



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 – 24/119

February 16, 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai 400 001

Dear Sirs,

Sub: Postal Ballet Notice – Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 (SEBI - LODR) - Scrip Code: 504176

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed Postal Ballot Notice seeking approval of members through remote e-voting by way of Special Resolution for (i) re-appointment of Dr. Vijayamohanan K Pillai (DIN: 07308120) as an Independent Director of the Company for a second term of five years from 01st April, 2024 to 31st March, 2029, not liable to retire by rotation; (ii) appointment of Cmde Saroj Kumar Patel (DIN: 10474393) and Dr. R Subrahmaniya Sivam (DIN: 02393209) as Independent Directors of the Company for a fixed term of five years from 01st April, 2024 to 31st March, 2029, not liable to retire by rotation.

In accordance with the General Circulars issued by the Ministry of Corporate Affairs, the Notice of Postal Ballot was dispatched through e-mail on 16.02.2024 to the registered email id of the shareholders as on the **cut-off date on 09.02.2024**. Shareholders were advised to give their assent / dissent on the proposed resolution(s) only through remote e-voting. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The remote e-voting period commences on **Monday, the 19th February, 2024 (09:00 A.M.)** and ends on **Tuesday, the 19th March, 2024 (05:00 P.M.)**. The Notice of Postal Ballot is also available on the Company's website www.highenergy.co.in.

Kindly take the above information into your records.

Thanking you,

Yours faithfully,

For High Energy Batteries (India) Limited

(V.Anantha Subramanian)
Company Secretary & Compliance Officer

Encl: as above

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



High Energy Batteries (India) Limited

CIN: L36999TN1961PLC004606

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

Phone: 044 – 24960335 / 43063545,

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

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To

The Members of High Energy Batteries (India) Limited

NOTICE is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Secretarial Standard on General Meetings (SS- 2) issued by the Institute of Company Secretaries of India and pursuant to other applicable laws and regulations, that the Special resolutions appended below are proposed to be passed by the Members of the Company by way of Postal Ballot through Remote electronic voting ("e-voting"). The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the proposed Resolutions setting out the material facts are annexed hereto for your consideration and approval.

SPECIAL BUSINESS:

1. Re-appointment of Dr. Vijayamohan K Pillai (DIN: 07308120) as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any

statutory modification(s) or re-enactment(s) thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Dr. Vijayamohanan K Pillai(DIN: 07308120), Independent Director of the Company, who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for a second term of five years from 01stApril, 2024 to 31stMarch 2029, not liable to retire by rotation;

RESOLVED FURTHER THATthe Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to the above resolution.”

2. Appointment of CmdeSaroj Kumar Patel (DIN: 10474393) as an Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Cmde Saroj Kumar Patel (DIN: 10474393) be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 01st April, 2024 to 31stMarch, 2029, not liable to retire by rotation;

“**RESOLVED FURTHER THAT**the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to the above resolution.”

3. Appointment of Dr. R Subrahmaniya Sivam (DIN:02393209) as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read Schedule IV and other applicable provisions of the Companies Act, 2013 (‘ the Act’) and the Rules made thereunder and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015(including any statutory modification(s) or reenactment(s) thereof for the time being in force) and based on the recommendations of the Nomination and Remuneration Committee and Board of Directors of the Company, Dr. R Subrahmaniya Sivam (DIN: 02393209) be and is hereby appointed as an Independent Director of the Company to hold office for a fixed term of five years from 01st April 2024 to 31st March 2029, not liable to retire by rotation;

“RESOLVED FURTHER THATthe Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be considered necessary, proper or expedient for the purpose of giving effect to the above resolution.”

