



# Olectra Greentech Limited

## REPORT ON CORPORATE GOVERNANCE UNDER REG 27 OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Company : OLECTRA GREENTECH LIMITED

Quarter ending: 31st March, 2024

### I. Composition of Board of Directors

Whether Regular chairperson appointed - Yes

Whether Chairperson is related to Managing director or CEO - Yes

S. No.	Name of the Director	PAN	DIN	Designation	Date of Birth	Whether special resolution passed under 17(LA)	Initial date of appointment	Date of Re-appointment	Date of cessation	Tenure in months	No. of Directors in listed entities including this entity	No. of Independent Directors in Listed entity including this entity	No. of Memberships in Audit/ Stakeholders Committee including this entity	No. of posts of Chairperson in Audit/ Stakeholders Committee including this entity
1	Mr. M. Gopalakrishna	ACIPM0868L	00088454	Independent Director	12-Jan-1939	Yes 09-09-2019	27-Sep-2014	27-Sep-2019	-	54 months & 6 days	4	4	7	1
2	Mr. B. Appa Rao	AAOPB7596C	00004309	Independent Director	5-Oct-1955	NA	27-Sep-2014	27-Sep-2019	-	54 months & 6 days	1	1	2	2
3	Justice Mrs. Gyan Sudha Misra (Retd.)	ADDPM4387N	07577265	Independent Director	28-Apr-1949	Yes 19-07-2023	23-May-2018	23-May-2023	-	10 months & 10 days	2	2	1	Nil
4	Mrs. Ch. Laxmi Kumari	AERPC7018K	09023799	Independent Director	12-Mar-1962	NA	9-Jan-2021	-	-	38 months & 24 days	1	1	1	Nil
5	Mr. Venkateswara Pradeep Karumuru	AODPK4368L	02331853	Chairman & Managing Director	1-May-1963	NA	30-Mar-2019	-	-	NA	1	Nil	2	Nil
6	Mr. Chilappagari Laxmi Rajam*	ABXPC8797N	00029156	Non-Executive Independent Director	4-Mar-1951	NA	18-Aug-2020	-	27-Jan-2024	NA	NA	NA	NA	NA
7	Mr. Rajesh Reddy Peketi	AKJPP3308D	02758291	Non-Executive Independent Director	12-Jun-1976	NA	31-Oct-2020	-	-	NA	1	Nil	3	1

\*The Board of Directors has accepted the resignation tendered by Mr. Chilappagari Laxmi Rajam with effect from 27th January, 2024.



**Registered Office** : S-22, 3rd Floor, Technocrat Industrial Estate, Balanagar, Hyderabad - 500037. Telangana, India. Tel : +040-46989999

CIN : L34100TG2000PLC035451, E-mail : info@olectra.com, www.olectra.com



II. Composition of Committees						
Audit Committee						
whether the Audit Committee has a regular chairperson - Yes						
S. No.	Name of the Member	DIN	Category	Date of Appointment	Date of Cessation	
1	Mr. B. Appa Rao	00004309	Chairperson	27-Apr-2009	-	
2	Mr. M. Gopalakrishna	00088454	Member	27-May-2013	-	
3	Mr. Venkateswara Pradeep Karumuru	02331853	Member	18-Aug-2020	-	
4	Mrs. Ch. Laxmi Kumari	09023799	Member	29-Jan-2022	-	
Nomination and Remuneration Committee						
whether the Nomination and Remuneration Committee has a regular chairperson - Yes						
S. No.	Name of the Member	DIN	Category	Date of Appointment	Date of Cessation	
1	Mr. B. Appa Rao	00004309	Chairperson	12-Nov-2018	-	
2	Mr. M. Gopalakrishna	00088454	Member	12-Nov-2018	-	
3	Justice Mrs. Gyan Sudha Misra (Retd.)	07577265	Member	12-Nov-2018	-	
4	Mrs. Ch. Lakshmi Kumari	09023799	Member	29-Jul-2021	-	
Stakeholders Relationship Committee						
whether the Stakeholders Relationship Committee has a regular chairperson - Yes						
S. No.	Name of the Member	DIN	Category	Date of Appointment	Date of Cessation	
1	Mr. B. Appa Rao	00004309	Chairperson	11-Aug-2016	-	
2	Mr. M. Gopalakrishna	00088454	Member	11-Aug-2016	-	
3	Mr. Venkateswara Pradeep Karumuru	02331853	Member	18-Aug-2020	-	
Corporate Social Responsibility Committee						
whether the Corporate Social Responsibility Committee has a regular chairperson - Yes						
S. No.	Name of the Member	DIN	Category	Date of Appointment	Date of Cessation	
1	Mr. M. Gopalakrishna	00088454	Chairperson	12-Dec-2017	-	
2	Mr. B. Appa Rao	00004309	Member	26-May-2016	-	
3	Mr. Venkateswara Pradeep Karumuru	02331853	Member	18-Aug-2020	-	
Risk Management Committee						
whether the Risk Management Committee has a regular chairperson - Yes						
S. No.	Name of the Member	DIN	Category	Date of Appointment	Date of Cessation	
1	Mr. M. Gopalakrishna	00088454	Chairperson	16-Jun-2021	-	
2	Mr. Venkateswara Pradeep Karumuru	02331853	Member	16-Jun-2021	-	
3	Mr. H. Shunmugavel*	NA	Member	16-Jun-2021	-	

\*Mr. Shunmugavel, Member of the Risk Management Committee is the Vice President of e-Bus division of Olectra Greentech Limited.

