

HIGH ENERGY BATTERIES (INDIA) LIMITED

CIN: L36999TN1961PLC004606

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **60th Annual General Meeting of HIGH ENERGY BATTERIES (INDIA) LIMITED will be held on Saturday, the 7th August, 2021, at 11.00 A.M. through Video Conference (VC) / Other Audio Visual Means (OAVM)** to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

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

"RESOLVED that the Audited Financial Statements for the year ended 31st March 2021 and the reports of the Board of Directors and Auditors thereon be and are hereby considered and adopted."

2. Dividend Declaration

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

"RESOLVED that a dividend of Rs.10/- (Rs. Ten only) plus a Diamond Jubilee Special Dividend of Rs.5/- (Rs. Five only) totalling to a Dividend of Rs.15/- (Rupees Fifteen only) per Equity Share of the face value of Rs. 10/- (Rs. Ten only) be and is hereby declared for the Financial Year 2020 – 2021."

3. Reappointment of retiring Director

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

"RESOLVED that Mr N Gopalaratnam (DIN: 00001945), who retires by rotation, be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS

4. Reappointment of Mrs Lalitha Lakshmanan as an Independent Director

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mrs Lalitha Lakshmanan (DIN: 07140032), Independent Director of the Company, who has submitted a declaration that she meets the criteria of Independence as provided in Section 149(6) of the Companies Act, 2013 and the rules made thereunder and 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 Woman Director of the Company for a second term of five consecutive years with effect from 1st April, 2021 to 31st March 2026, not liable to retire by rotation."

NOTICE TO THE SHAREHOLDERS

5. Approval of request received from Mrs. Shyamala Vaidyanathan (Registered nominee for the shares held by Late Mr. R. Vaidyanathan), for reclassification of 2500 Equity Shares held by her husband from “Promoter category” to “Public category”.

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 provisions of Regulations 31A (2), 3(a),3(b),6(a) & 6(c) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015,(including amendments made thereto or any other applicable provisions of Listing Regulations) and other applicable laws, and based on the request of Mrs. Shyamala Vaidyanathan, [Registered Nominee for the 2,500 Equity shares, constituting 0.14% of the paid-up capital of the company, held by the promoter Mr. R. Vaidyanathan (deceased)], for reclassifying the said shares from “Promoter category” to “Public category” and based on the declarations given by the said registered nominee Mrs. Shyamala Vaidyanathan, pursuant to the stipulations made in the SEBI Regulations stated supra, approval be and is hereby accorded to re-classify the said 2,500 Equity Shares under “Public Category” and to delete the same from “Promoter Category” subject to the approval of the shareholders and with the approval of the Stock Exchange”.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors be and are hereby fully and absolutely authorized to do all such acts, deeds, things etc., as may be necessary, proper or expedient and also to settle any questions, difficulties or doubts that may arise in this regard without any further approval of shareholders.”

6. Remuneration to Non – Executive Directors

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

“RESOLVED THAT pursuant to Section 197, Schedule V to the Companies Act, 2013 and other applicable provisions, if any of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the company be and is hereby accorded for payment of remuneration to Non Executive Directors of the Company, exclusive of the sitting fees, for a period of three financial years from FY 2020 - 2021 to FY 2022 - 2023.

RESOLVED FURTHER THAT remuneration for all the non executive directors shall in aggregate not to exceed the limits specified in Section 197 / Schedule V of the Companies Act, 2013, whichever is higher as may be amended from time to time.

RESOLVED FURTHER THAT the remuneration will be divisible among the directors in such manner and proportion as the Board of directors may decide as deemed fit.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to the resolution”.

(By order of the Board)

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

S.V. RAJU
Secretary

Chennai
31st May 2021

NOTICE TO THE SHAREHOLDERS

NOTES:

1. AGM through Video Conference (VC)/ Other Audio Visual Means (OAVM)

In view of the outbreak of Covid-19 pandemic and consequent restrictions and requirements like social distancing, the Ministry of Corporate Affairs ("MCA") allowed companies to hold their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") during the calendar year 2020. Considering continuing threat of Covid-19, MCA vide its Circular No.02/2021 dated 13.01.2021 has allowed companies to hold their AGMs thro VC/OAVM till end of 2021.

Accordingly, the 60th AGM of the Company will be held through VC/ OAVM (e-AGM) and the shareholders can attend and participate in the e-AGM through VC/OAVM only. The deemed venue of the e-AGM will be the registered office of the company.

