



**HIGH ENERGY**  
BATTERIES (INDIA) LIMITED

CHENNAI - 600 096.

CIN: L36999TN1961PLC004606

Details of Voting Results of Postal Ballot (including e-Voting) pursuant to Clause 35A of the Listing Agreement.

Date of Declaration of results of Postal Ballot	30 <sup>th</sup> September 2014
Total Number of Shareholders on Cut-off Date (20 <sup>th</sup> August 2014)	1927
Number of Shareholders present in the meeting either in person or through proxy	Not Applicable
No. of Shareholders attended the meeting through Video Conference	Not Applicable

Agenda wise details:-

**Item No.1: Appointment of Mr. M Natarajan as an Independent Director  
– Ordinary Resolution**

**Mode of Voting: Postal Ballot (including e-Voting)**

Promoter/Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	$(3) = \frac{(2)}{(1)} * 100$	(4)	(5)	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$
Promoter and Promoter Group	732531	732531	100.00	732531	Nil	100.00	Nil
Institutional Shareholders	239000	239000	100.00	239000	Nil	100.00	Nil
Public – Others	821237	202882	24.70	202822	60	99.97	0.03
<b>Total</b>	<b>1792768</b>	<b>1174413</b>	<b>65.51</b>	<b>1174353</b>	<b>60</b>	<b>99.99</b>	<b>0.01</b>





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**Item No.2: Appointment of RAdm. S Mohapatra as an Independent Director  
– Ordinary Resolution**

**Mode of Voting: Postal Ballot (including e-Voting)**

Promoter/Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	732531	732531	100.00	732531	Nil	100.00	Nil
Institutional Shareholders	239000	239000	100.00	239000	Nil	100.00	Nil
Public – Others	821237	202877	24.70	201625	1252	99.38	0.62
<b>Total</b>	<b>1792768</b>	<b>1174408</b>	<b>65.51</b>	<b>1173156</b>	<b>1252</b>	<b>99.89</b>	<b>0.11</b>

**Item No.3: Appointment of Mrs. T V Rajalakshmi as an Independent Director  
– Ordinary Resolution**

**Mode of Voting: Postal Ballot (including e-Voting)**

Promoter/Public	No. of Shares held	No. of Votes Polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on Votes Polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	732531	732531	100.00	732531	Nil	100.00	Nil
Institutional Shareholders	239000	239000	100.00	239000	Nil	100.00	Nil
Public – Others	821237	202877	24.70	202817	60	99.97	0.03
<b>Total</b>	<b>1792768</b>	<b>1174408</b>	<b>65.51</b>	<b>1174348</b>	<b>60</b>	<b>99.99</b>	<b>0.01</b>

For HIGH ENERGY BATTERIES (INDIA) LIMITED,



*S.V. RAJU*  
**S.V. RAJU**  
Company Secretary



*ASK Associates*

Chartered Accountants

Mob: 91 97909 63225

Tel: 91 44 4217 1854

### **Scrutinizer's Report**

(Pursuant to Sections 108 and 110 of the Companies Act, 2013 & Rules 20 and 22 of the Companies (Management and Administration) Rules 2014

To

The Chairman  
High Energy Batteries (India) Limited  
Esvin House, No 13 Old Mahabalipuram Road  
Perungudi  
Chennai 600 096

Dear Sir,

1. I, A.S.Kalyanaraman, Practicing Chartered Accountant (Membership No.201149) have been appointed by the Board of Directors of High Energy Batteries (India) Limited (the company) by resolution passed at their meeting held on 23<sup>rd</sup> August 2014 as Scrutinizer for the purpose of scrutinizing
  - a. the postal ballot process under the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules 2014 and
  - b. the e-voting process under the provisions of Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules 2014
2. The management of the company is responsible for compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through postal ballot and e-voting on the resolutions proposed in the Notice dated 23rd August 2014 of the members of the Company. My responsibility as a Scrutinizer for the Postal ballot and e-voting process is restricted to making a Scrutinizer's report of the votes cast "in favour" or "against" the resolutions based on the postal ballots received by me from the shareholders of the company and the report generated from the e-voting system



provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the company.

