

HIGH ENERGY BATTERIES (INDIA) LIMITED

CIN: L36999TN1961PLC004606

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NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **61st Annual General Meeting of HIGH ENERGY BATTERIES (INDIA) LIMITED will be held on Wednesday, the 29th June, 2022 at 11.00 A.M. at New Woodlands Hotel Pvt. Ltd., 72-75, Dr.Radhakrishnan Road, Mylapore, Chennai 600 004 with additional facility for stakeholders to participate through Video Conference(VC) or 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 the following resolution as an **Ordinary Resolution**.

"RESOLVED that the Audited Financial Statements for the year ended 31st March, 2022 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 the following resolution as an **Ordinary Resolution**.

"RESOLVED that a dividend of ₹ 15/- (Rupees Fifteen only) per Equity Share of the face value of ₹ 10/- (Rupees Ten only) be and is hereby declared for the Financial year 2021-2022."

3. Reappointment of retiring Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**.

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

4. Appointment of Statutory Auditor

To consider and, if thought fit, to pass 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 appoint M/s. Maharaj NRSureshAnd CoLLP, Chartered Accountants, Chennai (bearing LLP No.AAT9404, Firm Registration No. 001931S / S000020) as Statutory Auditors of the Company, for a second term of five years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 66th Annual General Meeting of the Company, on such remuneration fixed by the Board of Directors of the Company on the recommendation of Audit Committee from time to time".

SPECIAL BUSINESS

5. Reappointment of Mr M Ignatius as Whole Time Director

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V to the Act and pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for the re-appointment of Mr. M Ignatius (DIN: 08463140) as Whole time Director designated as Director (Operations) of the Company for a period of 3 years with effect

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from 1st April 2022, (viz., from 01.04.2022 to 31.03.2025) whose office is liable to retire by rotation, under the Articles of Association of the Company, on the terms and conditions of appointment and remuneration as set out below and the Board of Directors be and are hereby authorized to alter and vary such terms of appointment and remuneration in accordance with the provisions of the Companies Act, 2013, as amended from time to time”.

TERMS AND CONDITIONS

1	Period	From 01.04.2022 to 31.03.2025
2	Salary	₹ 1,75,000 /- (Rupees One Lakh Seventy Five Thousand only) per month.
3	Commission	Equivalent to 1% of the net profits of the Company subject to a ceiling of an amount equal to the annual salary.
4	Perquisites	Perquisites will be in addition to salary and commission and shall be restricted to an amount equal to the annual salary.
	a) House Rent Allowance	₹ 25,000/- (Rupees Twenty Five Thousand only) per month.
	b) Medical Allowances	₹ 17,000/- (Rupees Seventeen Thousand only) per month.
	c) Personal Accident Insurance	Personal Accident Insurance of an amount, the annual premium of which does not exceed ₹ 5,000/- (Rupees Five thousand only) per annum.
	d) Leave	As per the Rules of the Company.
	e) Use of car	Car for use on Company's business will not be considered as perquisites.

6. Adoption of Articles of Association (AOA) of the Company.

To adopt new Articles of Association (AOA) of the company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**.

“RESOLVED that pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution and to the total exclusion of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER that the Board of Directors of the company be and are hereby authorized to take all such actions or steps as may be necessary, desirable or expedient and do all such necessary acts, deeds and things that may be incidental or relevant to give effect to this resolution”.

7. Alteration of Main Object Clause of Memorandum of Association (MOA) of the Company

To consider, and if thought fit, to pass the following Resolution as a **Special Resolution**.

