

HIGH ENERGY BATTERIES (INDIA) LIMITED

CIN: L36999TN1961PLC004606

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

Phone: 044 - 24960335 / 24963552 / 24961785

Email: hebcnn@highenergy.co.in, Web: www.highenergy.co.in

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the **63rd Annual General Meeting of HIGH ENERGY BATTERIES (INDIA) LIMITED will be held on Saturday, the 08th June, 2024 at 11.00 A.M. through Video Conference (VC) / 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 of the Company for the year ended 31st March, 2024, together with 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

- (i) a dividend of ₹ 3/- (Rupees Three only) per Equity share for the financial year 2023 - 24 be and is hereby declared on 89,63,840 equity shares of ₹ 2/- each fully paid-up;

- (ii) the dividend be paid to the shareholders whose names appear in the Register of Members of the company in the case of physical holding and to the beneficial owners of shares recorded with the Depositories in the case of demat holding as per details furnished by the National Securities Depository Limited / Central Depository Services (India) Ltd as on Thursday, the 23rd May, 2024."

3. Re-appointment of retiring Director

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

"RESOLVED THAT pursuant to Section 152 of the Companies Act, 2013 and relevant rules framed thereunder, including any modification(s) thereto or re-enactment(s) thereof, for the time being in force, Mr. N. Gopalaratnam (DIN: 00001945), who retires by rotation and being eligible, offers himself for re-appointment be and is hereby reappointed as a Director of the Company, liable to retire by rotation."

(By order of the Board)

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

V ANANTHA SUBRAMANIAN
Company Secretary

Chennai
04th May, 2024

NOTICE TO THE SHAREHOLDERS

I. NOTES:

1. AGM THROUGH VIDEO CONFERENCE (VC):

In accordance with framework provided in the MCA General Circular Nos. 20/20 dated 05.05.2020, Nos.14/2020 dated 08.04.2020, 17/2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020, 39/2020 dated 31.12.2020, 10/2021 dated 23.06.2021, 20/2021 dated 08.12.2021, 03/2022 dated 05.05.2022, 11/2022 dated 28.12.2022 and No.09/2023 dated 25.09.2023 and other applicable circulars issued in this regard and further in accordance with the applicable provisions of the Act and the said Circulars issued by MCA and SEBI, Companies are allowed to hold General Meetings through Video Conferencing (VC) upto 30th September, 2024 without the physical presence of members at a common venue. In compliance with the circulars and in view of the continuing social distancing norms, the 63rd Annual General Meeting of the Company will be held through Video Conference (VC) / Other Audio-visual Means(OAVM). The registered office of the Company shall be deemed to be the venue for the AGM.

2. QUORUM / PROXY FORM/ ATTENDANCE SLIP:

A shareholder entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a shareholder of the company.

However, as this AGM is being held through VC / OAVM, physical attendance of shareholders is dispensed with. Accordingly, the facility for appointment of proxies by the Members is not applicable for this e-AGM. Hence the proxy form and attendance slip are not being annexed to this Notice and the resultant requirement for submission of proxy forms does not arise.

Members attending the AGM through VC/ OAVM will be counted for the purpose of

reckoning the quorum under Section 103 of the Companies Act, 2013.

Pursuant to Section 113 of the Companies Act, 2013 Body Corporates are entitled to appoint authorized representatives and requested to send a duly certified copy of Board Resolution authorizing their representative(s) to attend and vote at the e-AGM.

3. PARTICULARS OF DIRECTORS:

In terms of the Regulation 36(3) of the Listing Regulations, read with Secretarial Standards on General Meeting, particulars of Directors, who are proposed to be reappointed in this AGM, is given in **Appendix – A** to this Notice which forms part of the Annual Report.

4. EXPLANATORY STATEMENT:

A statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Special Resolution to be transacted at the meeting is annexed hereto.

5. BOOK CLOSURE:

Pursuant to Section 91 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, the Register of members and Share Transfer Books of the Company will remain closed from Friday, the 24th May, 2024 to Saturday, the 08th June, 2024 (Both days inclusive).

6. RECORD DATE:

The Record Date, for the purpose of determining the entitlement of Members to the Dividend declared for the Financial Year 2023-24, will be Thursday, the 23rd May, 2024.

