



HIGH ENERGY BATTERIES (INDIA) LIMITED

CIN : L36999TN1961PLC004606

Regd. Office : "Esvin House", No.13, Old Mahabalipuram Road, Perungudi, Chennai-600 096.

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POSTAL BALLOT NOTICE (Pursuant to Section 110 of the Companies Act, 2013)

To
The Members of High Energy Batteries (India) Limited

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 to transact the following Special Business by passing resolutions through Postal Ballot.

1. Appointment of Sri M Natarajan, as an Independent 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 provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri M Natarajan (holding DIN 06954693), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 30th September 2014 and not liable to retire by rotation."

2. Appointment of RAdm. S Mohapatra as an Independent 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 provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, RAdm. S Mohapatra (holding DIN 02004000), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 30th September 2014 and not liable to retire by rotation."

3. Appointment of Smt. TV Rajalakshmi as an Independent 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 provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt. T V Rajalakshmi (holding DIN 02565427), in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 30th September 2014 and not liable to retire by rotation."

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

Place: Chennai
Date: 23.08.2014

S.V. RAJU
Company Secretary

NOTE

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 20, 2014.
3. The Board of Directors has appointed Sri A S Kalyanaraman, Practising Chartered Accountant (Membership No.201149) as Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.
4. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form and return the Form duly completed and signed in the enclosed self-addressed business reply envelope to The Scrutinizer, M/s. Cameo Corporate Services Limited, Unit: High Energy Batteries (India) Limited, "Subramanian Building", V Floor, No.1, Club House Road, Chennai 600 002 so as to reach the Scrutinizer not later than close of working hours on Saturday, the 27th September, 2014 to be eligible for being considered, failing which, it will be strictly treated as if the reply from the member has not been received. The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny and the results of postal ballot will be announced on Tuesday, the 30th September, 2014 at 5.00 P.M. at the Registered Office of the Company at "Esvin House", 13, Old Mahabalipuram Road, Perungudi, Chennai 600 096. The results of the Postal Ballot will be posted on the Company's website www.highenergy.co.in
5. The Date of declaration of the Postal Ballot results will be taken to be the date of passing the resolutions.
6. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent to Members who have not registered their email addresses and those who request for hard copy by permitted mode.
7. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made thereunder and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility for its Members of the Company to enable them to cast their votes on the resolutions electronically. This business would be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL).



Kindly note that the Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. If you are opting for e-voting, then do not vote by postal ballot and vice versa. In case Members cast their vote by both postal ballot and e-voting, it may be noted that votes cast by them through e-Voting shall prevail and votes cast by postal ballot will be treated as invalid.

Statement pursuant to Section 102 of the Companies Act, 2013

Item No.1 to 3

Pursuant to the provisions of Section 149 of the Companies Act, 2013 every listed public company is required to have at least one-third of the total number of directors as Independent Directors, who are not liable to retire by rotation and shall hold office for a term up to five consecutive years on the Board of the Company. Pursuant to Revised Clause 49 of the Listing Agreement, if regular non-executive Chairman is a promoter of the company or is related to any promoter or person occupying management positions at the Board level or at one level below the Board, at least one-half of the Board of the company shall consist of independent directors.

Pursuant to Section 149 of the Companies Act, 2013 read with the Rules made thereunder and Clause 49 of the Listing Agreement, the Company needs to have a woman director on its Board.

In our Company as the Chairman is non Executive and is a Promoter, at least one half of the Board shall consist of Independent Directors.

Accordingly, it is proposed to seek approval of the Members to appoint Sri M Natarajan, RAdm. S Mohapatra and Smt. T V Rajalakshmi as Independent Directors of the Company under Section 149 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, for a fixed term of five years from 30th September 2014 and not liable to retire by rotation as set out in the Notice.

As required under Section 160 of the Companies Act, 2013 the Company has received notices in writing from members along with the requisite amount of deposit proposing the candidature of Sri M Natarajan, RAdm. S Mohapatra and Smt. T V Rajalakshmi for their respective offices of Director of the Company for a fixed term of five years from 30th September 2014 and not liable to retire by rotation as set out in the Notice.

The Nomination-cum-Remuneration Committee of the Board of Directors of the Company has recommended the appointment of Sri M Natarajan, RAdm. S Mohapatra and Smt. T V Rajalakshmi as Independent Directors.

Sri M Natarajan, RAdm. S Mohapatra and Smt. T V Rajalakshmi are not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act, 2013 and have given their consent(s) to act as Director.