(By order of the Board)

For High Energy Batteries (India) Limited

Sd/-

(V Anantha Subramanian)

Company Secretary

Place: Chennai

Date: 15.02.2024

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out all material facts concerning the Resolution is annexed herewith.
2. The Postal Ballot Notice is being sent to all the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the **cut-off date i.e. Friday, the 09th February, 2024**. A person who is not a Member on the relevant cut-off date should treat this notice for information purpose only.
3. The Postal Ballot Notice is being sent in electronic form to the email address registered with the depository participants (in the case of Demat holding) / the Company's Registrar and Transfer Agent (in the case of physical holding). In addition, the Notice is displayed on the website of the Company at www.highenergy.co.in and on the website of the CDSL www.evotingindia.com. Ministry of Corporate Affairs (MCA) vide its General Circular No.09/2023 dated 25.09.2023 has decided to allow Companies to transact items through postal ballot up to 30th September 2024 in accordance with framework provided in the MCA General Circular 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 and 11/2022 dated 28.12.2022. In compliance with the requirements of the MCA Circulars, physical copy of Postal Ballot notice along with Postal Ballot Forms and prepaid business envelop is not being sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent on the proposed resolution through the remote e-voting system only.
4. In compliance with the provisions of the Companies Act, 2013, the Rules made thereunder and in terms of Regulation 44 of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided the facility to the Members to exercise their votes electronically through the Remote e-voting facility arranged with Central Depository Services (India) Limited (CDSL).

5. Remote e-Voting commences on **Monday, the 19thFebruary, 2024** (09.00 A.M.) and ends on **Tuesday, the 19thMarch, 2024** (05.00 P.M.). Members whose names appear on the Register of Members / List of Beneficial Owners as on 09.02.2024 (Cut-off date) will alone be considered for being entitled to vote for the e-voting.
6. Resolution passed by the Members through electronic voting (e-voting) shall be deemed to have been passed as if they have been passed at a General Meeting of the Members.
7. Members are advised to read carefully the voting instructions and follow the process, appended hereunder before casting their votes.
8. For any clarification /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.
Phone: 044 - 24960335 / 43063545
Email: hebcnn@highenergy.co.in

In case of further queries, please contact our Registrar and Share Transfer Agent
M/s. Cameo Corporate Services Limited at their e-mail id:
investor@cameoindia.com

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

SPECIAL BUSINESS:

Item No.1:

Re-appointment of Dr. Vijayamohan K Pillai (DIN: 07308120) as an Independent Director of the Company

In accordance with the Provisions of Sections 149 and 161 of the Companies Act, 2013, the Board of Directors on the recommendation of the Nomination and Remuneration Committee appointed Dr. Vijayamohan K Pillai (DIN: 07308120) as an Additional Director of the Company on 22.03.2019. Further, the Company, with the approval of the Shareholders at its 58th Annual General Meeting (AGM) dated 03.08.2019, appointed Dr. Vijayamohan K Pillai as an Independent Director of the Company for a fixed term from 03rd August, 2019 to 31st March, 2024.

Section 149(10) provides that subject to the provisions of Section 152 of the Companies Act, 2013, an independent director shall hold office for a term upto five consecutive years, and shall be eligible for re-appointment on passing of a special resolution. Further, Section 149(11) states that independent director shall hold office for two consecutive terms.

The term of Dr. Vijayamohan K Pillai is valid till 31.03.2024 as he was appointed for a fixed term of five years in the year 2019 and by applying the provisions of Section 149 (10) and (11), he is entitled to have second term in office for a tenure upto five years as Independent Director. Such an appointment for second term shall however be passed through a Special resolution as per Section 149 (10) of the Companies Act, 2013 and thus it is necessary to seek approval of the shareholders by way of special resolution to re-appoint him as an Independent director of the Company.

Dr. Vijayamohan K Pillai is a leading Electrochemist in India. He holds Ph.D. from the Indian Institute of Science, Bangalore. He worked in many areas of electrochemical power sources, electrochemical sensors and bio-electrochemistry for over three decades at the National Chemical Laboratory, Pune. He has authored over 260 publications and holds 27 patents in both Electrochemistry and Materials Chemistry.