“RESOLVED THAT pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the concerned Registrar of Companies and consents as may be required from the

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appropriate authorities, the consent of the Members of the company be and is hereby accorded to append the following new clauses, after the existing clauses of the MOA of the company:

- 1) To carry on business of manufacturer and dealers in chemicals and chemical products of any nature and kind whatsoever and as wholesale and retail chemists and druggists, analytical chemists, dry salters, oil and colour men, importers, exporters and manufacturers of and dealers in heavy chemicals, alkalis, acids, drugs, tannins, essences, pharmaceutical, photographic, sizing, medical, chemical, industrial and other waters, cements, oils, paints, pigments and varnishes, compounds, drug, dyestuff organic or mineral intermediates, paints and colour grinders, makers of and dealers in proprietary articles of all kinds, and of electrical, chemical, photographic, surgical and scientific apparatus and materials.
- 2) To purchase, sell, and generally deal in chemicals and chemical compounds (both organic and inorganic), dyes and dyestuff, acids, basic and bulk drugs, formulations and allied products and act as importers, transporters, indentors, distributors, stockist agents, subagents, consignors, brokers, packers and movers or otherwise.
- 3) To carry on business as manufacturers, processors, chemical engineers, analytical and consulting chemists of chemicals of all mentioned in clause 2 above.
- 4) To carry on the trades or businesses of manufacturers of and dealers in explosives, ammunition, fireworks and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for pyrotechnical display or for any other purpose as permitted under applicable laws, for time being in force.
- 5) To carry on the business of manufacturers of every sort of missile, arms and weapons for warlike, sporting or other purposes as permitted under the applicable laws, for the time being in force.
- 6) To carry on the business of energy generation, transmission, distribution, power trading based on conventional and non-conventional energy sources such as coal, biofuel, gas based, thermal, hydroelectric, nuclear, wind, solar and tidal power including manufacturing, trading, export and import of power related equipment, spares and automated and non-automated systems.
- 7) To generate, distribute and / or supply power subject to such statutory regulations and are relevant for the said purposes and activities through coal, biofuel, gas and wind energy system, thermal energy, solar energy, hydroelectric power, Tidal wave energy, Municipal waste or any other mode.
- 8) To establish mechanical shops, install machinery for components manufacture, fabrication units and allied facilities for the purpose of in-house design and development and towards manufacture cum supply.
- 9) To establish a facility for manufacturing Precision components using high precision machines and tooling, establishing the needed tool-room, precision instruments, measurement and Calibration Lab.

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- 10) To establish laboratories for the purpose of testing of products involving Mechanical, Electrical, Electronics, Dynamic and climatic requirements and establish Chemical Testing facility including advanced instrumentation for analysis and make available the same for any external (third party) testing, analysis and measurement needs and for any other activity ancillary to the business.
- 11) To undertake the business of providing consultancy to and / or construction of, projects and other industrial units.
- 12) To establish the needed facility, machinery and process set-up for carrying out in-house activities as well as allied areas involving any existing branch of Science and Engineering, newer areas and upcoming fields and to undertake orders from external agencies, as a business proposal. Facility will include safe handling, processing, storage and up to disposal of scrap/waste, as required.
- 13) To carry on the business of packaging products/ industries, transportation, handling and storage.
- 14) To carry on the business in Hydrogen related areas, including its generation, handling, transportation and storage.
- 15) To carry on the business of Hydrogen as fuel source, produced and used in various applications towards Hydrogen economy.
- 16) To pursue all Hydrogen related activities, pertaining to all types of batteries , fuel cells, flow batteries, metal ion- based, metal-air based and the related electro chemical cells, batteries and systems.
- 17) To pursue activities that fall under the broad category of energy - related and or/ power - related systems, components, accessories and services.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take all the requisite, incidental,

consequential steps to implement the above resolution and to perform all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, any question, query, or doubt that may arise in this regard, and to execute/publish all such notices, deeds, agreements, papers and writings as may be necessary and required to give effect to this resolution”.

8. Subdivision of existing Equity Share of face value of ₹ 10/- (Ten) each fully paid up into five Equity Shares of face value of ₹ 2/- (Two) each fully paid up.

