

**Directors**

Sri. N. Gopalaratnam (Chairman)
Dr. G.A. Pathanjali (Managing Director)
Sri. T. R. Sivaraman (Director - Finance)
Sri. R. Vaidyanathan
Sri. A.L. Somayaji
Cmde R.P. Prem Kumar, VSM, (Retd.)
Sri. Rajkumar (Nominee of LIC)

Nomination cum Remuneration Committee

Sri. A.L. Somayaji (Chairman)
Cmde R.P. Prem Kumar, VSM, (Retd.)
Sri. Rajkumar (Nominee of LIC)

**Shareholders /
Investors Grievance Committee**

Sri. N. Gopalaratnam (Chairman)
Sri. R. Vaidyanathan
Dr. G.A. Pathanjali

Secretary

Sri. S.V. Raju

Auditors

M/s. R. Subramanian and Company
Chartered Accountants
No.6, (Old No.36) Krishnaswamy Avenue,
Luz, Mylapore,
Chennai - 600 004.

Internal Auditors

M/s. Maharaj N.R. Suresh & Co.,
Chartered Accountants
No.9, (Old No.5) II Lane, II Main Road,
Trustpuram, Kodambakkam,
Chennai - 600 024.

Cost Auditor

Mr. S. Hariharan
“Sri Sapthagiri Homes” S-2, II Floor,
Pulimandapam Road,
Srirangam,
Trichy - 620 006.

Bankers

UCO Bank
Canara Bank
Indian Bank

Registered Office

“Esvin House”,
13, Old Mahabalipuram Road,
Perungudi,
Chennai - 600 096.
Phone : 91- 44 - 24960335 / 39279318
Email : investor@highenergyltd.com
Web : www.highenergy.co.in

Corporate Identity Number

L36999TN1961PLC004606

Plant

Pakkudi Road, Mathur - 622 515
Pudukkottai District.
Phone : 91- 431 - 2660323 / 2660324
Email : info@highenergyltd.com

Registrar & Transfer Agent

M/s. Cameo Corporate Services Ltd.
“Subramanian Buildings”, 5th Floor,
No.1, Club House Road,
Chennai - 600 002.

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NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the 53rd Annual General Meeting of HIGH ENERGY BATTERIES (INDIA) LIMITED will be held at 11.00 A.M on Monday, the 21st July 2014 at **New Woodlands Hotel Pvt. Ltd., No.72-75, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004**, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March 2014 including Audited Balance Sheet as at 31st March 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Sri N Gopalaratnam (holding DIN 00001945) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint M/s. R Subramanian and Company, Chennai (ICAI Registration No.004137S) as statutory auditors of the Company and fix their remuneration.

“RESOLVED THAT M/s. R Subramanian and Company, Chartered Accountants, Chennai (bearing Registration No.004137S), the retiring Auditors be and are hereby re-appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting for a period of Three years (until the conclusion of 56th Annual General Meeting) on a remuneration of ₹ 4,00,000/- (Rupees Four Lakhs only) p.a. together with Service Tax, if any, plus out-of-pocket expenses in connection with the Company's Audit”.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

I. Appointment of Independent Directors

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 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 Companies Act, 2013, Sri A L Somayaji (holding DIN 00049772), Director of the Company whose period of office is liable to determination by retirement of directors by rotation, 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 21st July 2014 to 31st March 2019”.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 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 Companies Act, 2013, Cmde. R P Prem Kumar (holding DIN 00049513), Director of the Company who

NOTICE TO THE SHAREHOLDERS

retires by rotation 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 21st July 2014 to 31st March 2019”.

II. Appointment of Managing Director

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 197, 203 and any other applicable provisions 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 Companies Act, 2013 the consent of the Company be and is hereby accorded to the appointment of Dr. G.A. Pathanjali (holding DIN 05297665), who was appointed by the Board of Directors with effect from 1st April 2014 under the Articles of Association of the Company, as “Managing Director” of the Company for a period of Three years, on the terms and conditions of appointment and remuneration as set out below and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Dr. G.A. Pathanjali.”

