



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

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

Ref: SECY/2023 – 24/148

March 25, 2024

**Dr. R Subrahmaniya Sivam**  
**Bengaluru**

Dear Sir,

**Sub: Independent Director – Letter of Appointment**

We are pleased to inform you that the shareholders of the company have passed a Special Resolution through Postal Ballot on 20<sup>th</sup> March, 2024, appointing you as an Independent Director of the company for a fixed term of five years from 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029, not liable to retire by rotation.

Section 149(8) of the Companies Act, 2013 read with Schedule IV thereto and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, requires the company to issue a formal Letter of Appointment to Independent Directors.

We are accordingly pleased to issue this Letter of Appointment, setting out the terms in deference to the above stipulations as attached.

We request that the duplicate of this Letter of Appointment be signed and returned for our records.

With regards

Sincerely yours

**For High Energy Batteries (India) Limited**

**N Gopalaratnam**  
**Chairman**

Encl: as above

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



**Annexure to Letter of Appointment for Independent Director**

1. **Name of Director** Dr. R Subrahmaniya Sivam
2. **Tenure of Appointment** 01<sup>st</sup> April, 2024 to 31<sup>st</sup> March, 2029
3. **Board Expectation**

- i) You will sustain your independence and continue to fulfill the criteria specified u/s 149(6) of the Companies Act, 2013 for being considered independent during the entire tenure.
- ii) You will abide by the Code for Independent Directors specified in Schedule IV to the Companies Act, 2013.
- iii) You will promptly file the declarations and/ or confirmation required under the Company Law, SEBI regulations and other legislations.

4. **Committees**

You may be requested to be a Member / Chairman of any one (or) more committees of the Board from time to time.

5. **Duties and Responsibilities**

Directors are in essence trustees and have fiduciary duties. They are therefore to display utmost care, skill and diligence in the exercise of their powers and functions on behalf of the company. The general obligations and liabilities of a director are essentially based on the common law principles.

Section 166 of the Companies Act, 2013 has made specific prescription outlining the duties of directors. Part III of Schedule IV to the Companies Act, 2013 has further listed the duties of an Independent Director. You are requested to take note of these provisions.

6. **Insurance Cover**

Our company has taken a Directors & Officers (D&O) insurance cover to protect directors against any eventual claim or liability in the discharge of their functions. It is intended to maintain such insurance cover for the term of your appointment, subject to the terms of such policy in force from time to time.



## **7. Code of Business Ethics**

The company has prescribed a code of conduct for directors and senior management personnel. It has also framed a code of conduct for prevention of Insider Trading based on SEBI (Prohibition of Insider Trading) Regulations, 1992.

You are requested to conform to these codes and give annual declarations of compliance.

## **8. Negative List**

You will during your tenure as independent director

- i) not deal with the company either directly or indirectly in a manner to prejudice your status as independent director.
- ii) not deal in the securities of the company during periods of closed window and during other times except with due disclosures to the Board as required.
- iii) not act in a manner leading to conflict of interest at any point in time.

## **9. Independent Director Data Bank**

- i) You are requested to have your name included in the Independent Director Data Bank maintained by the Indian Institute of Corporate Affairs (IICA) and renew the same from time to time during your entire tenure as Independent Director of the company.
- ii) You are requested to pass the online proficiency self-assessment test conducted by the Indian Institute of Corporate Affairs (IICA), unless exempted under extant Rules.

## **10. Remuneration**

- i) You are eligible for sitting fee for attending every meeting of the Board or Committee at rates fixed by the Board from time to time.
- ii) You will be eligible for reimbursement of expenses for attending Board or Committee meetings or in relation to other business purposes of the company.
- iii) You are eligible for commission / remuneration payable to non – executive directors within the ceiling prescribed under the Companies Act, 2013 and as determined by the Board in exercise of powers delegated by shareholders.