Sri M Natarajan, RAdm. S Mohapatra and Smt. T V Rajalakshmi have given a declaration to the Board that they meet the criteria of independence as provided under Section 149 (6) of the Companies Act, 2013 and the Rules made thereunder. In the opinion of the Board, each of these persons fulfils the conditions specified in the Companies Act, 2013 and the Rules framed there under for their respective appointment as Independent Directors.

Brief profiles of the aforesaid directors are given below:



Sri M Natarajan

Sri M Natarajan is a B. Tech in Mechanical Engineering from IIT Madras and M.Tech in Mechanical Engineering with specialization in Engineering Design from IIT Mumbai. He also holds a Master of Science Degree in Military Vehicle Technology obtained from Royal Military College of Science, UK. He became a Fellow of Indian National Academy of Engineering in 2001.

He has joined DRDO in 1970 and has worked over 30 years on several important project assignments related to design and development of tracked vehicle. He took over the overall responsibility of development of MBT Arjun in the Capacity of Programme Director in 1987 and became Director of CVRDE (Combat Vehicles Research & Development Establishment) in 1989. The continued hard work and innovative design approach and dedication of the highest order exhibited by Sri M Natarajan and his team for over two decades resulted in India having an indigenous state-of-the-art Main Battle Tank Arjun and self propelled gun system BHIM.

Sri M Natarajan took over as Director General, DRDO and Secretary, Department of Defence R&D, Ministry of Defence, Govt of India in 2004. In the said appointment he concurrently held the position of Scientific Advisor to Defence Minister till 2008.

Sri M Natarajan is the recipient of numerous awards and honours. The list includes "Best Scientist Award" for the year 1994 for his personal contributions to the success of MBT Arjun. In 1995 under his leadership, CVRDE was selected the "Best Systems Engineering Laboratory". In 1996 he got an award from the Institution of Engineers (India) for his outstanding professional excellence. He was awarded Technology Leadership Award for 2003 by DRDO for his contributions to design and development of combat vehicles and mechanical systems for LCA. The Government of India conferred on him the "PADMA SHRI" award in 2003. He was made Distinguished Alumni of IIT Madras in 2003 and IIT Mumbai in 2005. He was also the recipient of the prestigious C.V. Raman Birth Centenary Award carrying Gold Medal for his outstanding achievements in the field of Defence Research & Development and Strategic Systems of national importance, conferred by Hon'ble Prime Minister of India in 2008 during the 95th Indian Science Congress.

The Company will greatly be benefitted by availing his scientific temper and technical expertise.

RAdm. S Mohapatra

Rear Admiral S Mohapatra, VSM IN (Retd.) is a B.Sc., Engineering (Electrical) and holds a number of additional Master Degrees MIETE, MIE, MCSI, Electrical Specialization, INS Valsura.

He has joined Indian Navy in 1966 and posted at Naval Dockyard (Mumbai) in 1968. Beginning his career as an Electrical Officer, INS Ranjit, has taken up several critical programmes and held prestigious positions as Project Director, Marine Acoustic Research, Commanding Officer, INS Valsura, Director, Naval R&D, DRDO HQ, spanning over four decades, till he retired from Indian Navy, as Director, Naval Science & Technological Laboratory, Visakhapatnam. Further, he was on Board, BrahMos Aerospace Thiruvananthapuram Limited as Executive Director (Production) from 2004 to July 2014.

He has wide knowledge and experience in Ship design, ship building and Management of big establishments with multifaceted activities. He has been in-charge of making all arrangements for Commonwealth Heads of Government Meet (CHOGM) in Goa during 1983. During that period, he had built Goa airfield to ICAO standards and had made various arrangements for 44 Heads of States, in a record time of one year starting from land acquisition, installation and proving the airfield systems. He conducted Golden Jubilee of INS Valsura, the oldest establishment of Navy in the year 1992 as Commanding Officer.

As Director NSTL, he was instrumental in developing the first ever Torpedo in the country (indigenous), thus making our country join the elite club of 7 nations in the world, having torpedo technology, apart from giving boost to hydrodynamic research and development of Stealth Technology in India. For over ten years, he was heading as Executive Director of BrahMos, an Indo-Russian Joint Venture Company, the supersonic missile experts in the world.



His special qualities include a strong Project Managerial ability to go into minute details and to make overall assessment, the skill to manage any complex situation, never get tired of long hours of work and highly nationalistic in his thoughts and action.

For his outstanding achievements, he was awarded the prestigious Vishist Seva Medal (VSM) from Navy and in recognition of his contributions to the Naval Underwater Systems, he got the Best Scientist of the year award from DRDO in the year 2003.

The Company will be greatly benefitted by availing his vast technical knowledge and programme management experience.