1 Period	1 st April 2014 to 31 st March 2017
2 Remuneration	<p>(i) Salary : ₹1,20,000/-per month including Dearness Allowance and all other allowances.</p> <p>(ii) Commission : Equivalent to 1% percent of the net profits of the Company subject to a ceiling of an amount equal to the annual salary.</p>
3 Perquisites	<p>Perquisites will be in addition to salary and commission and shall be restricted to an amount equal to the annual salary.</p> <p>(i) HRA of ₹16,000/- per month</p> <p>(ii) The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income-tax Rules, 1962, subject to a ceiling of 10% of the salary of the Managing Director.</p> <p>(iii) Fees of Clubs subject to a maximum of two clubs. No admission and life membership fee will be paid.</p> <p>(iv) Personal Accident Insurance of an amount, the annual premium of which does not exceed ₹ 5,000/- per annum.</p> <p>(v) Company's contribution towards Provident Fund as per the Rules of the Company.</p> <p>(vi) Company's contribution towards Superannuation Fund as per the Rules of the Company.</p> <p>Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.</p> <p>(vii) GRATUITY : As per the Rules of the Company and will not be included in the computation of the ceiling on perquisites</p> <p>(viii) LEAVE SALARY : As per the Rules of the Company. Leave accumulated shall be encashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.</p> <p>(ix) 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.</p>
4. Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, the Managing Director shall be paid a special allowance of ₹ 7,20,000/- per year in addition to salary and perquisites as specified above. In any event, the total of salary, perquisites and special allowance will be within the overall ceiling as specified in Section II of Part II of Schedule V to the Companies Act, 2013. No commission is payable in such year.

Note: Net Profits for this purpose shall be as per computation of Net Profits under Section 198 of the Companies Act, 2013.



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III. Appointment of Director (Finance)

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 197, 203 and any other applicable provisions 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 Companies Act, 2013, the consent of the Company be and is hereby accorded to the appointment of Sri T R Sivaraman (holding DIN 06844954), who was co-opted as an Additional Director of the Company by the Board of Directors with effect from 1st April 2014 under the Articles of Association of the Company, as “Director (Finance)” of the Company for a period of Three years, on the terms and conditions of appointment and remuneration as set out below and the Board of Directors be and is hereby authorised to alter and vary such terms of appointment and remuneration so as to not exceed the limits specified in Schedule V to the Companies Act, 2013, as may be agreed to by the Board of Directors and Sri T R Sivaraman.”

1 Period	1 st April 2014 to 31 st March 2017
2 Remuneration	<p>(i) Salary : ₹1,00,000/-per month including Dearness Allowance and all other allowances.</p> <p>(ii) Commission : Equivalent to 1% percent of the net profits of the Company subject to a ceiling of an amount equal to the annual salary.</p>
3 Perquisites	<p>Perquisites will be in addition to salary and commission and shall be restricted to an amount equal to the annual salary.</p> <p>(i) HRA of ₹12,000/- per month</p> <p>(ii) The expenditure incurred by the Company on gas, electricity, water and furnishing shall be valued as per the Income-tax Rules, 1962, subject to a ceiling of 10% of the salary of the Director (Finance).</p> <p>(iii) Fees of Clubs subject to a maximum of two clubs. No admission and life membership fee will be paid.</p> <p>(iv) Personal Accident Insurance of an amount, the annual premium of which does not exceed ₹ 5,000/- per annum.</p> <p>(v) Company's contribution towards Provident Fund as per the Rules of the Company.</p> <p>(vi) Company's contribution towards Superannuation Fund as per the Rules of the Company.</p> <p>Contribution to Provident Fund, Superannuation Fund or Annuity Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.</p> <p>(vii) GRATUITY : As per the Rules of the Company and will not be included in the computation of the ceiling on perquisites</p> <p>(viii) LEAVE SALARY : As per the Rules of the Company. Leave accumulated shall be encashable at the end of the tenure. Encashment of leave at the end of the tenure will not be included in the computation of the ceiling on perquisites.</p> <p>(ix) 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.</p>
4. Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year, the Director (Finance) shall be paid a special allowance of ₹ 6,00,000/- per year in addition to salary and perquisites as specified above. In any event, the total of salary, perquisites and special allowance will be within the overall ceiling as specified in Section II of Part II of Schedule V to the Companies Act, 2013. No commission is payable in such year.

Note: Net Profits for this purpose shall be as per computation of Net Profits under Section 198 of the Companies Act, 2013.

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IV. Remuneration of Cost Auditor

8. To consider and, if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT the Company do hereby confirm and ratify in terms of Section 148 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the remuneration as approved by the Board of Directors for Mr. S Hariharan, Practising Cost Accountant (Membership No.20864), for conducting the audit of cost records of the company for the financial year 2014-15 at ₹30,000/- together with Service Tax, if any, plus reimbursement of out of pocket expenses for purpose of such audit.”

SPECIAL BUSINESS – SPECIAL RESOLUTION

V. Borrowing Powers

9. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

“RESOLVED THAT in supersession of the earlier resolution passed by the Members at the 46th Annual General Meeting of the Company held on 26th July 2007 in terms of Section 293 of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing moneys for the purpose of the business of the Company, from time to time, upon such terms and conditions as they think fit, notwithstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will exceed the

aggregate of the Paid up Capital of the Company and its Free Reserves, provided that the total amount upto which moneys be borrowed by the Board of Directors, apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business, shall not exceed ₹ 25 Crores (Rupees Twenty five Crores only).

