

Directors

Mr. N. Gopalaratnam (Chairman)
Dr. G.A. Pathanjali (Managing Director)
Mr. R. Vaidyanathan
Mr. A.L. Somayaji
Cmde R.P. Prem Kumar, VSM, (Retd.)
Mr. M. Natarajan
RAdm. S. Mohapatra
Mrs. Lalitha Lakshmanan
Mr. Rajeev Chaturvedi (Nominee of LIC)

Audit Committee

Mr. A.L. Somayaji (Chairman)
Cmde R.P. Prem Kumar, VSM, (Retd.)
Mrs. Lalitha Lakshmanan
Mr. Raj Kumar, (Nominee of LIC)*
*upto 25-03-2017

Nomination cum Remuneration Committee

Mr. A.L. Somayaji (Chairman)
Cmde R.P. Prem Kumar, VSM, (Retd.)
Mr. Raj Kumar, (Nominee of LIC)*
*upto 25-03-2017

Stakeholders Relationship Committee

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

Secretary

Mr. S.V. Raju

Auditors

M/s. R. Subramanian and Company LLP
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.

Bankers

UCO Bank
Indian Bank
Canara 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 OF ANNUAL GENERAL MEETING

Notice is hereby given that the 56th Annual General Meeting of HIGH ENERGY BATTERIES (INDIA) LIMITED will be held at 11.00 A.M on Saturday, the 5th August 2017 at **New Woodlands Hotel Pvt. Ltd., No.72-75, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004**, to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt the Financial Statements of the company for the year ended 31st March 2017 and the Reports of the Board of Directors and Auditors thereon.

2. Reappointment of retiring Director

To appoint a Director in the place of Mr. R Vaidyanathan who retires by rotation and being eligible offers himself for reappointment.

3. Appointment of Auditors'

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

"RESOLVED that pursuant to Section 139 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder the company do hereby appoint M/s Maharaj N R Suresh and Company Chartered Accountants, Chennai (Firm Registration No.001931S) as Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting till the conclusion of the 61st Annual General Meeting of the

company on such remuneration fixed by the Board of Directors on the recommendation of Audit Committee from time to time.

PROVIDED THAT the appointment as above shall be subject to ratification by members at every Annual General Meeting in accordance with the first proviso to Section 139(1) of the Companies Act, 2013 or as may be amended from time to time.

SPECIAL BUSINESS – ORDINARY RESOLUTION

4. Reappointment of Dr G A Pathanjali as Managing Director

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

"RESOLVED that Dr G A Pathanjali (DIN 05297665), whose current term of office expired on 31.03.2017 be and is hereby re-appointed as Managing Director of the Company for a period of three years from 01.04.2017 to 31.03.2020.

RESOLVED FURTHER that pursuant to the provisions of Sections 196, 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), approval be and is hereby accorded for the re-appointment of Dr. G.A. Pathanjali as Managing Director with effect from 1st April 2017, on the terms and conditions of appointment and remuneration as set out below and the Board of Directors be and

NOTICE TO THE SHAREHOLDERS

is hereby authorised 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 to the Companies Act, 2013.”

TERMS AND CONDITIONS:

1 Period	1 st April 2017 to 31 st March 2020
2 Remuneration	(i) <i>Salary</i> : ₹1,50,000/- (Rupees One lakh Fifty Thousand only) per month including Dearness Allowance and all other allowances.
	(ii) <i>Commission</i> : Equivalent to 1% percent of the net profits of the Company subject to a ceiling of an amount equal to the annual salary.
3 Perquisites	Perquisites will be in addition to salary and commission and shall be restricted to an amount equal to the annual salary.
	(i) <i>HRA</i> : ₹20,000/- (Rupees Twenty Thousand only) per month.
	(ii) <i>Gas, Electricity, Water and Furnishings</i> : 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.
	(iii) <i>Medical Reimbursement</i> : Reimbursement of expenses incurred for self and family subject to a ceiling of one month salary in a year or three months' salary over a period of three years.
	(iv) <i>Club Fees</i> : Fees of Clubs subject to a maximum of two clubs. No admission and life membership fee will be paid.
	(v) <i>Personal Accident Insurance</i> : Personal Accident Insurance of an amount, the annual premium of which does not exceed ₹ 5,000/- (Rupees Five Thousand only) per annum.
	(vi) <i>Contribution to Provident Fund and Super annuation Fund</i> : a) Company's contribution towards Provident Fund as per the Rules of the Company. b) Company's contribution towards Super annuation Fund as per the Rules of the Company. 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.
(vii)	<i>Gratuity</i> : As per the Rules of the Company and will not be included in the computation of the ceiling on perquisites
(viii)	<i>Leave Salary</i> : 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.
(ix)	<i>Use of Car and Telephone</i> : 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, the Board may decide the quantum of special allowance to be paid to Managing Director in addition to the 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.