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force) and the provisions of the Memorandum and Articles of Association of the Company, subject to such approvals and consents as may be required from appropriate authorities, the consent of the Members of the Company be and is hereby accorded for sub-division of Equity Share of face value of ₹ 10/-(Ten) each fully paid up into five Equity Shares of face value of ₹ 2/- (Two) each fully paid up;

RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company, each of the authorized, issued, subscribed and paid up Equity Shares of the Company, of face value ₹ 10/- (Rupees Ten only) each existing on the record date, to be fixed by the Company, shall stand sub-divided into five Equity Shares of face value of ₹ 2/-(Rupees Two only) each fully paid up;

RESOLVED FURTHER THAT pursuant to the sub-division of the face value of Equity Shares as mentioned above, the share certificate(s) in relation to the existing issued Equity Shares of the face value of ₹ 10/- each, held in physical form shall be deemed to have been

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automatically cancelled with effect from the record date to be fixed by the Board, and the Board be and is hereby authorized, without requiring to surrender the existing issued share certificate(s) by the Members, to issue new share certificate(s) in lieu of the existing share certificate(s), with regard to the sub-divided shares, and in case of the Equity Shares held in the dematerialized form, the number of sub-divided equity shares be credited proportionately to the respective beneficiary accounts of the Members with the Depository Participants, in lieu of the existing credits in their beneficiary accounts representing the Equity Shares of the Company before sub-division;

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be required to obtain approvals in relation to the above mentioned Resolutions and do such further acts, deeds or things as may be required to give effect to sub-division of Equity Shares of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to:

- a) execute and file necessary applications, declarations and other documents with Stock Exchanges, Depositories, Registrar and Transfer Agents and/or any other statutory authority(ies), if any,
- b) settle any question or difficulty that may arise with regards to sub-division of the shares as aforesaid or on any matters connected therewith or incidental thereto; and
- c) do all such acts, deeds, things, including all other matters incidental thereto in order to implement the foregoing resolution”.

9. Alteration of Capital Clause V of Memorandum of Association (MOA) of the Company

To consider and, if thought fit, to pass, the following Resolution as an **Ordinary Resolution**.

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder (including any statutory modification(s) or any re-enactment(s) thereof for the time being in force) existing Clause V of the Memorandum of Association (MOA) of the Company be and is hereby substituted with the following:

V The Authorised Share Capital of the Company is ₹ 7,50,00,000/- (Rupees Seven crore Fifty lakhs only) divided into 3,75,00,000 Equity Shares of ₹ 2/- (Rupees two only) each. The Company has the power to increase or reduce its capital from time to time subject to the provisions of Companies Act, 2013 and to issue any shares as Equity Shares and to attach to any class or classes of such shares, any rights, privileges, or priorities in payment of dividends or distribution of assets or otherwise over any other shares or to subject the same to any restrictions, limitations or conditions and to vary the class of shares and/or Regulations of the Company as far as may be deemed necessary to give effect to the same and upon the sub-division of any shares to apportion the right to participate in profits in any manner;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things and take all such steps as may be necessary, proper, expedient or desirable for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto”.

(By order of the Board)

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

S.V. RAJU
Secretary

Chennai
7th May 2022

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NOTES:

1. AGM through Hybrid mode

Ministry of Corporate Affairs (“MCA”) vide its recent circular (General Circular 02/2022) dated 05.05.2022 and the Securities and Exchange Board of India (“SEBI”) vide its circulars have allowed companies to hold their Annual General Meeting (“AGM”) through Video Conference (“VC”) or Other Audio Visual Means (“OAVM”) until December 2022.

However for the benefit of shareholders and for wider participation, the 61st AGM of the Company will be held in physical mode at the AGM venue (conforming to Covid-19 protocols) with additional facility for stakeholders to participate through Video Conference (VC) / Other Audio Visual Means (OAVM).

2. Quorum / Proxy form / Authorisation

A Member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on a poll instead of himself and such proxy need not be a member of the company.

Appointment of proxies either for attending the meeting or for voting will not be applicable for shareholders participating through VC / OAVM.

Proxies in order to be effective, must be received at the registered office of the Company not later than 48 hours before the commencement of the meeting.

The presence of shareholders at the venue or through VC / OAVM will be reckoned for the purpose of quorum under Section 103 of the Companies Act, 2013.

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 AGM, pursuant to Section 113 of the Companies Act, 2013.

3. 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.

4. Explanatory Statement / Special Business

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.

5. Book Closure

The Register of Members and the Share Transfer books of the Company will remain closed from Friday, 17th June, 2022 to Wednesday, 29th June, 2022 (both days inclusive).

