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HIGH ENERGY BATTERIES (INDIA) LIMITED

(ISO 9001 : 2008 & ISO 14001 : 2004 Company) CIN L36999TN1961PLC004606

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

Ref: SECY/2019 - 20/082

August 28, 2019

BSE Ltd
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400 001.

Dear Sirs,

Sub: AGM Proceedings

In deference to Regulation 30 read with Part –A of the Listing Regulations, we send herewith a copy of the proceedings of the 58th Annual General Meeting of our Company, held on 3rd August 2019, for your reference and records.

Thanking you

Yours' faithfully,

For High Energy Batteries (India) Limited


S V Raju

Company Secretary

Encl: as above

Phone : 91-44-24960335, 39279319 Fax: 91-44-24961785, E-mail: hebcnn@md4.vsnl.net.in

Works : Pakkudi Road, Mathur 622 515, Pudukottai District. Phone: 91-431- 2660 323, 2660 324 Fax: 91-4339-250 516 E-mail: info@highenergyltd.com

Accounts Office : Pakkudi Road, Mathur 622 515, Near Trichirappalli, India

Delhi Office : No. B-213, IInd Floor, Phase - 1, Naraina Industrial Area, New Delhi - 110 028. Phone : 91-11-25792559 Fax : 91-11-25792560

LAB / Unit : IV High Energy Batteries (India) Ltd., (Lead Acid Battery Plant) SFNo. 22-24, Rasipuram Road, Mathur - 622 515, Pudukkottai Dist. Phone 01 431 2005554, 2005550

HIGH ENERGY BATTERIES (INDIA) LIMITED

Proceedings of the 58th Annual General Meeting of the Company held at 11.00 A.M. on Saturday, the 3rd August, 2019 at New Woodlands Hotel Pvt. Ltd. No.72 -75, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004.

Present

Mr N Gopalaratnam	Chairman
Dr G.A. Pathanjali	Managing Director
Mr A L Somayaji	Independent Director, Chairman of the Nomination-cum-Remuneration Committee and Chairman of the Audit Committee.
Cmde R P Prem Kumar	Independent Director
Mr M Natarajan	Independent Director
Mrs Lalitha Lakshmanan	Independent Director
Mrs Jayashree Ajit Shankar	Nominee Director, LIC
Dr Vijayamohanan K Pillai	Director
Mr M Ignatius	Director (Operations)
Mr S V Raju	Company Secretary
Mr R Swaminathan	Chief Financial Officer

Auditors

Mr N R Suresh	M/s. Maharaj N R Suresh & Co.,
Mr R Prakash	M/s. R Subramanian & Co LLP.

Members Attendance and Quorum

Present in Person:

810 Members holding 758040 shares

Present by Proxy:

10 Members holding 11 shares

Chairman of the Meeting

Mr N Gopalaratnam, Chairman of the Board of Directors, who by virtue of Article 75 of the Articles of Association of the Company is also the Chairman of the General Meetings of the Company, took the Chair.

Quorum

Chairman noted that 810 members were present in person and 10 members by proxy. Having ascertained that the requisite quorum of 15 Members (Fifteen members) stipulated under Section 103 of the Companies Act, 2013 as applicable to the company

was present in person, Chairman called the Meeting to order. The Meeting commenced at 11.00 A.M.

Introduction

Chairman welcomed all the shareholders to the 58th Annual General Meeting. Chairman introduced all the Directors seated on the dais. He also introduced the Statutory Auditor Mr. N R Suresh, representing M/s. Maharaj N R Suresh and Company and the Internal Auditor Mr. R Prakash representing M/s. R Subramanian and Company LLP to the Members. Chairman conveyed the Leave of Absence of the Secretarial Auditor Mr B Kalyanasundaram of M/s. B.K.Sundaram & Associates. Chairman informed the Members that Mr A S Kalyanaraman has been appointed as the scrutinizer for the polls.

Notice & Board's Report

The Notice for the Meeting and the Board's Report to Shareholders was taken as read, with the consent of the Members present.

Audit Report

Chairman informed that the company has obtained Auditors' Report from M/s. Maharaj N R Suresh and Company pursuant to Section 134(2) of the Companies Act, 2013, which is included in pages 46 - 54 of the Annual Report. He confirmed to the members that there were no qualifications, observations or comments or other remarks by the Auditors which have adverse effect on the functioning of the company. Thereupon the Auditors' Report to shareholders was taken as read.