(By Order of the Board)
for HIGH ENERGY BATTERIES (INDIA) LIMITED

S.V. RAJU
Secretary

Chennai
May 29, 2017

NOTICE TO THE SHAREHOLDERS

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. 3rd August 2017.
3. The Register of Members and the Share Transfer books of the Company will remain closed from Monday, 31st July, 2017 to Saturday, 5th August, 2017 (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 - 600002 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 facilities

a) Remote e-Voting

Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules 2014 and amendment thereto the company provides facility for its members to exercise their voting right by electronic means.

b) Voting at AGM

The company also offers the facility for voting through polling paper at the meeting.

c) Voting option

Please note that a shareholder can vote only under any one of the two options mentioned above.

d) Voting instructions

Process and manner of voting instructions are given below:-

(A) Remote e-Voting

Remote e-Voting facility

1. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendment thereto the company is pleased to provide to its members the facility to exercise their right to vote at the 56th Annual General Meeting (AGM) on resolutions proposed to be considered thereat by electronic means. For this purpose, "remote e-Voting" (hereinafter mentioned 'e-Voting') facility is offered whereby a member can cast his vote using an electronic system from a place of his choice other than the venue of AGM.

NOTICE TO THE SHAREHOLDERS

2. The e-Voting facility is offered through e-Voting services provided by Central Depository Services (India) Limited (CDSL).
3. E-Voting commences on Wednesday, the 2nd August 2017 (09.00 AM) and ends on Friday, the 4th August 2017 (5.00 PM). The e-Voting portal will be blocked by CDSL for voting thereafter.

Manner of e-Voting

4. 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 cast your vote earlier for 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 Electronic Voting Sequence Number - "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

NOTICE TO THE SHAREHOLDERS

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) **170703005** 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.

5. 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.

6. 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.com> 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.

7. 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.

HELP CENTRE

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. Person responsible to address the grievances connected with the facility for e-Voting:

Name : Mr Rakesh Dalvi
Designation : Deputy Manager
Address : Central Depository
Services (India) Limited
PJ Towers, 16th Floor
Dalal Street, Fort,
Mumbai 400001.
Phone No. : 18002005533

(B) VOTING AT AGM

1. The company also offers the facility for voting through polling paper at the meeting. The members as on the cut-off

NOTICE TO THE SHAREHOLDERS

- date attending the AGM are entitled to exercise their voting right at the meeting in case they have not already cast their vote by e-Voting.
2. Members who have cast their vote by e-Voting are also entitled to attend the AGM but they cannot cast their vote at the AGM.
 3. The Chairman will fix the time for voting at the meeting. Shareholders present in person or by proxy can vote at the meeting.
- (C) General Instructions**
1. The cut-off date for the purpose of e-voting has been fixed as Saturday, the 29th July 2017. Members holding shares as on this date cut-off date should endeavour to cast their vote in any one of the two modes.
 2. In case of persons who have acquired shares and become members of the company after the despatch of AGM Notice, the company would be despatching the 56th Annual Report for 2016-17 to them as and when they become members. In addition, the Annual Report is available on the company website. They may follow the same procedure for voting.
 3. Voting rights of shareholders shall be in proportion to their shareholding in the company as on the cut-off date of 29th July 2017.
 4. In case a shareholder by inadvertence or otherwise has voted under more than one option, his voting by only one mode through remote e-voting, or voting at the meeting will be considered in that seriatim.
 5. Mr. A.S. Kalyanaraman, Practising Chartered Accountant (Membership No. 201149) has been appointed as the Scrutinizer.
 6. The Scrutinizer will after the conclusion of voting at the AGM:
 - (i) First count the votes cast at the meeting through polling paper.
 - (ii) Then unblock the votes cast through e-Voting.
 - (iii) All the above will be done in the presence of two witnesses not in the employment of the company.
 - (iv) Make a consolidated Scrutinizer's report (integrating the votes cast at the meeting and through e-Voting) of the total votes cast in favour or against, if any, to the Chairman.
 - (v) The Scrutinizer's report as above would be made soon after the conclusion of AGM and in any event not later than three days from the conclusion of the meeting.
- 7. Voting Results**
- (i) The Chairman or a person authorized by him in writing shall declare the result of the voting based on the Scrutinizer's report.
 - (ii) The results declared along with the scrutinizer's report will be placed on the company's website www.high_energy.co.in and on the website of CDSL www.evotingindia.com immediately after the result is declared and also communicated to BSE.
 - (iii) Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of AGM.