2. Quorum/ Proxy form / Attendance slip

A shareholder entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf and the proxy need not be a shareholder of the company. However, as this AGM is being held through VC/ OAVM, physical attendance of shareholders is dispensed with. Accordingly, the facility for appointment of proxies by the shareholders is not applicable for this e-AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.

The presence of shareholders through VC/ OAVM will be reckoned for the purpose of quorum under section 103 of the Act.

Corporate shareholders entitled to appoint authorized representatives are requested to

send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the e-AGM, pursuant to Section 113 of the Companies Act, 2013.

3. Explanatory Statement

Statement pursuant to Section 102(1) of the Act in respect of the Special Business and Regulation 17(1A) of the Listing Regulations in respect of Special Resolutions to be transacted at the meeting is annexed hereto.

4. Mailing of AGM Notice & Annual Report

In compliance with relevant MCA/ SEBI circulars, the Notice of 60th AGM and Annual Report for the FY 2020 - 2021 are being sent in electronic mode to shareholders whose email address is registered with the Depository Participants (DP) or the Registrar & Transfer Agent (RTA). Shareholders holding shares in physical / demat form who have not registered their email address with the Company can get the same registered as per the procedure given below (Refer SI No.9).

The AGM Notice and Annual Report are available on the website of the Company www.highenergy.co.in, and on the website of the Stock Exchange ie BSE Ltd - www.bseindia.com. The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-Voting System during the AGM) www.evotingindia.com.

5. Particulars of Directors

Particulars of Directors seeking re-appointment pursuant to Regulation 36 (3) of the Listing Regulations are given in Appendix-A that forms part of this Notice.

6. Dividend

The dividend to be paid to shareholders whose names appear in the Register of Members of the company in case of physical holding and to the beneficial owners of shares recorded with the Depositories in the case of demat holding

NOTICE TO THE SHAREHOLDERS

as per details to be furnished by National Securities Depository Ltd/ Central Depository Services (India) Ltd for the purpose, as on Saturday, 7th August, 2021.

7. Book Closure

The Register of Members and the Share Transfer books of the Company will remain closed from Thursday, the 29th July, 2021 to Saturday, the 7th August, 2021 (both days inclusive).

8. Attending e-AGM

For the purpose of conducting the e-AGM, the Company has appointed Central Depository Services Limited (CDSL), to provide VC / OAVM facility.

9. Procedure for obtaining the Annual Report, AGM Notice and e-Voting instructions by the shareholders whose email addresses are not registered with the DPs/ RTA

Shareholders are advised to register/ update their email address and mobile number immediately, in case they have not done so earlier:

- In case of shares held in demat mode, with their respective DPs.
- In case of shares held in physical mode, by accessing the link <https://investors.cameoindia.com> or by email to the RTA at investor@cameoindia.com with details of Folio number and attaching a self-attested copy of PAN card.
- After due verification, the Company/ RTA will send login credentials for attending the AGM and voting to the registered email address.
- Any person who becomes a shareholder of the company after despatch of the AGM Notice and holding shares as on the cut-off date may obtain the user Id and password in the manner provided in the AGM Notice.

10. Inspection of documents

The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or arrangements in which the Directors are interested under Section 189 of the Act and all other documents referred in notice will be available for inspection in electronic mode. Shareholders can send an email for the purpose to hebcnn@highenergy.co.in

Procedure for participation in the 60th AGM through VC/ OAVM

1. The Company has engaged CDSL to provide VC/ OAVM facility to its shareholders for participation in the e-AGM.
2. Shareholders will be able to attend the e-AGM by using their e-Voting login credentials.
3. Facility to join the meeting will open 30 minutes before the scheduled time of the e-AGM and will be kept open throughout the proceedings of the e-AGM.
4. Shareholders desiring to express their views/ ask questions during the meeting may register themselves as a speaker. Request for this may be made to hebcnn@highenergy.co.in on or before Wednesday, the 4th August, 2021 (5.00 PM).
5. Only those shareholders who have registered themselves as a speaker will be allowed to express their views or ask questions at the e-AGM. The company reserves the right to restrict the number of questions and number of speakers depending upon the availability of time for conduct of the e-AGM.
6. Shareholders who do not wish to speak during the AGM but have queries or views may send the same in advance to the company in the same manner stated above. Their queries will be replied suitably by the company through email.



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7. Shareholders are advised to quote their Name, DP ID / Client ID/ Folio No. in all their communications.
8. Recorded transcript of the e-AGM will be uploaded on the website of the Company as soon as possible.

Help Centre

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL or in physical mode	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542-43.
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 toll free no: 1800 1020 990 and 1800 22 44 30

You may also refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under ‘help’ section.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022- 23058542/43.