3. I have accordingly scrutinized the postal ballot and e-voting process by verifying the following to my satisfaction:

- i) The Notice dated 23<sup>rd</sup> August 2014 under Section 110 of the Companies Act 2013 regarding postal ballot was issued to the members of the Company by registered post on 27<sup>th</sup> August 2014 together with the postal ballot form and prepaid postage business reply envelope.
- ii) The Notice as above was sent to shareholders who were members of the Company on the "cut off" date ie.20<sup>th</sup> August 2014 being entitled to vote on the resolutions (Item No.1 to 3 as set out in the Notice).
- iii) The Company published requisite advertisement in Business Standard dt 29<sup>th</sup> August 2014 and Makkal Kural dt 30<sup>th</sup> August 2014 of the dispatch of Notice and specifying requisite information in accordance with Rule 22 of the Companies (Management and Administration) Rules 2014.
- iv) The postal ballot notice stated that all postal ballot forms received up to 17.00 hrs on September 27, 2014 being the last date and time fixed by the Company for receipt of the forms alone will be considered.
- v) The relevant portal for casting votes by the members of the Company was blocked by CDSL at the close of the voting period, namely 27<sup>th</sup> September 2014 17.00 hrs.
- vi) The votes cast electronically were unblocked on 28<sup>th</sup> September 2014 at 9.00 am in the presence of two witnesses who are not in employment of the Company.
- vii) All Postal Ballot forms received up to 17.00 hrs on 27<sup>th</sup> September 2014 were opened in my presence on 29<sup>th</sup> September 2014 and the same were scrutinized and a computerized statement with details such as shareholder's name, folio number / client ID No/ DP ID., Postal Ballot number, Number of shares held, Number of votes polled, assented, dissented and rejected was generated. The shareholding and the signature of the shareholders who have exercised their vote through postal ballot were verified with the records, maintained by the Registrar & Transfer Agent Cameo Corporate Services Ltd.



- viii) Envelopes containing postal ballot forms received after 17.00 hrs on 27<sup>th</sup> September 2014 were not considered for my scrutiny.
- ix) The details of the votes cast physically vide postal ballots and electronically vide e-voting on each of the resolutions are as under:

**POSTAL BALLOT VOTING RESULTS- CONSOLIDATED**

S.No	Particulars	Ordinary Resolution No 1: Appointment of Sri M Natarajan as an Independent Director	Ordinary Resolution No 2: Appointment of RAdm. S. Mohapatra as an Independent Director	Ordinary Resolution No 3: Appointment of Smt. T V Rajalakshmi as an Independent Director
1	Total ballot forms received / Number of members who exercised voting through e-voting	335	334	334
2	Less: Invalid postal ballot forms / Number of members who exercised invalid votes through e-voting	52	52	52
3	Net valid postal ballot forms received / Number of members who exercised voting through e-voting	283	282	282
4	Total number of votes cast	11,76,941	11,76,936	11,76,936
5	Less: Number of invalid votes cast	2,528	2,528	2,528
6	Number of valid votes cast	11,74,413	11,74,408	11,74,408
7	Total number of valid votes cast in favour of the resolution	11,74,353	11,73,156	11,74,348
8	Total number of valid votes cast against the resolution	60	1,252	60
9	% of votes in favour of the resolution	99.99	99.89	99.99
10	% of votes against the resolution	0.01	0.11	0.01

**Vote % is based on the total number of valid votes cast (for and against)**



**Break Up**

**(A) VOTING THROUGH PHYSICAL POSTAL BALLOTS**

S.No	Particulars	Ordinary Resolution No 1: Appointment of Sri M Natarajan as an Independent Director	Ordinary Resolution No 2: Appointment of RAdm. S. Mohapatra as an Independent Director	Ordinary Resolution No 3: Appointment of Smt. T V Rajalakshmi as an Independent Director
1	Total ballot forms received	287	286	286
2	Less: Invalid postal ballot forms	52	52	52
3	Net valid postal ballot forms received	235	234	234
4	Total number of votes cast	21,751	21,746	21,746
5	Less: Number of invalid votes cast	2,528	2,528	2,528
6	Number of valid votes cast	19,223	19,218	19,218
7	Total number of valid votes cast in favour of the resolution	19,223	18,618	19,218
8	Total number of valid votes cast against the resolution	Nil	600	Nil
9	% of votes in favour of the resolution	100	96.88	100
10	% of votes against the resolution	0	3.12	0

**Vote % is based on the total number of valid votes cast (for and against)**



**(B) VOTING THROUGH FACILITY OF E-VOTING**

S.No	Particulars	Ordinary Resolution No 1: Appointment of Sri M Natarajan as an Independent Director	Ordinary Resolution No 2: Appointment of RAdm. S. Mohapatra as an Independent Director	Ordinary Resolution No 3: Appointment of Smt. T V Rajalakshmi as an Independent Director
1	Number of members who exercised voting through e-voting	48	48	48
2	Less: Number of members who exercised invalid votes through e-voting	Nil	Nil	Nil
3	Net Number of members who exercised valid votes through e-voting	48	48	48
4	Total number of votes cast	11,55,190	11,55,190	11,55,190
5	Less: Number of invalid votes cast	Nil	Nil	Nil
6	Number of valid votes cast	11,55,190	11,55,190	11,55,190
7	Total number of valid votes cast in favour of the resolution	11,55,130	11,54,538	11,55,130
8	Total number of valid votes cast against the resolution	60	652	60
9	% of votes in favour of the resolution	99.99	99.94	99.99
10	% of votes against the resolution	0.01	0.06	0.01

You may accordingly declare the result of the voting by postal ballot

Thanking you

Chennai  
29<sup>th</sup> September 2014



Yours faithfully

**For ASK Associates  
Chartered Accountants**

A handwritten signature in blue ink, appearing to read "A.S.K." with a flourish.

**A S Kalyanaraman  
Mem. No: 201149**