EXPLANATORY STATEMENT

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

ITEM NO.4

Reappointment of Dr G A Pathanjali, as Managing Director

The Current term of Dr G A Pathanjali as Managing Director expired on 31.03.2017. The Board of Directors at their meeting held on 25th March, 2017 have re-appointed Dr G A Pathanjali as Managing Director of the Company for a further period of three years from 1st April 2017 to 31st March 2020 and approved the remuneration package on the recommendation of the Nomination-cum-Remuneration Committee, subject to the approval of members.

Dr. G. A. Pathanjali, aged 57 is a Chemical Engineer from Annamalai University and did his M Tech (Chemical Engineering) from Indian Institute of Technology (IIT), Kanpur. Dr. G. A. Pathanjali received his Doctorate (Ph. D) in the year 1995 from IIT, Mumbai for his successful Thesis "Studies on the Electro Chemical Oxidation of Methanol and Development of Direct Feed Methanol-Air-Fuel Cell". He was inducted in the R&D Wing of our Company in 1983. He completed his first assignment successfully in establishing the Nickel Cadmium process.

He guided number of design cum development activities involving Silver Chloride Magnesium, Silver Oxide Zinc, Nickel Cadmium, Cuprous Chloride and Fuel Cells, for Defence, Rail Road and Industrial applications.

As the Company led by Dr G A Pathanjali is on the road to recovery, the services of Dr G A Pathanjali is required to steer the company further.

Dr. G. A. Pathanjali holds 100 (0.01%) shares in the Company. He is neither a director nor a member in any other company registered in India.

The terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Dr G A Pathanjali is not related to any Director of the Company. None of the other Directors, Key Managerial Personnel of the Company and their relatives, are in any way concerned or interested, financially or otherwise in the resolution set out at item No.4

(By Order of the Board)
for HIGH ENERGY BATTERIES (INDIA) LIMITED

S.V. RAJU
Secretary

Chennai
May 29, 2017

Statement containing required information as per Part II of Section II of Schedule V to the Companies Act, 2013

I. GENERAL INFORMATION

(1) *Nature of Industry*

Manufacturer of Aerospace, Naval, Power System Batteries and Lead Acid Storage Batteries.

(2) *Date of commencement of commercial Production*

December 1979

(3) *In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus*

Not Applicable

(4) *Financial performance based on given indicators*

(₹ in lakhs)

Particulars	2016-17	2015-16	2014-15
Net Sales	4683.17	2235.54	3228.30
Profit/ (Loss) before Finance Cost,			
Depreciation & Tax	709.30	390.06	341.33
Profit/ (Loss) Before Tax	46.70	(1060.15)	(429.27)
Profit/ (Loss) After Tax	33.93	(687.98)	(281.14)
Dividend (%)	Nil*	Nil	Nil

*Recommended by Board

(5) *Foreign investments or collaborators, if any*

Nil

II. INFORMATION ABOUT THE APPOINTEE

(1) *Background details*

Dr G A Pathanjali is a Chemical Engineer from Annamalai University and did his Post Graduation M.Tech (Chemical

Engineering) from Indian Institute of Technology (IIT), Kanpur.

(2) *Past Remuneration*

(₹ in lakhs)

Particulars	2016 - 17	2015 - 16	2014 - 15
Salary & Allowances	16.32	16.32	16.32
Perquisites	2.64	2.64	2.64
Commission	7.20	7.20	7.20
Other Retirement benefits	3.92	3.93	3.89
Total	30.08	30.09	30.05

(3) *Recognition or awards*

When HEB R&D was recognized by IIT, Mumbai for pursuing PhD, through external registration, Dr G A Pathanjali was the first candidate to register as a scholar in the field of electrochemistry from High Energy Batteries (India) Ltd. He has successfully completed his thesis under the caption of "Studies on the Electrochemical Oxidation of Methanol and Development of a Direct feed Methanol-Air Fuel Cell". His thesis was accepted and he was awarded Doctorate in the year 1995. He has published several papers in reputed Indian and International journals of electrochemistry. He has guided number of candidates to carryout research successfully.

(4) *Job profile and his suitability.*

Dr. G A Pathanjali was inducted in the R&D Wing of our Company in 1983. He completed his first assignment successfully in establishing the Nickel Cadmium process.

He took over as Head (R&D) in 1996 and guided number of design cum development activities involving Silver Chloride Magnesium, Silver Oxide Zinc, Nickel Cadmium, Cuprous Chloride and