



ISO 9001 : 2015, ISO 14001 : 2015 & ISO 45001 : 2018 Certified Company
CIN L36999TN1961PLC004606

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

Ref: SECY/2021 – 22/058

August 12, 2021

Mrs. Lalitha Lakshmanan
Sri Bagh, 3rd Floor
2, K V Colony, First Street
West Mambalam
Chennai 600 033

Madam,

Sub: Independent Director - Letter of Re-appointment.

We are pleased to inform you that the shareholders of the company have passed the Special resolution at the 60th Annual General Meeting held on Saturday, the 7th August, 2021, re-appointing you as an Independent Director of the Company for a second term of five consecutive years from 1st April, 2021 to 31st March, 2026, 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 Gopalaratnam
Chairman

Encl: as above

Phone : 91-44-24960335, 39279318, 43063545 Fax: 91-44-24961785, E-mail: hebcnn@highenergy.co.in



Annexure to Letter of Re -appointment for Independent Director

1. *Name of Director* : Mrs. Lalitha Lakshmanan
2. *Term of Re-appointment* : From 1st April 2021 to 31st March 2026
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 Committee of the Company

<i>Name of the Committee</i>	<i>Position</i>	<i>First Date of Appointment</i>
Audit Committee	Member	28.05.2016
Nomination and Remuneration Committee	Member	22.03.2018
Stakeholder Relationship Committee	<i>Member</i>	09.02.2019

You will continue to serve in all these Committee and you are well aware of the tasks involved in each of these Committee. 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.



HIGH ENERGY

BATTERIES (INDIA) LIMITED

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 lakhs.

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.
- iii) Remuneration is payable to non executive directors including independent directors, within the ceiling prescribed under Section 197, Schedule V to the Companies Act, 2013 and as determined by the Board in exercise of powers delegated by shareholders.



HIGH ENERGY

BATTERIES (INDIA) LIMITED

Profile of Independent Director

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
Details of shares held in company	Nil
Directorship in other listed companies	Nil
Relationship with other Directors, Manager and key Managerial Personnel	Nil