6. Dividend

Dividend on declaration will be paid on Tuesday, the 5th July, 2022 electronically to those members who have updated their bank details with their Depository Participants (DP) or with the Company / Registrar and Transfer Agent (RTA). The payment of such dividend is subject to deduction of tax at source.

7. Mailing of AGM Notice & Annual Report

In compliance with MCA / SEBI circulars, the Notice of 61st AGM and the Annual Report for the FY 2021 - 2022 are being sent only by electronic mode to shareholders whose email address is registered either with the Company / Registrar & Transfer Agent (RTA)/ Depository Participants (DPs). However, the physical copy of the Annual Report shall be made available upon the request from the Member(s) from case to case basis.

In deference to Regulation 44 (4) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 [LODR] proxy form in Form no MGT-11 have been despatched to the shareholders whose email ids are not registered.

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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 i.e. 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.

8. 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, send an email to our RTA – M/s. Cameo Corporate Services Limited at investor@cameoindia.com mentioning the Name of Member(s), Folio number along with the self-attested copy of PAN card.
- After due verification the RTA will send login credentials for attending the AGM and voting to the registered email address.
- Shareholders are advised to send the above documents to the RTA before the book closure date i.e. Friday, the 17th June 2022 to receive the Annual Report for the FY 2021 – 2022 through email.
- 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.

9. Attending AGM through VC /OAVM

The Company has appointed Central Depository Services Limited (CDSL), to provide VC/OAVM facility. The detailed procedure and manner for participation in AGM through VC/OAVM is given.

10. Members identification

Members holding their 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.

Members are requested to bring the attendance slips duly filled to the AGM and the identity proof to be produced, if and when required.

11. 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 by the members during normal business hours on any working day of the company.

12. Gifts

No gifts, gift coupons or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting in terms of Clause 14 of Secretarial Standard (SS-2) pertaining to distribution of Gifts at Annual General Meeting.

13. Route Map

Route Map showing the location of and directions to reach the venue of the 61st AGM is attached pursuant to Secretarial Standard 2 on General Meetings.

Procedure for participation in the 61st AGM through VC / OAVM

1. The Company has engaged CDSL to provide VC/OAVM facility as an additional option for its shareholders to participate in the AGM.
2. Shareholders will be able to attend the AGM in this mode by using their e-Voting login credentials.

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3. Facility to join the meeting will open 30 minutes before the scheduled time of the AGM and will be kept open throughout the proceedings of the AGM.
4. Shareholders desiring to express their views/ ask questions during the meeting either in person or through VC /OAVM may register themselves as a speaker. Request for this may be mailed to hebcnn@highenergy.co.in on or before Friday, 24th June 2022 (5.00 PM).
5. Only those shareholders who have registered themselves as a speaker will be allowed to speak or ask questions at the 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 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.
7. Shareholders are advised to quote their Name, DP ID / Client ID and Folio No. in all their communications.

8. 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 61st 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 Saturday, the 25th June 2022 (9.00 A.M.) and ends on Tuesday, the 28th June, 2022 (5.00 P.M.). During

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this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, the 22nd June 2022 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).
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.
Individual Shareholders holding securities in Demat mode with CDSL	<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.

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<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility –</p> <ul style="list-style-type: none"> (a) Please visit the e-Services website of NSDL https://eservices.nsdl.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. <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 abovementioned website.

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

1. For Physical shareholders- send an email to our RTA – M/s. Cameo Corporate Services Ltd at investor@cameoindia.com mentioning the Name of Member(s), Folio number along with the self-attested copy of PAN card. Shareholders are advised to send the above documents to the RTA before the book closure date ie. Friday, the 17th June 2022.
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 shareholders (holding Physical / Demat form) 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
 - 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

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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) **220524001** 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.
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 – For 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.

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Voting at AGM

1. The Company also offers the facility to the Shareholders for voting at AGM through two options i) Physical Ballot (Polling) paper, for shareholders present in person at AGM ii) e-Voting system facility for shareholders participating the AGM through VC/OAVM.
2. Shareholders who could not vote through remote e-voting may avail the above voting options provided at the AGM by CDSL.
3. 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 during the AGM by availing the option of e-Voting system facility.
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 AGM.
5. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting in person (or) through VC/OAVM. However, they will not be eligible to vote at the AGM.