Dr. Vijayamohan K Pillai has received many honors and awards like “The MRSI Medal”, Bangalore in 1996 & CRSI Bronze Medal in 2004 and visited many foreign countries for giving invited lectures on Materials, Electrochemistry and Electrochemical Energy Storage.

Dr. Vijayamohan K Pillai became fellow of the Indian Academy of Science in 2008 and the Indian National Science Academy in 2018. He served as an Outstanding Scientist at Council of Scientific and Industrial Research (CSIR) - Central Electrochemical Research Institute (CECRI) and was Director, CSIR – CECRI (during the year 2012 to 2019), Karaikudi, Tamil Nadu. At present he is serving in Indian Institute of Science, Education and Research (IIESR), Tirupati as Professor / Chair in Chemistry.

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Dr. Vijayamohan K Pillai (DIN: 07308120) is a person of integrity and possesses the relevant expertise cum experience and fulfills the conditions for being re-appointed as Independent Director as specified in Section 149 and 152 of the Act and SEBI (LODR). Having regard to the qualification, skill, experience and knowledge, the Board considers that the Company would be greatly benefitted by availing his scientific knowledge and technical expertise.

Further, the Board based on the recommendation of the Nomination and Remuneration Committee passed circular resolution dated 15th February 2024 (i) recommending the re-appointment of Dr Vijayamohan K Pillai (DIN:07308120) as an Independent director of the company for a second term of five years from 01st April, 2024 to 31st March, 2029, not liable to retire by rotation (ii) approving the Postal Ballot Notice to seek shareholder approval for the re-appointment by special resolution.

Dr. Vijayamohan K Pillai is not disqualified from being re-appointed as Director in terms of Section 164 of the Companies Act, 2013. The Company has received the following from Dr. Vijayamohan K Pillai in respect of his proposed re-appointment:

1. Consent to act as Director - Section 152(5) of the Act, Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
2. Form DIR-8 intimating that he is not disqualified under Section 164(2) of the Act, Rule 14 of Companies (Appointment and Qualification of Directors) Rules, 2014.

3. Notice in writing from a Member proposing the candidature of the above person for being re-appointed as Director of the Company - Section 160 of the Act.
4. Declaration that;
 - a) he meets with the criteria of independence prescribed by both the Act and LODR.
 - b) is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact their ability to discharge duties with an objective independent judgment and without any external influence.
 - c) has not been debarred or disqualified from being appointed or continuing as director of a company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory authority.
 - d) has registered his name in the Data Bank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA) in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
 - e) has been exempted from the Online Proficiency self assessment test.

Details of Dr. Vijayamohan K Pillaiare furnished in **Annexure - 1** pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard (SS-2) on General Meeting.

The Independent Director would be eligible for sitting fee for attending the Board meeting and any other Committee meetings in which he will be a member, within the ceiling prescribed by the Act and as determined by the Board from time to time. He would also be eligible for commission / remuneration within the limits permissible under Law and approved by shareholders. However, he is not entitled to any stock option.

A copy of the Resolution of the Nomination and Remuneration Committee / Board of Directors, other relevant documents referred to in the Notice and the explanatory statement and the draft letter of appointment setting out the terms and conditions are available for inspection by the Members at the Registered Office of the Company during business hours on any working day from the date of dispatch of the Notice till the date of closing of voting period ie. 19.03.2024. The draft Letter of Appointment setting out terms and conditions of appointment is also available on the website of the Company.

Dr Vijayamohan K Pillai is interested in the resolution concerning his re-appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice for approval of the Members of the company.

Item No.2

Appointment of Cmde Saroj Kumar Patel (DIN:10474393) as an Independent Director of the Company

Pursuant to the Provisions of the Companies Act read with Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our company is required to have at least half of the Board of Directors as Independent Directors. Accordingly, the Company has five Independent and four non Independent Directors that conforms to the requirement under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Of this, the tenure of three Independent Directors ends on 31st March 2024 after completing their term of two consecutive five years. Accordingly, the Board decided to appoint two independent directors.