RESOLVED FURTHER that the consent of the Company be and is hereby given to the Board of Directors securing the repayment of the said borrowing, with interest, costs and other moneys in such manner as they may think fit and for that purpose to execute mortgages, charges and/ or hypothecation in respect of the whole or any part of the properties and assets of the Company, both present and future and on such terms and conditions as the Board of Directors may think fit from time to time “

VI. Mortgage of Assets

10. To consider and if thought fit, to pass with or without modification(s), the following Resolution as a Special Resolution:

RESOLVED THAT in supersession of the earlier resolution passed by the Members at the 46th Annual General Meeting of the Company held on 26th July 2007 in terms of Section 293(1) (a) of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage and / or charge by the Board of Directors of the Company, of all the movable / immovable properties wherever situate, present and future and the whole of the undertaking of the Company together with power to take over the management of the business and concern of the Company in certain events, to or in favour



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of the Banks / Financial Institutions and /or other Lenders / Investing Agencies / Trustees for Debentures / Bonds to secure borrowing from time to time provided that the aggregate of the borrowing so secured shall not exceed ₹25 Crores (Rupees Twenty Five Crores only) outstanding at any time together with interest at the respective agreed rate, additional interest, compound interest, liquidated damages, commitment charges, premia on prepayment or on redemption, costs, charges, expenses and all other monies payable by the Company in respect of such borrowings.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorized and empowered to finalise, settle and execute requisite agreements, documents, deeds, indemnities, guarantees, declarations or other legal undertakings and do all such acts deeds matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubt that may arise in regard to creating mortgages/ charges as aforesaid."

(By Order of the Board)

for HIGH ENERGY BATTERIES (INDIA) LIMITED

S.V. RAJU
Secretary

Chennai
May 30, 2014

NOTES

1. **A member entitled to attend and vote at the Meeting is entitled to appoint one or more proxies to attend and vote on poll instead of himself and such proxy need not be a member of the Company.**
2. Proxies in order to be effective, must be received at the Registered Office of the Company not later than 48 hours before the meeting i.e. 11.00 A.M. 19th July 2014.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Friday, the 18th July, 2014 to Saturday, the 19th July, 2014 (both days inclusive).
4. Members holding shares in Physical Form are requested to notify promptly any change in their address to the Registrar and Share Transfer Agent of the Company, M/s. Cameo Corporate Services Limited, Chennai - 600 002 by quoting their Membership Number, besides changes, if any, in dividend mandates given by them. Members holding shares in Electronic Form may communicate the above information to their respective Depository Participants.
5. Members holding shares in Demat form are requested to bring in their DP ID Number (Client ID Number) for ease of identification and recording of attendance at the meeting
6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 which sets out details relating to Special Business at the meeting, is annexed hereto
7. **Voting through electronic means**
 1. The company is pleased to provide members facility to exercise their right to vote at the 53rd Annual General Meeting (AGM) by electronic means

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in deference to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014. This business would be transacted through e-Voting services provided by Central Depository Services (India) Limited (CDSL).

2. E-Voting commences on Tuesday, the 15th July 2014 (10.00 AM) and ends on Thursday, the 17th July 2014 (5.00 PM). During this period, shareholders of the company, holding shares as on the record date of 17th June 2014 (Tuesday) are entitled to cast their vote electronically. The e-Voting portal will be blocked by CDSL for voting thereafter.
3. Instructions for e-Voting for members receiving an email from CDSL pursuant to their email IDs having been registered with the company/ Depository Participants:
 - (i) User ID and password are required for e-Voting. If you are holding shares in Demat form and logged on to www.evotingindia.com and casted your vote earlier for Electronic Voting Sequence Number (EVSN) of any company, then your existing login id and password are to be used. Else, follow clause (v) to (vii) for login.
 - (ii) Launch the internet browser during the voting period. Type the URL in the address bar www.evotingindia.com. Home screen opens.
 - (iii) Click on "Shareholders" tab to cast your vote.
 - (iv) Now, select the "EVSN" along with "COMPANY NAME" from the drop down menu and click on "SUBMIT"
 - (v) Now, fill up the following details in the appropriate boxes

USER ID

For Members holding shares in Demat Form

For NSDL : 8 Character DP ID
followed by 8 Digits Client ID

For CDSL : 16 digits beneficiary ID

For Members holding shares in Physical Form

Folio Number registered with the Company

PAN*

Enter your 10 digit alpha-numeric *PAN (case sensitive) issued by Income Tax Department when prompted by the system while e-voting (applicable for both demat shareholders as well as physical shareholders)

DOB#

Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format

DIVIDEND BANK DETAILS#

Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

- * Members who have not updated their PAN with the Company/Depository Participant are requested to use **the first two letters of their name in block letters and the sequence number (8 digits) printed in the address slip in the PAN field**. Eg. if your name is Ramesh Kumar and sequence number 00001234 then enter RA00001234 in the PAN field.