III. Meeting of Board of Directors					
S.No.	Date(s) of Meeting (dates of previous quarter and current quarter in chronological order)	Min. gap b/w any two consecutive (in no. of days)	Whether required quorum met?	No. of Directors present	No. of Independent Directors attending the Meeting
1	4-Nov-2023	-	Yes	6	4
2	27-Jan-2024	83	Yes	6	4
3	27-Mar-2024	59	Yes	6	4

IV. Meeting of Committees							
S.No.	Name of the Committee	Date(s) of Meeting(s) if any in the previous quarter	Date(s) of Meeting(s) if any in the relevant quarter	Min. gap b/w any two consecutive (in no. of days)	Whether required quorum met?	No. of Directors present	No. of Independent Directors attending the Meeting
1	Audit Committee	4-Nov-2023	-	-	Yes	4	3
2	Audit Committee	-	27-Jan-2024	83	Yes	4	3
3	Audit Committee	-	27-Mar-2024	59	Yes	3	3
4	Nomination and Remuneration Committee	-	27-Jan-2024	-	Yes	4	4
5	Nomination and Remuneration Committee	-	27-Mar-2024	59	Yes	4	4
6	Stakeholders Relationship Committee	4-Nov-2023	-	-	Yes	3	2
7	Stakeholders Relationship Committee	-	27-Jan-2024	83	Yes	3	2
8	Corporate Social Responsibility Committee	-	27-Mar-2024	-	Yes	3	2
9	Risk Management Committee	-	10-Jan-2024	-	Yes	2	1



V. Related Party Transactions		
S. No.	Subject	Compliance Status
1	Whether prior approval of Audit Committee Obtained?	Yes
2	Whether shareholders approval obtained for material RPT?	NA
3	Whether details of Related Party transactions obtained through omnibus approvals have been reviewed by Audit Committee?	Yes

VI. Affirmations		
S. No.	Subject	Compliance Status
1	The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a) Audit Committee b) Nomination and Remuneration Committee c) Stakeholders Relationship Committee d) Risk Management Committee	Yes
3	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
4	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Yes
5	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
6	Any Comments/observations/advice of Board of Directors may be mentioned here	NIL

For Olectra Greentech Limited

P. Hanuman Prasad  
Company Secretary

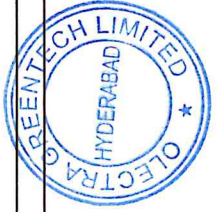
Date: 18 -04-2024  
Place: Hyderabad







Olectra Greentech



Annexure II			
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)			
I. Disclosure on website in terms of Listing Regulations			
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
	Web address		
1	Details of business	Yes	<a href="https://olectra.com/overview/">https://olectra.com/overview/</a>
2	Terms and conditions of appointment of independent directors	Yes	<a href="https://olectra.com/other-disclosures/">https://olectra.com/other-disclosures/</a>
3	Composition of various committees of board of directors	Yes	<a href="https://olectra.com/composition-of-committees-of-board-of-directors/">https://olectra.com/composition-of-committees-of-board-of-directors/</a>
4	Code of conduct of board of directors and senior management personnel	Yes	<a href="https://olectra.com/code-of-ethics/">https://olectra.com/code-of-ethics/</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
6	Criteria of making payments to non-executive directors	Yes	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
7	Policy on dealing with related party transactions	Yes	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
8	Policy for determining 'material' subsidiaries	Yes	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
9	Details of familiarization programmes imparted to independent directors	Yes	<a href="https://olectra.com/other-disclosures/">https://olectra.com/other-disclosures/</a>
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://olectra.com/investor-grievances/">https://olectra.com/investor-grievances/</a>
11	email address for grievance redressal and other relevant details	Yes	<a href="https://olectra.com/investor-grievances/">https://olectra.com/investor-grievances/</a>
12	Financial results	Yes	<a href="https://olectra.com/investor-grievances/">https://olectra.com/investor-grievances/</a>
13	Shareholding pattern	Yes	<a href="https://olectra.com/financial-results/">https://olectra.com/financial-results/</a>
14	Details of agreements entered into with the media companies and/or their associates	NA	<a href="https://olectra.com/shareholding-pattern/">https://olectra.com/shareholding-pattern/</a>
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes	<a href="https://olectra.com/investor-grievances/">https://olectra.com/investor-grievances/</a>
16	Audio or video recordings and transcripts of post earnings/quarterly calls	Yes	<a href="https://olectra.com/investor-grievances/">https://olectra.com/investor-grievances/</a>
17	New name and the old name of the listed entity	NA	-
18	Advertisements as per regulation 47 (1)	Yes	<a href="https://olectra.com/news-paper-publications-for-shareholders/">https://olectra.com/news-paper-publications-for-shareholders/</a>
19	Credit rating or revision in credit rating obtained	Yes	<a href="https://olectra.com/other-disclosures/">https://olectra.com/other-disclosures/</a>
20	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://olectra.com/other-disclosures/">https://olectra.com/other-disclosures/</a>
21	Secretarial Compliance Report	Yes	<a href="https://olectra.com/subsidiary/">https://olectra.com/subsidiary/</a>
22	Materiality Policy as per Regulation 30 (4)	Yes	<a href="https://olectra.com/secretarial-compliance/">https://olectra.com/secretarial-compliance/</a>
23	Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
24	Disclosures under regulation 30(8)	Yes	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
25	Statements of deviation(s) or variations(s) as specified in regulation 32	Yes	<a href="https://olectra.com/other-disclosures/">https://olectra.com/other-disclosures/</a>
26	Dividend Distribution policy as per Regulation 43A(1)	Yes	<a href="https://olectra.com/other-disclosures/">https://olectra.com/other-disclosures/</a>
27	Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
28	Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://olectra.com/annual-reports/">https://olectra.com/annual-reports/</a>
29	Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating	Yes	<a href="https://olectra.com/">https://olectra.com/</a>
30	Disclosure of notes on website in terms of Listing Regulations explanatory	NA	<a href="https://olectra.com/">https://olectra.com/</a>

