



High Energy Batteries (India) Limited

CIN: L36999TN1961PLC004606

Registered Office: "Esvin House", 13, Old Mahabalipuram Road, Perungudi, Chennai-600 096.

Email: investor@highenergyltd.com Website: www.highenergy.co.in

Tel: 91 – 44 – 24960335 / 43063545

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014]

Dear Members,

Notice of Postal Ballot ("**NOTICE**") is hereby given to the Shareholders of **M/s. High Energy Batteries (India) Limited**, pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, SS – 2 (Secretarial Standard on General Meetings) issued by the Institute of Company Secretaries of India, each as amended, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process through e-Voting vide General Circulars No.14/ 2020 dated April 08, 2020, No.17/2020 dated April 13, 2020, No.22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020, No.39/2020 dated December 31, 2020, No.10/2021 dated June 23, 2021, No.20/2021 dated December 08, 2021, No.03/2022 dated May 05, 2022 and No.11/2022 dated December 28, 2022 and any other circulars issued from time to time by MCA (collectively the "**MCA Circulars**"), the Resolution as set out hereunder is proposed for approval by the Members of the Company as **Ordinary Resolution** by means of Postal Ballot, voting only through electronic means ("**remote e-Voting**").

In compliance of the MCA Circulars referred above, this Postal Ballot Notice is being sent by email to only those shareholders, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of members of the Company provided by the Depositories as on

Friday, February 03, 2023 (i.e., the “**Cut-off Date**”). In case your email address is not registered, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-Voting on the proposed resolution.

The Company is providing the facility of remote e-Voting to its Members and has engaged the services of **Central Depository Services (India) Limited (“CDSL”)** for this purpose. Members are requested to go through the detailed “**INSTRUCTIONS FOR E-VOTING**” and other Notes appended to this Postal Ballot Notice.

The e-Voting period shall commence on Friday, February 10, 2023 (0900 hours) India Standard Time (IST) and end on Saturday, March 11, 2023 (1700 hours) (IST), both days inclusive. Members are requested to record their ASSENT or DISSENT on the resolution set out in this Postal Ballot Notice through **remote e-Voting only**, not later than 1700 hours (IST) on **Saturday, March 11, 2023**, after which the remote e-Voting facility shall be disabled by CDSL.

Pursuant to Sections 102 and 110 and other applicable provisions of the Act, the statement setting out the material facts and the reasons/ rationale pertaining to the said Resolution is annexed to this Postal Ballot Notice for your consideration and forms part of this Postal Ballot Notice.

The Board of Directors of the Company has appointed **Mr. A. S. Kalyanaraman, Practicing Chartered Accountant (Membership No. 201149)** as the Scrutinizer for conducting this Postal Ballot process through electronic means / remote e-Voting, in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman or Managing Director or Company Secretary or any other authorized person, after the completion of e-voting. The results will be declared by the Chairman or Managing Director or Company Secretary of the Company within Two (2) Working days from the closure of e-Voting and will also be displayed on the website of the Company i.e. www.highenergy.co.in and Registrar and Share Transfer Agent i.e. www.cameoindia.com besides being communicated to the Stock Exchange.

SPECIAL BUSINESS:

ITEM NO. 1: APPOINTMENT OF MR. N. P. SINHA (DIN: 07980838) AS NOMINEE DIRECTOR:

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

“**RESOLVED THAT** pursuant to Sections 152, 161 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 17 (1C) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, letter issued by Life Insurance Corporation of India (LIC) for representation of **Mr. N. P. Sinha (DIN: 07980838)**, appointed on the recommendation of Nomination & Remuneration Committee as Nominee Director and Designated as Non Executive, Non – Independent Nominee Director in the Board, as the nominee of LIC with effect from **28th January, 2023** be and is hereby appointed as Nominee Director of LIC in the Board of Directors of the Company, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** Dr. G.A. Pathanjali, Managing Director (DIN: 05297665) and Mr. V. Anantha Subramanian, Company Secretary (ACS: 29770) of the Company be and are hereby severally authorized to do all acts, deeds and things including filings and take steps as may be deemed necessary, proper or expedient to give effect to this Resolution and matters incidental thereto.”