7. DIVIDEND:

Dividend on declaration will be paid on or before Friday, the 14th June, 2024, 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.

NOTICE TO THE SHAREHOLDERS

Members are requested to update their KYC with their Depository Participants (DP) or with the Company / RTA to receive the Dividend directly into their bank account on the payout date.

8. TAX DEDUCTION AT SOURCE:

Members may note that the Income Tax Act, 1961, ("the IT Act"), as amended by the Finance Act, 2020, mandates that Dividend paid or distributed by a Company after April 01, 2020 shall be taxable in the hands of Members. The details in this regard are given in **Appendix - B** to this Notice.

9. Form 15G / 15H:

Declaration in Form No. 15G (applicable to any person other than a Company or a firm) / Form No. 15H (applicable to an individual who is 60 years and above), fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before Friday, the 24th May, 2024. Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in.

10. UNCLAIMED DIVIDEND:

In terms of Section 124 of the Act, 2013, the dividend declared by the Company, for earlier years, which remain unclaimed for a period of seven years will be transferred on due dates to the Investor Education and Protection Fund (IEPF), established by the Central Government. The particulars of due dates for transfer of such unclaimed dividends to IEPF are furnished in the "Report on Corporate Governance", forming part of the Annual Report.

Members who have not encashed their Demand Drafts in respect of the above period are requested to make their claim(s) by surrendering the un-encashed Demand Drafts immediately to the Company.

Pursuant to The Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company is providing / hosting the required details of unclaimed amount referred to under Section 124 of the Act, 2013 on its website <https://www.highenergy.co.in/investor-info/> under the section "Unpaid Dividend" and also on the website of MCA viz., www.iepf.gov.in.

11. ATTENDING E-AGM:

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

12. VOTING RIGHTS:

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 Saturday, the 01st June, 2024.

13. VOTING PROCESS:

Shareholders can cast their votes through Remote e-Voting or at the AGM through e-Voting. The detailed process and instructions which form part of this notice.

14. MAILING OF AGM NOTICE & ANNUAL REPORT:

The Electronic copies of Notice and the Annual Report of the 63rd AGM inter alia indicating the process and manner of e-voting along with instructions to attend the Annual General Meeting through Video-Conferencing / Other Audio-Visual Means (VC/OAVM) will be sent only by email to those Members whose email address has been made available to the Company / RTA/ Depository Participants. Members who have not registered their email addresses, can register the same as per the procedure given in the Notice. The physical

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copies of Annual Report 2023-24 will be sent only to such of those shareholders who would make a valid request in this regard and had not registered their e-mail IDs with the Company.

As per the extant MCA / SEBI Circulars, the Notice calling the AGM has been uploaded on the website of the Company at <https://www.highenergy.co.in/financials/annual-reports/>. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.

The notice and the Annual Report are available at the following link- <https://www.highenergy.co.in/financials/annual-reports/> (Company's website) and also at www.bseindia.com (official website of M/s. BSE Limited).

15. 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, the shareholders are requested to 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 – M/s. Cameo Corporate Services Limited 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 24th May, 2024 to receive the Annual Report for the FY 2023 –24 through email.
- Please note that as a valued shareholder of the Company, you are always entitled to request and receive all such communication in physical form free of cost. Further, the documents served through email are available on the Company's website <https://www.highenergy.co.in/> and are also available for inspection at the Registered Office of the Company during specified business hours (Monday to Saturday 09:00 AM to 05:00 PM).
- Any person who becomes a shareholder of the company after dispatch of the AGM Notice and holding shares as on the cut-off date may obtain the user Id and password by contacting the RTA at investor@cameoindia.com mentioning the Name of Member(s), Folio number along with the self-attested copy of PAN card.

16. INSPECTION:

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 in electronic mode. Shareholder can send an email for this purpose to hebcnn@highenergy.co.in.

17. ROUTE MAP:

Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.

NOTICE TO THE SHAREHOLDERS

II. Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013 and forming part of the Notice)

Item No. 3: Re-appointment of retiring Director

Mr. N Gopalaratnam [DIN:00001945], 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 01st 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.

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 No.3 of the Notice for approval of the Members of the Company.