Voting Process & Instructions

A) 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, the company is pleased to provide to its members the facility to exercise their right to vote at the 60th Annual General Meeting (AGM) on resolutions proposed to be considered thereat by electronic means. For this purpose, “Remote e-Voting” facility is offered whereby a member can cast his vote using an electronic system from a place of his choice.

2. The Remote e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
3. Remote e-voting commences on Wednesday, the 4th August, 2021 (9.00 A.M.) and ends on Friday, the 6th August, 2021 (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 of Saturday, the 31st July, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(B) Login for Remote e-Voting / joining the meeting

1. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
2. In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants, will be able to cast their vote without having to register again with the E-voting Service Providers (ESPs).



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3. Pursuant to said SEBI Circular, Login for e-Voting and joining virtual meetings for shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Shareholders (user) who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com. Then click on Login icon and select New System Myeasi. 2) After successful login, the user will see the e-Voting Menu. On clicking the e-voting menu, he/ she will see the holdings along with links of the respective e-Voting service provider which is CDSL in our case. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility – <ol style="list-style-type: none"> (a) Please visit the e-Services website of NSDL https://eservices.nsd.com (b) Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. (c) Enter your User ID and Password. (d) After successful authentication, you will see e-Voting services. (e) Click on “Access to e-Voting” under e-Voting services and you will see e-Voting page. (f) Click on company name or e-Voting service provider name. (g) You will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



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Type of shareholders	Login Method
	<p>2) If the user is 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</p> <p>3) Alternatively, the user can directly visit the e-Voting website of NSDL https://www.evoting.nsdl.com/. (a) Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. (b) A new screen will open. Enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. (c) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. (d) Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and e-voting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).

3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

Login method for e-Voting and joining virtual meetings for Physical shareholders and Non Individual Shareholders.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID



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- a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) * Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. * If both the details are not recorded with the depository or company, please enter the member id/folio number in the Dividend Bank details field.

7. After entering these details appropriately, click on "SUBMIT" tab.
8. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. 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.
9. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
10. Select EVSN (Electronic Voting Sequence Number) **210705006** of High Energy Batteries (India) Limited.
11. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
12. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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13. 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.
14. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
15. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
16. 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.

Additional Facility for Non - Individual Shareholders and Custodians - Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address hebcnn@highenergy.co.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Voting at e-AGM

1. Shareholders who could not vote through remote e-voting may avail the e-voting system provided at the e-AGM by CDSL. The procedure is the same as mentioned for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast 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 system available during the AGM.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

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4. In case of joint holders attending the meeting, only the joint holder who is higher in the order of names will be entitled to vote at the e-AGM.
5. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as Saturday, the 31st July, 2021. Members holding shares as on this cut-off date alone are entitled to vote under either mode.
2. In case of persons who have acquired shares and become members of the company after the despatch of e-AGM Notice, the company would be mailing the 60th Annual Report for 2020 - 2021 to their registered email address as and when they become shareholders. They may follow the same procedure for voting. In addition, the Annual Report is available on the company's website.
3. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date of Saturday, the 31st July, 2021.
4. In case a shareholder by inadvertence or otherwise has voted under both options, his voting by Remote e-Voting only will be considered.

5. Mr A S Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) has been appointed as the Scrutinizer.

6. The Scrutinizer will after the conclusion of voting at the e-AGM:

- (i) First unblock and count the votes cast at the e-AGM through e-voting.
- (ii) Then unblock the votes cast through e-Voting
- (iii) Both 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 Remote e-Voting) of the total votes cast in favour or against, if any, and submit 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.

Voting Results

- (i) The Chairman or a person authorized by him in writing will authenticate 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 e-AGM.

NOTICE TO THE SHAREHOLDERS

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No.3: Reappointment of retiring Director

Mr N Gopalaratnam [DIN:00001945], aged 74 years, has been associated with our company since 1991. He comes under the promoter category.

Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018 effective from 1st April 2019 requires that special resolution is to be passed by the shareholders for the appointment of a person or his continuance in the directorship of a company if he has attained the age of 75 years. Since Mr N Gopalaratnam would be attaining the age of 75 years during the proposed tenure, it is proposed to pass a special resolution for the current re-appointment.

Mr N Gopalaratnam, who is the present non-executive Chairman of the Company, associated with the company since 1991 is very active and under his stewardship, the Company has witnessed tremendous growth. In the opinion of the Board, he is suitable for being continued as a Director of the company despite attaining the age of 75 years. The Board accordingly recommends his re-appointment by special resolution for the consideration of shareholders.

