

HIGH ENERGY BATTERIES (INDIA) LIMITED



Fifty Eighth Annual Report

2018-2019



Primary Reserve Battery for Advanced Missile Application

Directors

Mr. Gopalaratnam (Chairman)
Dr. G. A. Pathanjali (Managing Director)
Mr. A. L. Somayaji
Cmde. R.P. Prem Kumar, VSM (Retd.)
Mr. M. Natarajan
Mrs. Lalitha Lakshmanan
Mrs. Jayashree Ajit Shankar (Nominee of LIC)
Mr. Vijayamohan K Pillai
Mr. M. Ignatius

Audit Committee

Mr. A. L. Somayaji (Chairman)
Cmde. R. P. Prem Kumar
Mrs. Lalitha Lakshmanan
Mr. M. Natarajan
Mr. Rajeev Chaturvedi (Nominee of LIC) –
Upto 22.03.2019

Nomination and Remuneration Committee

Mr. A. L. Somayaji (Chairman)
Cmde. R. P. Prem Kumar
Mrs. Lalitha Lakshmanan

Stakeholders Relationship Committee

Mr. N. Gopalaratnam (Chairman)
Dr. G. A. Pathanjali
Mr. R. Vaidyanathan – *Upto 03.11.2018*
Mrs. Lalitha Lakshmanan

Secretary

Mr. S. V. Raju

Chief Financial Officer

Mr. R. Swaminathan

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

Internal Auditors

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

Bankers

UCO Bank
Indian Bank
Canara Bank

Registered Office

“Esvin House”,
13, Old Mahabalipuram Road,
Perungudi, Chennai – 600 096
Phone: 91-44-24960335 / 39279318/
43063545
Email: hebcnn@highenergy.co.in
Web: www.highenergy.co.in

Email ID for Investors

investor@highenergyltd.com

Corporate Identity Number

L36999TN1961PLC004606

Plant

Pakkudi Road, Mathur - 622 515
Pudukkottai District
Phone: 0431- 2660323/ 2660324
04339 - 250444
Email: info@highenergyltd.com

Registrar & Transfer Agent

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

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HIGH ENERGY BATTERIES (INDIA) LIMITED

CIN: L36999TN1961PLC004606

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

Phone: 044 - 24960335 / 39279318 / 43063545 Fax : 044 -24961785,

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **58th Annual General Meeting of HIGH ENERGY BATTERIES (INDIA) LIMITED will be held at 11.00 A.M. on Saturday, the 3rd August, 2019 at New Woodlands Hotel Pvt Ltd, No. 72-75, Dr. Radhakrishnan Road, Mylapore, Chennai 600 004** to transact the following business:

ORDINARY BUSINESS

1. Adoption of Financial Statements

To consider and adopt the Audited Financial Statements of the company for the year ended 31st March 2019 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. N Gopalaratnam, who retires by rotation and being eligible offers himself for re-appointment as a Director.

SPECIAL BUSINESS – ORDINARY RESOLUTIONS

3. Appointment of Dr. Vijayamohan K Pillai as an Independent Director

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

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

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

"RESOLVED THAT pursuant to Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with schedule V to the Act and pursuant to

NOTICE TO THE SHAREHOLDERS

the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval be and is hereby accorded for the appointment of Mr. M Ignatius (DIN: 08463140) as Whole time Director designated as Director (Operations) of the Company for a period of 3 years with effect from 1st June, 2019, (viz., from 01.06.2019 to 31.03.2022) whose office is liable to retire by rotation, under the Articles of Association of the Company, on the terms and conditions of appointment and remuneration as set out below and the Board of Directors be and are hereby 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 of the Companies Act, 2013".

TERMS AND CONDITIONS:

1	Period	From 01.06.2019 to 31.03.2022
2	Remuneration / Salary	₹ 90,000/- (Rupees Ninety Thousand only) per month including Dearness Allowance and all other allowances.
3.	Perquisites	Perquisites will be in addition to salary and shall be restricted to an amount equal to the annual salary.
	a) House Rent Allowance	₹ 25,000/- (Rupees Twenty Five thousand only) per month.
	b) Medical Allowance	₹ 10,000/- (Rupees Ten thousand only) per month.
	c) Personal Accident Insurance	Personal Accident Insurance of an amount, the annual premium of which does not exceed ₹ 5,000/- (Rupees Five thousand only) per annum.
	d) Leave	As per the Rules of the Company.
	e) Use of Car and Telephone	Car for use on Company's business and telephone at residence will not be considered as perquisites. However, personal long distance calls and use of car for private purposes shall be billed by the Company.
4.	Minimum Remuneration	In the event of loss or inadequacy of profits in any financial year during his term of office, the salary as above will be the Minimum remuneration. In any event, the total salary, perquisites will be within the overall ceiling as specified in Section II of Part II of Schedule –V of the Companies Act, 2013.

(By order of the Board)

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

S.V. RAJU

Secretary

Chennai
May 25, 2019

NOTICE TO THE SHAREHOLDERS

NOTES:

1. Proxy

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. Deposit of Proxy

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. 1st August, 2019.

3. Book Closure

The Register of Members and the Share Transfer books of the Company will remain closed from Monday, the 29th July 2019 to Saturday, the 3rd August, 2019 (both days inclusive).

4. Information to Members

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 Identification

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.

Members are requested to bring the attendance slips duly filled to the meeting.

6. Particulars of Directors

Particulars of Directors seeking re-appointment/appointment pursuant to Regulation 36 (3) of the Listing Regulations are given in Appendix-A that forms part of this Notice.

7. Gifts

No gifts, gift coupons or cash in lieu of gifts shall be distributed to Members at or in connection with the Annual General Meeting in terms of Clause 14 of Secretarial Standard (SS-2) pertaining to distribution of Gifts at Annual General Meeting.

8. Route Map

Route Map showing the location of and directions to reach the venue of the 58th AGM is attached pursuant to Secretarial Standard 2 on General Meetings.

9. 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, as amended, the company provides facility for its members to exercise their voting right by electronic means and the business set out in the Notice may be transacted through such voting.

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 the company

NOTICE TO THE SHAREHOLDERS

is pleased to provide to its members the facility to exercise their right to vote at the 58th 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.

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 31st July, 2019 (9.00 A.M.) and ends on Friday, the 2nd August, 2019 (5.00 P.M.). 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

	For Members holding shares in Demat Form	For Members holding shares in Physical Form
UserID	For NSDL: 8 Character DP ID followed by 8 Digits Client ID For CDSL: 16 digits beneficiary ID	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. For e.g. 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.

NOTICE TO THE SHAREHOLDERS

- (vii) Members holding shares in physical form will then reach directly to the voting screen. However, members holding 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 also to be 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) **190629005** 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. 4(ii) to sl. no.4 (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 : Manager

Address : Central Depository Services
(India) Ltd.
A Wing, 25th Floor,
Marathon Futurex,
Mafatlal Mills Compounds,
N M Joshi Marg
Lower Parel (E), Mumbai 400 013

Phone no : 1800 225 533

Email Id : helpdesk.evoting@cdslindia.com

NOTICE TO THE SHAREHOLDERS

(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 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.

General Instructions

1. The cut-off date for the purpose of e-voting has been fixed as Saturday, the 27th July, 2019. 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 58th Annual Report for 2018-19 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 Saturday, the 27th July, 2019.
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, Practicing 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 thro 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.highenergy.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.