GENERAL INSTRUCTIONS

1. The cut-off date for the purpose of e-voting has been fixed as Wednesday, the 22nd June 2022. 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 AGM Notice, the company would be mailing the 61st Annual Report for 2021 - 2022 to their registered email address as and when they become shareholders.
3. Voting rights of shareholders shall be in proportion to their shareholding in the

company as on the cut-off date of Wednesday, the 22nd June 2022.

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 AGM:
 - (i) First count the votes cast at the meeting through polling paper.
 - (ii) Then unblock the votes cast through Remote e-Voting / e-Voting at the AGM.
 - (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.

NOTICE TO THE SHAREHOLDERS

(iii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of AGM.

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 75 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 has attained the age of 75 years, 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 item of business.

The Board accordingly recommends the Special Resolution set out in Item 3 of the Notice for approval of the Members of the Company.

Item No. 5 : Reappointment of Mr M Ignatius as Whole time Director

The Board of Directors of the Company at the Board Meeting held on 26th March, 2022 have reappointed Mr. M Ignatius as Whole time Director designated as Director (Operations) of the Company with effect from 1st April, 2022 (viz. from 01.04.2022 to 31.03.2025) whose office is liable to retire by rotation. The Board approved the remuneration package on the recommendation of the Nomination and Remuneration Committee, subject to the approval of Members.

Mr M Ignatius, aged 61, is an Electrical Engineer having served our Company for more than 3 decades and is involved in the development and supply of batteries to DRDO, Defence and Space Quality requirements. He was fully involved in recent development of High Power Silver Zinc batteries for the future Torpedo Program and its Qualification, to meet the requirements of NSTL for under water defence applications.

During his tenure as Director (Operations) a number of developments in silver zinc batteries were completed. The Company is looking to strengthen and continue the level of production and operations, for improving the turnover cum profits. Also some new projects are being pursued, towards diversification and the Company is discussing many options wherein his involvement will be necessary. Accordingly, it is proposed to re-appoint Mr M Ignatius as Director(Operations) of the Company for a further period of three years with effect from 01.04.2022 to 31.03.2025.

Mr. M Ignatius is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as Director.

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Mr. M Ignatius does not hold by himself or for any other person on beneficial basis, any shares in the Company. He is neither a director nor a member in any other Company registered in India.

The terms and conditions would be made available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day of the Company.

Mr. M Ignatius is not related to any Director of the Company. 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 this item of business.

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

Item No. 6 : Adoption of Articles of Association (AOA) of the Company

Our Company was incorporated on 25th September, 1961 as Simco Meters Ltd. It adopted the Articles of Association signed by the subscribers to the Memorandum on 14th September, 1961 with the provisions contained in the Companies Act, 1956 as well as Table-A of the First Schedule thereto. Its Articles of Association is comprehensive and provisions of said Table A would apply to the extent they are not inconsistent with the provisions contained in Articles of Association. The Company was awarded a fresh certificate of incorporation consequent on the change of name as High Energy Batteries (India) Limited on 12th September, 1983 and the Company has adopted the same Articles of Association till date.

The Company Law has since undergone a major change with the Companies Act, 2013 has come into force from 1st April, 2014. Table-F of Schedule-I

contains a model Articles of Association that may be followed by a company limited by shares. It is optional for a company to adopt the said Table-F either in totality or otherwise.

It is not mandatory for a Company to change its AOA pursuant to the new law. In case of a company registered under any provisions of the Company Law, the new provisions relating to AOA would not apply unless it chooses to amend its Articles under the new Act.

Since our Articles contain several clauses that bear reference to the old Company Law and outdated usages like Managing Agency System etc, it is but desirable and appropriate consequent upon the total substitution of Companies Act, 1956. Hence, we want to adopt a new set of Articles and substitute the old Articles of Association with a new set of Articles of Association.

It is hence proposed to totally replace the existing AOA with a new set of regulations based on the said Table-F. The proposed AOA is comprehensive and the provisions of the said Table-F would apply only to the extent specifically incorporated therein. Its draft is uploaded on the Company's website www.highenergy.co.in for access and perusal by members. Copy of the new draft of AOA is also available for inspection by the members at the Registered office of the company during normal business hours on any working day of the Company.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this item of business.