**By order of the Board of Directors
For High Energy Batteries (India) Limited**

-sd-

**V Anantha Subramanian
Company Secretary**

Place: Chennai

Date: January 28, 2023

**Registered Office: “Esvin House”, 13, Old Mahabalipuram Road,
Perungudi, Chennai-600 096.**

CIN: L36999TN1961PLC004606

Email: investor@highenergyltd.com

Website: www.highenergy.co.in

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 setting out the material facts and reasons for the proposed Resolution is annexed hereto and forms part of this Postal Ballot notice. All documents referred to in the Notice and accompanying Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 9.00 A.M to 05.00 P.M. up to the date of closure of the Postal Ballot.
2. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and MCA Circulars, the Company is pleased to provide **voting by electronic means (“e-voting”) facility** to the Members, to enable them to cast their votes electronically on the resolution mentioned in the Notice. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Members. E-voting instructions are being provided in this notice.
3. The Postal Ballot Notice is being sent to the Members in **electronic form only** having email addresses. **Pursuant to MCA circulars, the hard copy of this Notice, Postal Ballot Form and prepaid business envelope will not be sent to the Members.** Accordingly, the communication of the assent or dissent of the Members would take place through e-voting facility/system only.
4. The Postal Ballot Notice is being sent to the Members whose name appears in the Register of Members / List of Beneficial Owners received as on the **cut-off date February 03, 2023**. A person who is not a Member on the relevant cut-off date should treat this notice for information purpose only.
5. The voting rights of the Members shall be in proportion to their shares of the paid-up equity share capital of the Company, subject to the provisions of Companies Act, 2013, as on cut-off date February 03, 2023.

6. Shareholders who have not registered their e-mail address are requested to register the same in respect of Equity Shares held in electronic form with the depository through their depository participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Cameo Corporate Services Ltd "Subramanian Building", 5th Floor, No. 1, Club House Road, Chennai – 600 002.
7. Members may note that this Notice will be available on the Company's website www.highenergy.co.in and shall be sent to the Stock Exchange i.e. BSE Limited for dissemination on their website www.bseindia.com and shall also be available on the website of Registrar & Transfer Agent [RTA] i.e. www.cameoindia.com.
8. The Resolution passed by the Members through postal ballot is deemed to have been passed as if this has been passed at a General Meeting of the Members.
9. The Resolution, if passed by requisite majority, shall be deemed to be passed on the last date specified for e-voting i.e. **March 11, 2023**.
10. For any assistance, members may contact:
Mr. V. Anantha Subramanian
Company Secretary
High Energy Batteries (India) Limited
"ESVIN House", 13, Old Mahabalipuram Road,
Perungudi, Chennai - 600 096.

VOTING PROCESS & INSTRUCTIONS:

Step 1: Access through Depositories CDSL/ NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on **Friday, February 10, 2023 at (0900 Hours) and ends on Saturday, March 11, 2023 at (1700 hours)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **February 03, 2023**, may cast their vote electronically. The e-Voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-Voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-Voting service providers (ESPs) providing e-Voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders. In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-Voting to all the Demat account holders, by way of a single login credential, through their Demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-Voting process.
- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 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. Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
<p style="text-align: center;">Individual Shareholders holding securities in Demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) Users who have opted for CDSL 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 URL for users to login to Easi / Easiest is https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME/BIGSHARE, so that the user can visit the e-Voting service providers' website 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 e-Voting link available on www.cdslindia.com home page. 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.

Type of shareholders	Login Method
<p style="text-align: center;">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, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. 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. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at: https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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.

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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.

Helpdesk for Individual Shareholders holding securities in Demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	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 22-23058542-43.
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.