(By order of the Board)

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

V ANANTHA SUBRAMANIAN
Company Secretary

Chennai
04th May, 2024

APPENDIX-A

**Details of Directors seeking reappointment at the 63rd Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015] and Secretarial Standards 2 issued by the Institute of Company Secretaries of India.]**

Disclosure Particulars	Details
Name of the Director seeking reappointment	Mr. N Gopalaratnam
Director Identification Number (DIN)	00001945
Date of Birth / Age	15.04.1947 / 77 Years
Nationality	Indian
Date of First Appointment on the Board	06.06.1991
Qualification	B.Sc., (Physics), B.E. (Mech Engg)
Experience & Expertise	Long and Varied experience in Management of Projects, Operations and overall management of diverse industries engaged in Pulp, Paper, Sugar and Batteries.
Terms & Conditions of re-appointment	Proposed to be re-appointed as Non-Executive Director, liable to retire by rotation.
Details of Shares held in the Company	51000 Shares [0.57%].
Remuneration proposed to be paid	Sitting fee and Commission as decided by Board within the ceiling approved by shareholders.
Remuneration last drawn	Sitting fee - ₹ 2 lakhs, Commission - ₹ 2 lakhs
Relationship with other directors, manager and key managerial personnel	Nil
Number of Board meetings attended during the year 2023 – 24	Held: 6 Attended: 6
Directorship in other listed companies	Chairman 1. M/s. Seshasayee Paper and Boards Limited 2. M/s. Ponni Sugars (Erode) Limited
Memberships/ Chairmanship of Committees in Other Listed Companies	Chairman 1. Stakeholders Relationship Committee and CSR Committee – M/s. Ponni Sugars (Erode) Limited Member 1. Stakeholders Relationship Committee, CSR Committee and Audit Committee – M/s. Seshasayee Paper and Boards Limited 2. Nomination and Remuneration Committee – M/s. Ponni Sugars (Erode) Limited
Resignation of directorships from listed entities during past three years	Nil

APPENDIX-B

Tax Deduction at Source (TDS) provisions under the Income Tax Act, 1961, for Resident and Non-Resident shareholder categories, on the Dividend payment:

As per Indian Income Tax Act, 1961 (Act), dividend paid or distributed by a company is taxable in the hands of shareholders at the applicable Tax Deduction at Source (TDS) provisions under the Act for Resident and Non-Resident shareholder categories.

I. For Resident Shareholders

Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / Invalid PAN/ PAN not linked with Aadhar/ not registered their valid PAN details in their account or classified as “specified person” in the income-tax portal, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.

a. Resident Individuals

No tax shall be deducted on the dividend payable to resident individuals if:

- i. Total dividend amount to be paid to them during the Financial Year (FY) 2024 - 25 does not exceed ₹ 5,000/- or
 - ii. The shareholder provides Form 15G (applicable to individual) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all fields are mandatorily to be filled up and Company may at its sole discretion reject the form, if it does not fulfill the prescribed requirement under the Act. The Declaration in Form 15G (applicable to any person other than a Company or a firm) and 15H (applicable to an Individual who is 60 years and older) based on the conditions applicable on ‘case to case’ basis, could be downloaded from the Income Tax website www.incometaxindia.gov.in.
 - iii. Exemption certificate is issued by the Income-tax Department, if any along with the self-attested copy of PAN Card.
- b. Provisions of Section 194 will not be applicable for dividend payments to the Life Insurance corporation of India, the General Insurance, Corporation of India and any other insurer in respect of any shares owned by it or in which it has full beneficial interest.

II. For Non-resident Shareholders

a. As per Domestic Tax Law

Taxes are required to be withheld in accordance with the provisions of Section 195 of the Act as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

b. As per Double Tax Avoidance Agreement (DTAA)

As per Section 90 of the Act, the non-resident shareholder has the option to be governed by the provisions of the DTAA between India and the country of tax residence of the shareholder, if they are

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more beneficial to them. For this purpose, i.e., to avail DTAA benefit, the non-resident shareholders are required to submit the following:

- i. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities.
- ii. Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the shareholder is a resident.
- iii. Shareholders who have PAN and propose to claim treaty benefit need to mandatorily file the Form 10F online at the link <https://eportal.incometax.gov.in/> with effect from April 01, 2023 to avail the benefit of DTAA.
- iv. Self-declaration by shareholder of meeting treaty eligibility requirement and satisfying beneficial ownership requirement.