Secretarial Audit Report

Chairman informed that the company has obtained Secretarial Audit Report from M/s.B.K.Sundaram & Associates, Company Secretaries pursuant to Section 204 (1) of the Companies Act, 2013 which is included in pages 43 - 45 of the Annual Report. He confirmed to the members that there were no qualifications, observations or comments or other remarks mentioned in the Secretarial Audit Report. Thereupon the Secretarial Auditor Report to shareholders was taken as read.

Registers & Reports

Chairman announced that following were kept open and made accessible for members at the meeting venue:

- (i) The Register of Directors and Key Managerial Personnel and their shareholdings.
- (ii) Auditors' Report
- (iii) Secretarial Audit Report
- (iv) Documents referred to in the Statement attached to AGM Notice pursuant to Sec.102(1) of the Companies Act, 2013.

Chairman's speech

Chairman delivered his speech. Printed text of the Chairman's speech was distributed to all the members and others present. Chairman covered the state of economy, company performance and outlook for the current year in his address.

Presentation

Dr G A Pathanjali, Managing Director made a brief technical presentation about the Company's Products, Customers and application requirements. The same was appreciated by the Shareholders.

Introduction to resolutions

Chairman observed that there were 4 resolutions proposed to be passed at the 58th AGM and all four are Ordinary resolutions. He briefly narrated the background and purpose of each of these resolutions.

Voting options

Chairman mentioned that the company had offered two alternative voting options to shareholders (i) Remote e-voting (ii) Poll at AGM venue.

Shareholders holding shares as on **the cut-off date** fixed for the purpose, namely, **27th July, 2019** alone were entitled to cast the vote under any one of the aforesaid options.

Remote E-voting

Chairman mentioned that remote E-voting facility was offered pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the *SEBI* (Listing Obligations and Disclosure Requirements) Regulations, 2015. The company has engaged the services of Central Depository Services (India) Limited (CDSL) for this purpose. The remote **E-voting commenced at 9.00 A.M. on 31st July, 2019 and closed at 5.00 P.M. on 2nd August 2019.**

Conduct of Poll

Chairman informed the members that pursuant to Rule 20 of the Companies (Management and Administration) Rules, 2014, the company is also offering the facility to vote on a polling paper at this meeting. However, only shareholders who had not exercised their voting rights under remote e-voting would now be entitled to cast their vote on the polling paper. The Polling papers were distributed for polling to the members who had not availed the remote e-Voting facility, to cast their vote in the Polling box.

Scrutinizer

The Scrutinizer conducted the poll which included showing of empty Polling Box to the Members, locking and sealing of empty polling box in the presence of members. Chairman informed that the results of voting on each resolution shall be determined by adding the votes of the Poll in favour of or against a resolution with electronic votes in favour of or against the same resolution.

Queries and Reply

Chairman then invited queries from the shareholders on the Financial Statements, Resolutions proposed or about the general functioning of the Company and clarified the issues raised by them.

Shareholders actively participated and seven shareholders raised the Queries on the Annual Report for the Year 2018 – 2019 on the following;

- a) Why there is no dividend while the company made profit?
- b) Why there is reduction in sales than previous year when orders are there?
- c) Why the Share price of the company in the market so low?
- d) Auditor observation in Key Audit Matters on impairment provision of Lead Acid Battery division and inventories.
- e) Dematerialization of Physical Shares
- f) Foreign Exchange Earnings and Outgo
- g) What are the developments made in R&D
- h) Operations in Lead Acid battery division
- i) Doubtful debts and their details
- j) AGM Hall arrangements

Responding to the Queries raised by the Shareholders, Chairman replied that he would give answer as precisely as possible.

Chairman agreed with the Shareholders that the Company's performance has not been good and the Company during the year under review, faced lot of constraints. Chairman explained the difficulties faced in getting orders, and informed that the design and development of high power underwater batteries took more time than expected. He informed the shareholders that the trend for First Quarter / current year is encouraging and the company is likely to get back to dividend list.

Chairman further explained that

- a) on Key Audit Matters both questions and response are given by the Auditors themselves.
- b) as Lead Acid battery division is not successful, the company will deliberate and take a suitable decision.
- c) next AGM will be held in a good hall without Echo.
- d) Government regulations do not permit sharing details of R&D work with public including shareholders.

There being no further query, Chairman informed that the Poll would end in 30 minutes after the conclusion of the meeting. He further informed the members that the Scrutinizer would submit his report in the evening and thereafter the results would be declared and also uploaded in the website of the company, Stock Exchange, and CDSL.

Conclusion of Meeting

Mr. Rajarathnam, a shareholder proposed vote of thanks to the Chairman and the members.