Commodore SarojKumar Patel (retd), a Post Graduate (MTech) in Guided Missiles, completed Naval Technical staff course and Special Weapon course at Defence Institute of Advanced Technology (DIAT), Pune, started his career as a Quality Engineer in HAL Koraput for MIG Aircraft Engines division from July 1978 to January 1981. He was then commissioned into the Indian Navy and served in various capacities as CNAI (MB), CNAI (V) and DNAI. He served as Director of Missile System Quality Assurance Agency (MSQAA) from July 2008 to July 2011 dealing with various Indigenous Tactical and Strategic Missile programs. He was also the founding Director of Directorate of Quality, Reliability and Safety (DQR&S) at the corporate headquarters DRDO, New Delhi established in September 2012 and superannuated in January 2017 as Scientist "G", followed by DRDO Fellow till Oct 2018. He has over four decades of experience in Defence & Quality. He was the Member of Aeronautical Society of India and Society for Quality and Reliability (SAQR) with DRDO, ISRO and other Defence establishments like HAL. At present, he is Advisor (Quality) for Defence products at Economic Explosive Ltd, Nagpur (100% subsidiary of Solar Industries India Ltd.).

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Cmde Saroj Kumar Patel (DIN: 10474393) possesses the relevant expertise and experience and fulfills the conditions for being appointed as Independent Director as specified in Section 149 and 152 of the Act and SEBI (LODR). Having regard to the qualification, skill, experience and technical knowledge, the Board considers that his induction would be of immense benefit to the company.

Further the Board based on the recommendation of the Nomination and Remuneration Committee passed circular resolution dated 15th February 2024 (i) recommending the appointment of Cmde Saroj Kumar Patel (DIN:10474393) as Independent director of the

company for a fixed term of five years from 01st April 2024 to 31st March, 2029, not liable to retire by rotation (ii) approving the Postal Ballot Notice to seek shareholder approval for the appointment by special resolution.

Mr Saroj Kumar Patel is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The company has received the following from Mr Saroj Kumar Patel in respect of his proposed appointment:

1. Consent to act as Director – Section 152(5) of the Act - Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
2. Form DIR 8 intimating that he is not disqualified under Section 164(2) of the Act – Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
3. Notice in writing from a member proposing the candidature of the above person for being appointed as Director of the company – Section 160 of the Act.
4. Declaration that;
 - a) he meets the criteria of independence prescribed by both the Act and LODR.
 - b) is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence.
 - c) has not been debarred or disqualified from being appointed or continuing as director of a company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory authority.
 - d) has registered his name in the Data Bank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA) in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.

Details of Mr Saroj Kumar Patel are furnished in **Annexure - 2** pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard (SS - 2) on General Meeting.

The Independent Director would be eligible for sitting fee for attending the Board meeting and any other Committee meetings in which he will be a member, within the ceiling prescribed by the Act and as determined by the Board from time to time. He would also be eligible for commission / remuneration within the limits permissible under Law and approved by shareholders. However, he is not entitled to any stock option.

A copy of the Resolution of the Nomination and Remuneration Committee / Board of Directors, other relevant documents referred to in the Notice and the explanatory statement and the draft letter of appointment setting out the terms and conditions are available for inspection by the Members at the Registered Office of the Company during business hours on any working day from the date of dispatch of the Notice till the date of closing of voting period ie.19.03.2024. The draft Letter of Appointment setting out terms and conditions of appointment is also available on the website of the Company.

Mr. Saroj Kumar Patel is interested in the resolution concerning his appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice for approval of the Members of the company.

Item No.3

Appointment of Dr. R Subrahmaniya Sivam (DIN: 02393209) as an Independent Director of the Company

Pursuant to the Provisions of the Companies Act read with Regulation 17 and other applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, our company is required to have at least half of the Board of Directors as Independent Directors. Accordingly, the Company has five Independent and four non Independent Directors that conforms to the requirement under the Companies Act, 2013 and SEBI (LODR) Regulations, 2015. Of this, the tenure of three Independent Directors ends on 31st March 2024 after completing their term of two consecutive five years. Accordingly, the Board decided to appoint two independent directors.

