercial matters

Mrs. Lalitha Lakshmanan is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given her consent to act as Director.

Mrs. Lalitha Lakshmanan does not hold by herself or for any other person on beneficial basis, any shares in the company.

Mrs. Lalitha Lakshmanan has given declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder. In the opinion of the Board she fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as Independent Director.

The Board recommend the resolution in relation to appointment of Mrs. Lalitha Lakshmanan as an Independent Non-Executive Director for the approval by the members of the company.

Mrs. Lalitha Lakshmanan is not related to any Director of the Company. None of the other Directors, Key Managerial Personnel of the Company and their relatives, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.4.

(By Order of the Board)
for HIGH ENERGY BATTERIES (INDIA) LIMITED

S.V. RAJU
Secretary

Chennai
May 28, 2016