Please enter any one of the details in order to login

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

(vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding



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shares in demat form will now reach 'Password Change' menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@ # \$ % & *). 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.

(viii) Select EVSN (Electronic Voting Sequence number) **140613013** of High Energy Batteries (India) Limited.

(ix) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(x) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.

(xi) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

4. In case of members receiving the physical copy of Notice of AGM [for members whose e-mail IDs are not registered with the company/ depository participant(s) or requesting physical copy]:

Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

5. E-voting cannot be exercised by a proxy. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves, link their account which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution in PDF format in the system for the scrutinizer to verify the vote.

6. During the voting period, security holders can login any number of times till they have voted on all the resolutions. They can also decide to vote only on some of the resolutions.

7. A member who has cast his vote by electronic means is not entitled to vote again at the AGM.

8. In case you have any queries or issues regarding e-voting, 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.

9. The voting rights of shareholders shall be in proportion to their shareholding as on the cut-off date of 17th June 2014.

10. Mr A S Kalyanaraman, Practising Chartered Accountant (Membership No. 201149) has been appointed as the Scrutinizer.

11. The Scrutinizer will not later than 21st July 2014 unblock the votes in the presence of at least two (2) witnesses not in the employment of the company. He will make a Scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman of the company.

12. The results will be declared on or after the AGM of the company. The results declared along with the Scrutinizer's report will be placed on the company's website www.highenergy.co.in and on the website of CDSL www.evotingindia.co.in within two (2) days of passing of the resolutions at the AGM of the company and communicated to BSE.

EXPLANATORY STATEMENT

(As required under Section 102 of the Companies Act, 2013)

ITEM NO.4

Sri A L Somayaji is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 2002. Sri A L Somayaji is the Chairman of the Nomination-cum-Remuneration Committee of the Board of Directors of the Company.

Sri A L Somayaji is a Senior Advocate, practicing in the Madras High Court and the Supreme Court. He was appointed by the Government of Tamil Nadu as Advocate General. He has handled several cases involving constitutional matters and other subjects in Madras High Court.

Sri A L Somayaji holds 3866 (0.22%) shares in the Company. He is a Director of Esvi International (Engineers and Exporters) Limited.

It is proposed to appoint Sri A L Somayaji as an Independent Director for a fixed term upto 31st March, 2019. A notice has been received from a member proposing Sri A L Somayaji as a candidate for the office of Director of the Company.

In the opinion of the Board, Sri A L Somayaji fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company. Copy of the draft letter for appointment of Sri A L Somayaji as an Independent Director setting out the terms and conditions would be available for inspection, by the members at the Registered Office of the Company during normal business hours on any working day.

The Company will greatly be benefited by availing his expertise in legal and commercial matters which he has acquired over the last four decades. The Board recommends the resolution in relation to appointment of Sri A L Somayaji as an Independent Director,

for the approval by the shareholders of the Company.

Except Sri A L Somayaji, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

ITEM NO.5

Commodore R P Prem Kumar, VSM, (Retd.), is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company in 2002. He is a Member of the Nomination-cum-Remuneration Committee of the Board of Directors of the Company.

Cmde R P Prem Kumar, a Science Graduate from Presidency College and served in the Indian Navy from 1966 to 1995. During these years he dealt with day-to-day Inspection and Quality Assurance of Command operations of surface ships, aircraft and submarines with specific reference to exploitation of Naval weapons. By virtue of the specialized training received at the Institute of Armament Technology (IAT), Pune, he coordinated various classified projects and R&D programmes at the National level. He has represented Government of India in various Committees to ensure smooth negotiation, ratification, execution and induction of Naval weapons involving global suppliers. Prior to seeking voluntary retirement in 1995, to meet domestic commitments, he was Controller and Chief Co-ordinator (Missile Projects) at Hyderabad. In 1990, he was awarded the Vishisht Seva Medal (VSM) by the President of India for his excellent leadership quality and resource planning ability.

Cmde R P Prem Kumar is not a Director in any other Company. He does not hold by himself or for any other person on a beneficial basis, any shares in the Company.