Dr. R Subrahmaniya Sivam, is a qualified Chartered Accountant, Cost and Management Accountant, Company Secretary and also completed his Doctorate. He is a Practicing Chartered Accountant by Profession. He has held various posts in Industries and has over four decades of experience in Internal and Management audits, structuring costing models & systems. He is also interested in the fields of Cost Accounting, Environmental, Social and Governance (ESG) and Business Responsibility and Sustainability Reporting (BRSR).

In the opinion of the Nomination and Remuneration Committee and the Board of Directors, Dr R Subrahmaniya Sivam (DIN: 02393209) possesses the relevant expertise and experience and fulfills the conditions for being appointed as Independent Director as specified in the Sections 149 and 152 of the Act and SEBI (LODR). Having regard to the

qualification, skill, experience and financial knowledge, the Board considers that his induction would be of immense benefit to the company.

Further the Board based on the recommendation of the Nomination and Remuneration Committee passed circular resolution dated 15th February 2024 (i) recommending the appointment of Dr. R Subrahmaniya Sivam (DIN: 02393209) as Independent Director of the company for a fixed term of five years from 01st April 2024 to 31st March, 2029, not liable to retire by rotation (ii) approving the Postal Ballot Notice to seek shareholder approval for the appointment by special resolution.

Dr. R Subrahmaniya Sivam is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013. The company has received the following from Dr. R Subrahmaniya Sivam in respect of his proposed appointment:

1. Consent to act as Director – Section 152(5) of the Act - Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
2. Form DIR- 8 intimating that he is not disqualified under Section 164(2) of the Act – Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014.
3. Notice in writing from a member proposing the candidature of the above person for being appointed as Director of the company – Section 160 of the Act.
4. Declaration that;
 - a) he meets the criteria of independence prescribed by both the Act and LODR.
 - b) is not aware of any circumstances or situation, which exist or may be reasonably anticipated, that could impair or impact his ability to discharge duties with an objective independent judgment and without any external influence.
 - c) has not been debarred or disqualified from being appointed or continuing as director of a company by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such statutory authority.
 - d) has registered his name in the Data Bank of Independent Directors maintained by Indian Institute of Corporate Affairs (IICA) in compliance with Rule 6 of the Companies (Appointment and Qualifications of Directors) Rules, 2014.
 - e) has been exempted from the Online Proficiency self assessment test.

Details of Dr. R Subrahmaniya Sivam are furnished in **Annexure - 3** pursuant to Regulation 36(3) of SEBI (LODR) and Secretarial Standard (SS -2) on General Meeting.

The Independent Director would be eligible for sitting fee for attending the Board meeting and any other Committee meetings in which he will be a member, within the ceiling prescribed by the Act and as determined by the Board from time to time. He would also be eligible for commission / remuneration within the limits permissible under Law and approved by shareholders. However, he is not entitled to any stock option.

A copy of the Resolution of the Nomination and Remuneration Committee / Board of Directors, other relevant documents referred to in the Notice and the explanatory statement and the draft letter of appointment setting out the terms and conditions are available for inspection by the Members at the Registered Office of the Company during business hours on any working day from the date of dispatch of the Notice till the date of closing of voting period ie.19.03.2024. The draft Letter of Appointment setting out terms and conditions of appointment is also available on the website of the Company.

Dr. R Subrahmaniya Sivam is interested in the resolution concerning his appointment.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Special Resolution set out in the Notice for approval of the Members of the company.