It is recommended that shareholders should independently satisfy their eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

PAYMENT OF DIVIDEND

The dividend on Ordinary Shares for FY 2023-24 will be paid after deducting the tax at source as mentioned in the earlier paragraphs. The following provisions under the Act will also be considered to determine the applicable TDS rate:

a. TDS to be deducted at higher rate in case of non-filers of Return of Income

The provisions of Section 206AB require the deductor to deduct tax at higher of the following rates from amount paid/ credited to specified person:

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

The non-resident who does not have the permanent establishment and resident who is not required to file a return under section 139 of the Act are excluded from the scope of a specified person.

However, as directed by the Central Board of Direct Taxes vide Circular No. 11 of 2021 dated June 21, 2021, the Company will be using functionality of the Income-tax department for determination of "Specified Person" for the purpose of Section 206AB of the Act.

b. TDS to be deducted at higher rate in case of non-linkage of PAN with Aadhaar

As per Section 139AA of the Income Tax Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply

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to this, the PAN allotted shall be deemed to be invalid/inoperative and tax shall be deducted at the rate of 20% as per the provisions of section 206AA of the Act. The Company will be using functionality of the Income-tax department for the above purpose. Provisions will be effective from July 01, 2023. Shareholders may visit <https://www.incometax.gov.in/iec/foportal/> for FAQ issued by Government on PAN Aadhar linking.

c. Declaration under Rule 37BA

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should file declaration with Company in the manner prescribed in the Rules.

d. For shareholders having multiple accounts under different status / category

Shareholders holding Ordinary shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

e. General

You may note that the Company has notified record date for the purposes of Final Dividend for the FY 2023-24 as Thursday, the 23rd May, 2024 to the stock exchange.

The afore-mentioned documents, as applicable, are required to be e-mailed to investor@cameoindia.com.

All required documents should reach us on or before 24th May, 2024 in order to enable the Company to determine and deduct appropriate TDS / withholding tax. Documents submitted after 24th May, 2024 will not be considered for payment of dividend.

If the tax on said Dividend is deducted at a higher rate in absence of receipt of or satisfactory completeness of the afore-mentioned details/documents, the shareholder may claim an appropriate refund in the return of income filed with their respective Tax Authorities.

No claim shall lie against the Company for such taxes deducted.

The Company will arrange to email a soft copy of the TDS certificate at the shareholders registered email ID in due course, post payment of the said Dividend.

Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://eportal.incometax.gov.in>.

Shareholders are requested to refer to the Income Tax Act, 1961, and Rules thereunder for full details.

UPDATE OF BANK ACCOUNT DETAILS

In order to facilitate receipt of dividend directly in your bank account, shareholders are requested to ensure that their bank account details in their respective Demat accounts/physical folios are updated, to enable the Company to make timely credit of dividend in their bank accounts.



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III. Procedure for participation in the 63rd AGM through VC/ OAVM

1. The Company has engaged CDSL to provide VC/OAVM facility for its shareholders to participate in the e-AGM.
2. Shareholders will be able to attend the e-AGM by using their e-Voting login credentials.
3. Facility to join the meeting will open 15 minutes before the scheduled time of the e-AGM and will be kept open throughout the proceedings of the e- AGM.
4. Shareholders desiring to express their views/ ask questions during the meeting may register themselves as a speaker. Request for this may be mailed to hebcnn@highenergy.co.in on or before Wednesday, the 05th June 2024 (05:00 P.M.).
5. Only those shareholders who have registered themselves as a speaker will be allowed to speak or ask questions at the e-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 e-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 by sending an e-mail to hebcnn@highenergy.co.in 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. Recorded transcript of the e-AGM will be uploaded on the website of the Company as soon as possible.

Help Center

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 toll free no.1800 22 55 33.
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 022- 4886 7000 and 022-2499 7000.

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, Senior Manager, 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 contact at toll free no. 1800 22 55 33.