Particulars required under Regulation 36(3) of the Listing Regulations are given in Appendix A that forms part of this Notice.

Except Mr N Gopalaratnam, no other director or Key Managerial Personnel of the company or their relatives are concerned or interested financially or otherwise, in this agenda item.

The Board recommends the Special Resolution set out in Agenda 3 of the Notice for approval of the shareholders.

Item No.4: Reappointment of Mrs Lalitha Lakshmanan as an Independent Director

Pursuant to the provisions of Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, Mrs.Lalitha Lakshmanan was appointed as an independent director of the Company for a period of five years w.e.f. 30th July, 2016 up to 31st March, 2021. Since, Mrs Lalitha Lakshmanan has completed her initial term as an independent director of the Company on 31st March, 2021, she is eligible for re-appointment for one more term of five years.

Based on the outcome of performance evaluation of the Independent Directors and on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company on 31st March, 2021, considered that her continued association would be of immense benefit to the company and it would be desirable to continue to avail her services. Accordingly, the Board has approved the re-appointment of Mrs Lalitha Lakshmanan for the second term of five consecutive years from 1st April, 2021 to 31st March, 2026. She would not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, the Company has received a notice in writing from a member proposing for reappointment of Mrs Lalitha Lakshmanan as an Independent Director.

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

The Company has received a declaration from Mrs Lalitha Lakshmanan confirming that she meets the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

NOTICE TO THE SHAREHOLDERS

In the opinion of the Board, she fulfils the conditions specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is independent of the management.

Accordingly it is proposed to seek approval of the members to re-appoint Mrs Lalitha Lakshmanan as an Independent Director of the Company (not liable to retire by rotation), for a second term of five consecutive years from 1st April, 2021 to 31st March, 2026, by passing a Special Resolution pursuant to Section 149(10) of the Companies Act, 2013.

Brief profile / details of Independent Director Mrs Lalitha Lakshmanan seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed hereto and forms an integral part of this Notice.

A copy of the draft letter for re-appointment of Mrs Lalitha Lakshmanan setting out the terms and conditions are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

Except Mrs Lalitha Lakshmanan, no other director or Key Managerial Personnel of the company or their relatives are concerned or interested, personally and / or financially or otherwise, in this agenda item.

The Board accordingly recommends the Special Resolution set out in Agenda 4 of the Notice for approval of the Members.

Item No.5: Approval of request received from Mrs. Shyamala Vaidyanathan (Registered nominee for the shares held by Late Mr. R. Vaidyanathan), for reclassification of 2500 Equity Shares held by her husband from “Promoter category” to “Public category”

Mrs. V Shyamala, wife of Mr. R. Vaidyanathan, Promoter of the company, informed the company that Mr R. Vaidyanthan, Promoter and Former Director of the company passed away on 12.07.2020.

She further informed in the letter that her husband was holding 2500 shares in the company and she is the registered nominee of the shares and further stated that she is not interested to continue as Promoter in the company due to her advancing age, when the said shares are transmitted and registered in her name. She has therefore requested the company by her letter dated 27.05.2021 to reclassify the above said shares falling under the category of ‘Promoter’ of the Company as ‘Public’.

Mr R Vaidyanthan (deceased) held 2500 equity shares of the company constituting 0.14% of the Paid –up equity share capital of the company. Mrs. Shyamala Vaidyanathan, W/o Mr R Vaidyanthan, Registered Nominee for the 2,500 Equity shares, constituting 0.14% of the paid-up capital of the company, held by the promoter Mr. R. Vaidyanathan (deceased), has requested for reclassification of the said shares as ‘Public’ on the ground that she, consequent upon the transmission and registration of the said shares;

- (i) will not individually or collectively hold more than 10% of the paid-up equity share capital of the company, as the holding is only 0.14% of the equity share capital of the company
- (ii) will not exercise directly or indirectly any control over the company
- (iii) will not in any way connected with the Management of the affairs of the company
- (iv) will neither have any representation on the Board of Directors of the company, nor hold any Key Managerial Personnel position in the company.
- (v) will not have any special rights through formal or informal agreements
- (vi) is not a willful defaulter of any guidelines of RBI.
- (vii) is not a fugitive economic offender.

Mrs Shyamala Vaidyanathan is a senior citizen, leading independent life and is not directly or indirectly connected with the company.

NOTICE TO THE SHAREHOLDERS

As per SEBI (LODR) Regulations, 31A(6)(c) - In case of death of a promoter / person belonging to the promoter group, such person shall automatically cease to be included as a promoter / person belonging to the promoter group and in Regulation 31(6)(a) - In case of transmission, immediately on such event the recipient of such shares shall be classified as a Promoter / person belonging to the promoter group.