(iv) Login method for Remote e-Voting for Physical Shareholders and Shareholders other than individual holding in Demat form.

- 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 Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<p>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.</p> <ul style="list-style-type: none"> • 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 as mentioned in instruction (v).

- (v) After entering these details appropriately, click on "SUBMIT" tab.
- (vi) 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.
- (viii) Click on the **EVSN 230202003** for High Energy Batteries (India) Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (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.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.

(xvi) 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 will be mapped automatically & can be de-linked in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor 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 viz; www.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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. 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 Aadhaar Card) by email to Company at / 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.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, 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 at toll free no. 1800 22 55 33.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, SEBI LODR REGULATIONS 2015 AND SS – 2 (SECRETARIAL STANDARD ON GENERAL MEETINGS), CONTAINING MATERIAL FACTS IN RESPECT OF ITEMS OF SPECIAL BUSINESS SET OUT IN THIS POSTAL BALLOT NOTICE

ITEM NO.1

The Company received a letter from LIC proposing the appointment of Mr. N. P. Sinha as the nominee of LIC. Based on the recommendations of the Nomination and Remuneration Committee of the Company, the Board of Directors at their meeting held on 28th January, 2023 appointed Mr. N. P. Sinha (DIN: 07980838) as the Nominee Director and Designated as Non Executive, Non – Independent Nominee Director in the Board of the Company with effect from 28th January, 2023.

In order to be designated as the Nominee Director in the Board, shareholders consent is sought through Postal Ballot in accordance with Sections 108 and 110 of the Companies Act, 2013. According to Regulation 17(1C) of SEBI LODR Regulations, effective from 01st January, 2022 approval of the shareholders for appointment of a person on the Board of Directors is required to be obtained at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Mr. N. P. Sinha has graduated with MA (Honors) in Economics and has decades of experience in insurance related matters and his expertise in these matters would be useful for the Company.

A brief profile of Mr. N. P. Sinha is annexed to the Notice in accordance with SEBI (LODR) regulations and SS – 2 (Secretarial Standard on General Meetings) for reference.

During his tenure as the Nominee Director he is not liable to retire by rotation and is entitled to receive sitting fee in connection with the Board or Committee meetings attended by him, as decided by the Board from time to time.

Mr. N. P. Sinha is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013 and is not debarred from being appointed as a Director by SEBI or any other authority. He has also given his consent to act as Director and is not related to any Director or Key Managerial Personnel of the Company.

Nominee Director shall not be deemed to be independent director as per Section 149(6) of the Companies Act, 2013 and is not liable to retire by rotation as per Section 6A (c) of the Life Insurance Corporation Act, 1956.

In view of the above, it is proposed to obtain the approval of shareholders for appointment of Mr. N. P. Sinha as Nominee Director of LIC on the Board of Directors of the Company, by passing Ordinary Resolution set out at Item no. 1 of this Postal Ballot Notice.

The Board accordingly recommends the Ordinary Resolution set out in Item no. 1 of the Notice for approval of the Members of the Company.

ANNEXURE

Brief Profile of the Director seeking appointment as set out in this Postal Ballot Notice, in terms of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Name	Mr. N. P. Sinha
DIN	07980838
Date of Birth	15.10.1962
Nationality	Indian
Educational Qualifications	BA (HONOURS), ECONOMICS, AIII
Work Experience	Zonal Manager (In charge) of LIC, Eastern Zone
Areas of Expertise	Mr. N. P. Sinha is an accomplished Insurance Company Professional, having vast expertise in Insurance related matters.
Terms and Conditions of Appointment	He is proposed to be designated as Nominee Director, not liable to be retired by rotation.
Directorships in other Companies	Nil
Shareholding in the Company including as a Beneficial Owner	Nil
<i>inter-se</i> relationship with Directors & KMP	No <i>inter-se</i> relationship with any other Director or KMP of the Company.