(By order of the Board)
For High Energy Batteries (India) Limited
Sd/-

(V Anantha Subramanian)
Company Secretary

Place: Chennai

Date: 15.02.2024

Details of Director seeking Re-appointment

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on General Meetings]

Name of the Director seeking re-appointment	Dr.Vijayamohanan K Pillai
Director Identification Number (DIN)	07308120
Date of Birth / Age	28.05.1960 (63 years)
Nationality	Indian
Date of Initial Appointment	22.03.2019
Qualifications	Ph.D. from Indian Institute of Science
Experience (including Expertise in Specific functional area)	Leading Electrochemist and was Director, CSIR – CECRI(during the year 2012 to 2019), Karaikudi. He worked in many areas of electrochemical power sources and electrochemical sensors for over three decades at the National Chemical Laboratory, Pune. At present, he is a Professor and Chair Chemistry at IISER, Tirupati.
Brief resume of Dr. Vijayamohanan K Pillai and skills and capabilities required for the role of Independent director	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act, 2013.
Terms and conditions of re-appointment	Proposed to be re-appointed as Non Executive Independent Director of the Company for a second term of five years from 01.04.2024 to 31.03.2029, not liable to retire by rotation.
Remuneration proposed to be paid	Sitting fee, Commission / Remuneration as decided by the Board of Directors from time to time within the ceiling approved by the shareholders from time to time.
Details of Shares held in the Company	Nil
No.of Board Meetings attended during the Financial Year till the date of this notice	Held: 5
	Attended: 3
Other directorships	Nil
Chairmanship / Membership of Committees in other companies	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil

Annexure - 2**Details of Director seeking Appointment**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on General Meetings]

Name of the Director seeking appointment	Cmde Saroj Kumar Patel
Director Identification Number (DIN)	10474393
Date of Birth / Age	01.02.1957 (67 years)
Nationality	Indian
Date of Initial Appointment	01.04.2024 (proposed)
Qualifications	MTech in Guided Missiles. Completed Naval Staff course and Special weapon course at Defence Institute of Advanced Technology (DIAT), Pune.
Experience (including Expertise in Specific functional area)	Served as Director of Missile System Quality Assurance Agency (MSQAA) and was also the founding Director of Directorate of Quality, Reliability and Safety (DQR&S). He has over four decades of experience in Defence & Quality. At present, he is Advisor (Quality) for Defence products at Economic Explosive Ltd, Nagpur.
Brief resume of Cmde Saroj Kumar Patel and skills and capabilities required for the role of Independent director	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act, 2013.
Terms and conditions of appointment	Proposed to be appointed as Non Executive Independent Director of the Company for a fixed term of five years from 01.04.2024 to 31.03.2029, not liable to retire by rotation.
Remuneration proposed to be paid	Sitting fee, Commission / Remuneration as decided by the Board of Directors from time to time within the ceiling approved by the shareholders from time to time.
Details of Shares held in the Company	Nil
No. of Board Meetings attended during the Financial Year till the date of this notice	Not Applicable
Other directorships	Nil
Chairmanship / Membership of Committees in other companies	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil

Annexure - 3**Details of Director seeking Appointment**

[Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard (SS-2) on General Meetings]

Name of the Director seeking appointment	Dr. R Subrahmaniya Sivam
Director Identification Number (DIN)	02393209
Date of Birth / Age	15.12.1958 (65 years)
Nationality	Indian
Date of Initial Appointment	01.04.2024 (proposed)
Qualifications	CA., CMA., CS., Ph.D.,
Experience (including Expertise in Specific functional area)	Over four decades of experience in Internal and Management Audits, structuring costing models & systems. Interested in the fields of Cost Accounting, on Environmental, Social and Governance (ESG) and Business Responsibility and Sustainability Reporting (BRSR).
Brief resume of Dr. R Subrahmaniya Sivam and skills and capabilities required for the role of Independent director	Detailed in the explanatory statement given pursuant to Section 102 of the Companies Act, 2013.
Terms and conditions of appointment	Proposed to be appointed as Non Executive Independent Director of the Company for a fixed term of five years from 01.04.2024 to 31.03.2029, not liable to retire by rotation.
Remuneration proposed to be paid	Sitting fee, Commission / Remuneration as decided by the Board of Directors from time to time, within the ceiling approved by the shareholders from time to time.
Details of Shares held in the Company	Nil
No. of Board Meetings attended during the Financial Year till the date of this notice	Not Applicable
Other directorships	Nil
Chairmanship / Membership of Committees in other companies	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil

VOTING PROCESS & INSTRUCTIONS

(A) Remote e-Voting Facility

1. The Remote e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
2. Remote e-Voting commences on **Monday, the 19thFebruary, 2024** (09.00 A.M.) and ends on **Tuesday, the 19thMarch, 2024** (05.00 P.M.). During this period, members holding shares either in physical or dematerialized form, as on the cut-off date of 09.02.2024 may cast their vote electronically. The e-voting portal will be disabled by CDSL for voting thereafter.

(B) Login for Remote e-voting

I. Demat Holders

1. Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 (rescinded through SEBI Master Circular dt.11.07.2023) 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/ Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts for seamless access to e-voting facility.
2. In order to increase the efficiency of the voting process, all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants, will be able to cast their vote without having to register again with the E-voting Service Providers (ESPs).
3. Pursuant to the above SEBI Circular, Login for e-Voting for shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Shareholders (user) who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasitoken/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 menu, the user will see the holding along with links of the respective e-voting service provider which is CDSL in our case. Additionally, we are providing links to e-voting service providers, so that the user can visit the e-voting service providers' site directly. 3) If the user is not registered for Easi/Easiest, option to register is available at: https://web.cdslindia.com/myeasitoken/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.

Type of shareholders	Login Method
<p>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. 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) Alternatively, the user can directly 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.

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's website for casting your vote during the remote e-Voting period.

4. **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.

5. **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.

II. Login method for e-voting for Physical shareholders and Non-Individual shareholders

- 1) The Shareholders should log on to the e-Voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.

- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier e-Voting of any company, then your existing password to be used.
- 6) If you are a first-time user follow the steps given below:

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.

- 7) After entering these details appropriately, click on “**SUBMIT**” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in Demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the Demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-Voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- 9) For shareholders holding shares in physical form, the details can be used only for e-Voting on the resolution contained in this Notice.
- i) Click on the **EVSN – 240215009** for High Energy Batteries (India) Limited on which you choose to vote.
 - ii) 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.
 - iii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the details of the Resolution.
 - iv) 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.
 - v) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - vi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
 - vii) 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 - 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 / verification 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.
- 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. hebcnn@highenergy.co.in if they have voted from individual tab & not uploaded same in the CDSL e-Voting system for the scrutinizer to verify the same.

(D) General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as 09.02.2024. Shareholders holding shares as on this date alone are entitled to vote.
2. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date i.e **Friday, the 09th February, 2024.**
3. The Board of Directors have appointed Mr.A S Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
4. The Scrutinizer's decision on the validity of the e-voting shall be final.
5. The Scrutinizer upon the conclusion of voting period will:
 - i) Unblock the votes cast through Remote e-Voting in the presence of two witnesses not in the employment of the company.
 - ii) Submit Scrutinizer's report of the total votes cast through Remote e-Voting in favor or against, to the Chairman.

6. Voting Results

- i) The Chairman or a person authorized by him in writing shall declare at or before 05.00 P.M. **on Wednesday, the 20th March, 2024** at the registered office of the company the result of the voting based on the Scrutinizer's report and have it declared.
- ii) The results immediately on declaration along with the scrutinizer's report will be displayed at the registered office of the company, placed on the company's website www.highenergy.co.in and on the website of CDSL www.evotingindia.com and also communicated to the Stock Exchange i.e., BSE forthwith.
- iii) Subject to receipt of requisite number of votes, the resolution shall be deemed to have been passed on the date of declaration of Postal Ballot result i.e. **20th March 2024**.

(E) Help Centre

1. If you have any queries or issues regarding Remote e-Voting from the CDSL e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or send an email to helpdesk.evoting@cdslindia.com
2. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited(CDSL), A Wing, 25thFloor, 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 phone no. 022-23058542/8543, 1800 22 55 33.