IV. 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 shareholders the facility to



NOTICE TO THE SHAREHOLDERS

exercise their right to vote at the 63rd 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 shareholder 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 **Wednesday, the 05th June, 2024 (09:00 A.M.)** and ends on **Friday, the 07th June, 2024 (05:00 P.M.)**. The e-Voting portal will thereupon be blocked by CDSL.

B) Login for Remote e-Voting / joining the meeting

I Demat Holders

1. 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.

SEBI vide its notification dated January 24, 2022 had mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company for assistance in this regard.

As per SEBI circular number SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March 2023, in case a holder of physical securities fails to furnish the PAN, KYC details, our RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on December 31, 2025, the registrar / the Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002. The said circular was subsequently amended vide number SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November 2023 wherein the “Freezing” of folios were removed. Thus, the company is retaining those folios for whom KYC details are yet to be received. The said circulars are hosted in the company website:

<https://www.highenergy.co.in/wp-content/uploads/2023/11/SEBI-Circular-dated-17.11.2023.pdf>

<https://www.highenergy.co.in/wp-content/uploads/2023/11/SEBI-KYC-Circular-16.03.23.pdf>



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2. In case of individual shareholders holding shares in Demat mode, access could be secured through respective Depositories CDSL/ NSDL e-Voting system. In case of non-individual shareholders in Demat mode and individual shareholders holding shares in physical mode, access could be secured only through CDSL e-Voting system.
3. 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.
4. 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).
5. Pursuant to above said 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
Individual Shareholders holding securities in Demat mode with CDSL	<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 link provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFIN/ LINKINTIME/BIGSHARE/Purvashare, so that the user can visit the website of e-Voting service providers directly. 3. If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasi/Registration/EasiRegistration or https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration 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.



NOTICE TO THE SHAREHOLDERS

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with NSDL	<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” and under e-Voting services, 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.
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, 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.

Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.



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6. Registration of e-mail with DPs

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i) 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), AADHAAR (self-attested scanned copy of Aadhaar card) by email to Company/RTA email id.
- ii) For Demat shareholders - please provide your email id and mobile no with your respective Depository Participant (DP).
- iii) For Individual Demat shareholders - please update your email id and mobile no with your respective Depository Participant (DP) which is mandatory while e-voting.

V. Login method for e-Voting and joining virtual meetings for shareholders (holding Physical / Demat form) and non-Individual shareholders

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on “Shareholders” module.
- 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- If you are a first-time user follow the steps given below:

	For Physical shareholders and other individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both Demat shareholders as well as physical shareholders) <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)	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. <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.

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- After entering these details appropriately, click on “SUBMIT” tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Select EVSN (Electronic Voting Sequence Number) of High Energy Batteries (India) Limited.
- 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.
- Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- 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.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- 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.

C) 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter 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; hebcnn@highenergy.co.in, if they have voted from individual tab & not uploaded the same in the CDSL e-voting system, for the scrutinizer to verify the same.

D) Voting at e-AGM

- The Company also offers the facility to the Shareholders for voting at AGM through e-Voting facility for shareholders participating through VC/OAVM.
- Shareholders who could not vote through remote e-voting may avail the above voting option provided at the AGM by CDSL. The procedure is the same as mentioned for Remote e-voting.
- 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 facility.
- If a shareholder cast his vote in the e-AGM without being present, his vote will be treated as invalid.
- 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 e-AGM.
- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.

E) General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as Saturday, the 01st June, 2024. 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 63rd Annual Report for 2023 – 24 to their registered email address as and when they become shareholders. They may follow the same procedure for voting.
3. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date of Saturday, the 01st June, 2024.
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 e-AGM:
 - (i) Unblock the votes cast through Remote e-voting / e-voting at the AGM.
 - (ii) The above exercise will be done in the presence of two witnesses not in the employment of the company.



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- (iii) Make a Scrutinizer's report of the total votes cast in favor or against, if any, and submit to the Chairman.
- (iv) The Scrutinizer's report as above would be made soon after the conclusion of AGM and in any event not later than two days from the conclusion of the meeting.

F) 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 and have it declared.
- (ii) The results declared along with the scrutinizer's report will be placed on the company's website www.highenergy.co.in and in the website of CDSL www.evotingindia.com immediately after the result is declared and also communicated to BSE.
- (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of e-AGM.