Smt. T V Rajalakshmi

Smt. T V Rajalakshmi is a Chartered Accountant and Cost Accountant. She was a Gold Medalist in the CA Intermediate Course (All India First Rank) and All India 40th Rank in the CA Final Course. She is also an Associate Financial Planner certified by the Financial Planning Standards Board of India. She qualified from PriceWaterhouse Cooper, a leading multinational firm.

After a brief stint in industry, she has been in professional practice, focusing on process consultancy for companies, financial planning and investment consultancy for high net worth individuals. She has 8 years of experience in financial services industry and manages around ₹10 crores as assets under management. She has been a faculty member for CA students for the last 5 years. She has addressed students in a lot of forums including CII and guest lectures at city colleges.

She is the Co Founder and Academic Director of Learning Kurve, an academy for financial education. Learning Kurve focuses on providing specialized classroom coaching for professional examinations in the finance and accounts domain.

She is one of the founder members and Executive Committee Member of AURA, a forum for women in Trichy aimed at self improvement and personality development of its members.

The company will greatly be benefitted by availing her professional excellence in financial and commercial matters.

Approval of the members is accordingly sought for the appointment of Sri M Natarajan, RAdm. S Mohapatra and Smt. T V Rajalakshmi as Independent Directors as set out in the resolution Nos. 1 to 3 of the Notice. The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working days, between 11.00 A.M. and 1.00 P.M.

Sri M Natarajan, RAdm. S Mohapatra and Smt. T V Rajalakshmi are interested in the resolutions set out respectively at Item Nos. 1 to 3 of the Notice in regard to their respective appointments.

None of the other Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board accordingly recommends the Ordinary Resolutions set out at Item Nos. 1 to 3 of the Notice for approval of the Members.

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

Place: Chennai
Date: 23.08.2014

S.V. RAJU
Company Secretary



Appointment of Directors

Disclosure required under Clause 49 of the Listing Agreement in respect of Directors seeking Appointment:

1	Name of the Director	Sri M Natarajan	RArm. S Mohapatra	Smt. T V Rajalakshmi
2	DIN	06954693	02004000	02565427
3	Date of Birth	06.09.1946	01.07.1945	26.11.1972
4	Expertise in Specific Functional Area	Over 30 years of experience on Important project assignments related to design and development of tracked Vehicle.	Over 40 years of experience in ship design, ship building and management of large establishments.	Varied experience in the field of Financial Service Industries.
5	Qualification	M.Tech (IIT, Mumbai) and M.Sc., in Military Vehicle Technology. U.K.	B.Sc. Engineering (Electrical) MIETE, MIE, MCSI, Electrical Specialisation, INS Valsura.	FCA and ACMA
6	List of Other Companies in which directorship held as on 23 rd August 2014	NIL	BrahMos Aerospace Thiruvananthapuram Limited.	Leaning Curve Knowledge Solutions Pvt. Ltd. Banconus Financial Solutions Pvt. Ltd. Dofts and Blooms Beauty Solutions Pvt. Ltd.
7	Chairmanship/ Membership of the Committees of the Board of other companies in which he is a Director as on 23 rd August 2014	NIL	NIL	NIL
8	Shareholding as on August 2014 (a) held individually (b) held jointly with others	NIL	NIL	NIL
9	Relationship with other Directors	NIL	NIL	NIL



INSTRUCTIONS FOR e-VOTING

1. E-Voting commences on Thursday, the 28th August 2014 (10.00 AM) and ends on Saturday, the 27th September 2014 (5.00 PM). During this period, shareholders of the company, holding shares as on the cut-off date of 20th August 2014 (Wednesday) are entitled to cast their vote electronically. The e-Voting portal will be blocked by CDSL for voting thereafter.
2. 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/HEB, 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:

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
User ID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	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 Postal Ballot Form 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 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) 140818048 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.
3. In case of members receiving the physical copy of Notice [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.
 4. 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.co.in> 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.
 5. 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.
 6. A member who has cast his vote by electronic means is not entitled to cast their vote through Postal Ballot.
 7. 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.
 8. The voting rights of shareholders shall be in proportion to their shareholding as on the cut-off date of 20th August 2014.
 9. Sri A S Kalyanaraman, Practising Chartered Accountant (Membership No.201149) has been appointed as the Scrutinizer.
 10. The Scrutinizer will unblock the votes on 27th September 2014 at 5 P.M. in the presence of at least two (2) witnesses not in the employment of the company. He will make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.
 11. The results will be declared on 30th September 2014. 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.co.in within two (2) days of passing of the resolutions i.e. 30th September 2014.