The Board accordingly recommends the Special Resolution set out at Item 6 of the Notice for approval of the Members of the Company.

Item No. 7: Alteration of Main Object Clause

NOTICE TO THE SHAREHOLDERS

of Memorandum of Association (MOA) of the Company

The Company was incorporated on 25th September, 1961 as Simco Meters Limited. It adopted the Memorandum of Association signed by the subscribers to the Memorandum on 14th September, 1961.

The Company was incorporated for manufacture of single phase and poly phase meters for measuring and recording the consumption of electricity in collaboration with Denis Ferranti Meters Company Limited, United Kingdom. In 1979, the Company wanted to diversify to manufacture all kinds of batteries including high energy batteries such as Silver Oxide Zinc batteries, Nickel Cadmium batteries etc, to serve the Defence, Airforce and Navy. The meter unit was hived off in 1983 and the Company was renamed as High Energy Batteries (India) Limited. The Company developed many high tech batteries for Navy and DRDO.

With the introduction of several technologies in the battery fields, and with the advent of new technologies, the Company could look for opportunities to diversify in other field like power generation, precision and pressed components, establishment of tool room and also national accredited testing laboratories. Since our Memorandum of Association was adopted in 1961, suitable amendments are to be made in the object clause to facilitate the Company to go for diversification in various fields.

This calls for the need to amend the Memorandum of Association of the Company under Section 13 of the Companies Act, 2013 and it requires the special resolution to be passed by the shareholders. The amendment will be included in the MOA after the approval of Registrar of Companies.

No Director or Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise in this item of business.

The Board accordingly recommends the Special Resolution set out at Item 7 of the Notice for approval of the Members of the Company.

Item No. 8 & 9: Sub-division of Equity Shares of the Company and Alteration of Capital Clause V of Memorandum of Association (MOA) of the Company

Since the operations of the Company is growing and it is expected to grow significantly in the coming years, this has generated considerable interest in the Company's equity shares in the market. The market price of the shares has increased manifold. In order to improve the liquidity in the Company's Equity Shares and to make the shares more affordable for the investors, it is proposed to sub-divide each equity share having a face value of ₹ 10 /- fully paid up into five equity shares of the face value of ₹ 2/- each. This requires alteration of capital clause in the MOA and also requires approval by the members and by the Registrar of Companies. The Board shall determine the Record Date for sub division of equity shares at a later date.

Sub-division of shares requires the amendment to existing Clause V of the MOA. Presently, the authorized share capital is ₹ 7,50,00,000 (Rupees Seven Crore Fifty Lakhs only) consisting of 75,00,000 of equity shares of ₹ 10 /- each which shall be altered into 3,75,00,000 equity shares of ₹ 2 /- each.

The above mentioned sub-division of shares will not create any change in the voting percentage of shareholders. It is to be noted that, since the Company placed resolution for amendment of



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AOA there is no need to change the Articles to effect the amendment of share capital (ie. after sub-division).

The Memorandum of Association (MOA), Articles of Association (AOA) and other relevant documents are available for inspection by the Members at the Registered Office of the company during normal business hours on any working day of the Company.

None of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested in the Resolutions except to the extent of their shareholding in their Company.

The Board accordingly recommends the Ordinary Resolution set out at Items 8 & 9 of the Notice for approval of the Members of the Company.

(By order of the Board)

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

S.V. RAJU
Secretary

Chennai
7th May 2022

APPENDIX - A

Details of Directors seeking reappointment at the 61st 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	Mr M Ignatius
Director Identification Number (DIN)	08463140
Date of Birth	15.05.1960
Nationality	Indian
Date of Initial Appointment	01.06.2019
Qualification	Electrical Engineer
Experience (including Expertise in specific functional areas)	Varied experience of Project, R&D, Operations and General Management in the Battery Industry
Terms and conditions of reappointment	Proposed to be re-appointed as Whole time Director designated as Director (Operations), liable to retire by rotation
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