Chairman declared the meeting closed at 12.40 P.M.

Scrutinizer Report

Resolution Nos. as given in the Notice of 58 th Annual General Meeting	Particulars of Votes Cast							Result declared
	Votes cast in favour	Electronic Voting		Poll		Voting (Total)	Result	
		Nos.	%	Nos.	%			
Ordinary Business								
1. Ordinary Resolution for Adoption of Financial Statements for the FY 2018 - 19	Votes cast in favour	1079447	99.88	886	0.08	1080333	99.96	Resolution passed with requisite majority
	Votes cast against	400	0.04	-	-	400	0.04	
2. Ordinary Resolution for Re-appointment of Mr.N Gopalaratnam who retires by rotation	Votes cast in favour	1079847	99.92	886	0.08	1080733	100	Resolution passed with requisite majority
	Votes cast against	-	-	-	-	-	-	
Special Business – Ordinary Resolutions								
3. Appointment of Dr Vijayamohan K Pillai as an Independent Director	Votes cast in favour	1079447	99.89	753	0.07	1080200	99.96	Resolution passed with requisite majority
	Votes cast against	400	0.04	-	-	400	0.04	
4. Appointment of Mr M Ignatius as whole time Director	Votes cast in favour	1079447	99.89	753	0.07	1080200	99.96	Resolution passed with requisite majority
	Votes cast against	400	0.04	-	-	400	0.04	

Voting Results

The Scrutinizer submitted the voting results to the Chairman in the evening on 3rd August, 2019.

Chairman's Declaration

Chairman announced the overall results in respect of each and every resolution at 3.45 P.M on 3rd August, 2019. All the 4 Ordinary resolutions for the Ordinary / Special Business as set out in item No.1 to 4 in the Notice of the 58th Annual General Meeting of the Company have been duly passed with requisite majority.

The Ordinary resolutions duly approved by the Members with requisite majority are recorded hereunder as part of the proceedings of the 58th Annual General Meeting held on 3rd August, 2019.

ORDINARY BUSINESS**1. Adoption of Financial Statements for the FY 2018 - 19**

“RESOLVED THAT the Financial Statements for the year ended 31st March 2019, the Auditors’ Report thereon and the Board’s Report be and are hereby approved and adopted”.

2. Reappointment of Mr. N Gopalaratnam, who retires by rotation

“RESOLVED THAT Mr. N Gopalaratnam (DIN:00001945), who retires by rotation, in accordance with the provisions of Article 104 of the Articles of Association of the Company and the Companies Act, 2013 and who has offered himself for re-appointment, be and is hereby reappointed as a Director of the Company”.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS**3. Appointment of Dr. Vijayamohan K Pillai as an Independent Director**

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule IV to the Act and Regulation 16(1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. Vijayamohan K Pillai (DIN: 07308120), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 22nd March, 2019, in terms of Section 161(1) of the Companies Act, 2013, and whose term of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term from 3rd August, 2019 to 31st March, 2024, not liable to retire by rotation”.

4. Appointment of Mr. M Ignatius as Whole time Director

“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 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 from 1st June, 2019, (viz., from 01.06.2019 to 31.03.2022) 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 so as to not exceed the limits specified in Section II of Part II of Schedule V of the Companies Act, 2013”.

TERMS AND CONDITIONS:

1	Period	From 01.06.2019 to 31.03.2022
2	Remuneration / Salary	Rs.90,000/- (Rupees Ninety Thousand only) per month including Dearness Allowance and all other allowances.
3.	Perquisites	Perquisites will be in addition to salary and shall be restricted to an amount equal to the annual salary.
	a) House Rent Allowance	Rs.25,000/- (Rupees Twenty Five thousand only) per month.
	b) Medical Allowances	Rs.10,000/- (Rupees Ten thousand only) per month.
	c) Personal Accident Insurance	Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs. 5,000/-(Rupees Five thousand only) per annum.
	d) Leave	As per the Rules of the Company.

	e) Use of Car and Telephone	Car for use on Company's business and telephone at residence will not be considered as perquisites. However, personal long distance calls and use of car for private purposes shall be billed by the Company.
4.	Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year during his term of office, the salary as above will be the Minimum remuneration. In any event, the total salary, perquisites will be within the overall ceiling as specified in Section II of Part II of Schedule –V of the Companies Act, 2013.

All the above Ordinary resolutions which were put to vote were passed with requisite majority.

Place: Chennai
Date: 03.08.2019

N. GOPALARATNAM
Chairman