In view of the above provision and based on the letter received from Mrs Shyamala Vaidyanathan, the matter was discussed by the Board of Directors of the company at their meeting held on 31.05.2021 and the Board decided to reclassify the said 2500 shares from the category of 'Promoter' to 'Public', subject to the approval of the shareholders in the General meeting and with the approval of Stock Exchange.

Accordingly it is proposed to seek approval of the Members to reclassify the said 2500 shares from the category of 'Promoter' to 'Public' and to authorise the Board to take necessary further steps such as making necessary application to BSE to get approval from them.

Documents relating to this agenda item are available for inspection at the Registered Office of the Company on any working day between 11.00 a.m. to 1.00 p.m. upto the date of AGM.

No Director, Key Managerial Personnel of the company or their relatives are concerned or interested, personally and / or financially or otherwise, in this agenda item.

The Board accordingly recommends the Resolution set out in Agenda 5 of the Notice for approval of the Members.

Item No.6: Remuneration to Non Executive Directors

Non Executive directors (including Nominee director) play a vital role in running of the company by giving necessary Technical, Legal, Financial

and Administrative suggestions. They are devoting considerable time and efforts to discharge the role as Non Executive directors. The company has received many valuable suggestions towards the improvement and Profitable operations.

Considering the effective participation and valuable guidance of the Non Executive directors of the Company, the Board in its meeting held on 31.05.2021 decided to seek authorization from the shareholders for suitable remuneration to the Non Executive directors including Nominee director of the Company for a period of three financial years from FY 2020 – 2021 to FY 2022 – 2023, subject to the approval of the members.

The remuneration payable to Non Executive Directors will be exclusive of the Sitting fee paid to the Non Executive directors, shall be in accordance with Section 197/Schedule V of the Companies Act, 2013 and other applicable provisions, if any and requires approval of the members by way of ordinary resolution.

Accordingly, it is now proposed to seek authorization of shareholders by way of an Ordinary Resolution for the payment of remuneration to Non Executive directors of the Company for a period of three years.

All Directors (Other than the Managing Director & Director (Operations) and none of the Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in this item of business. Hence the Board refrains from recommending this resolution and places it for the consideration and approval of the shareholders.

(By order of the Board)

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

S.V. RAJU

Secretary

Chennai

31st May, 2021

APPENDIX - A

Details of Directors seeking reappointment at the 60th Annual General Meeting

[Pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

Name of the Director	Mr N Gopalaratnam
Director Identification Number (DIN)	00001945
Date of Birth	15.04.1947
Nationality	Indian
Date of Initial Appointment	06.06.1991
Qualification	B.Sc.,(Physics), B.E.(MechEngg)
Experience (including Expertise in specific functional areas)	Long and Varied experience in Management of Projects, Operations and overall management of diverse industries engaged in Pulp, Paper, Sugar and Batteries.
Terms and conditions of reappointment	Proposed to be re-appointed as Non Executive Director, liable to retire by rotation
Details of shares held in company	10200 Equity Shares
Directorship in other listed companies	Chairman 1. M/s. Seshasayee Paper and Boards Limited 2. M/s. Ponni Sugars (Erode)Limited
Committee position held in other listed companies	Chairman 1. CSR Committee, M/s. Seshasayee Paper and Boards Limited 2. Stakeholders Relationship Committee and CSR Committee, M/s. Ponni Sugars (Erode)Limited
	Member 1. Audit Committee & Stakeholders Relationship Committee, M/s. Seshasayee Paper and Boards Limited 2. Nomination and Remuneration Committee, M/s.Ponni Sugars (Erode)Limited
No.of Board Meetings attended during the Financial Year	Held : 5
	Attended : 5
Relationship with other Directors, Manager and key Managerial Personnel	Nil



APPENDIX - A

Name of the Director	Mrs Lalitha Lakshmanan
Director Identification Number (DIN)	07140032
Date of Birth	22.06.1953
Nationality	Indian
Date of Initial Appointment	28.05.2016
Qualification	Master Degree holder in Bank Management
Experience (including Expertise in specific functional areas)	Expertise and Exposure in Finance, Banking and Commercial matters
Terms and conditions of reappointment	Proposed to be reappointed as an Independent Director for a Second term of five consecutive years
Details of shares held in company	Nil
Directorship in other listed companies	Nil
Committee position held in other listed companies	Nil
No.of Board Meetings attended during the Financial Year	Held : 5
	Attended : 5
Relationship with other Directors, Manager and key Managerial Personnel	Nil