**Annexure 1**  
**VI. Affirmations**

<b>Sr</b>	<b>Subject</b>	<b>Compliance status (Yes/No)</b>
<b>1</b>	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
<b>2</b>	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
<b>3</b>	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
<b>4</b>	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
<b>5</b>	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	Yes
<b>6</b>	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
<b>7</b>	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
<b>8</b>	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
<b>9</b>	Any comments/observations/advice of Board of Directors may be mentioned here:	Yes







Olectra Greentech

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes	
18	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
19	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
20	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
21	Role of Nomination and Remuneration Committee	19(4)	Yes	
22	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	
23	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
24	Role of Stakeholders Relationship Committee	20(4)	Yes	
25	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
26	Meeting of Risk Management Committee	21(3A)	Yes	
27	Quorum of Risk Management Committee meeting	21(3B)	Yes	
28	Gap between the meetings of the Risk Management Committee	21(3C)	Yes	
29	Vigil Mechanism	22	Yes	
30	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
31	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
32	Approval for material related party transactions	23(4)	Yes	
33	Disclosure of related party transactions on consolidated basis	23(9)	Yes	
34	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
35	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
36	Alternate Director to Independent Director	25(1)	NA	
37	Maximum Tenure	25(2)	Yes	
38	Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism	25(2A)	Yes	
39	Meeting of independent directors	25(3) & (4)	Yes	
40	Familiarization of independent directors	25(7)	Yes	
41	Declaration from Independent Director	25(8) & (9)	Yes	
42	D & O Insurance for Independent Directors	25(10)	Yes	
43	Confirmation with respect to appointment of Independent Directors who resigned from the Listed entity	25(11)	Yes	
44	Memberships in Committees	26(1)	Yes	
45	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
46	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
47	Policy with respect to obligations of Directors and senior management	26(2) & 26(5)	Yes	
48	Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity	26(6)	Yes	
49	Vacancies in respect Key Managerial Personnel	26A(1) & 26A(2)	NA	
III. Annual Affirmations				
1	Governance requirements with respect to subsidiary of Listed Entity have been		Yes	
	Any other information to be provided		NIL	

For Olectra Greentech Limited



P. Hanuman Prasad  
Company Secretary

Date: 18-04-2024  
Place: Hyderabad

**ANNEXURE-VIII: ADDITIONAL HALF YEARLY DISCLOSURE**

<b>Applicability of disclosure</b>	Not Applicable
<b>Reason for Non-Applicability</b>	There are no such Loans/Guarantees/Comfort letters/securities etc advanced during the six months or outstanding as at the end of six months for the half year ended on March 31, 2024.

**I. Disclosure of Loans/ guarantees/comfort letters / securities etc.**

**(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to - NIL**

<b>Aggregate amount advanced during six months</b>				<b>Balance outstanding at the end of six months</b>			
Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them	Promoter or any other entity controlled by them	Promoter Group or any other entity controlled by them	Directors (including relatives) or any other entity controlled by them	KMPs or any other entity controlled by them
<b>NIL</b>							



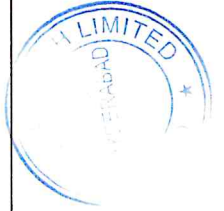


**(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: - NIL**

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them		NIL	
KMPs or any other entity controlled by them			

**(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by: -**

Entity	Type of Security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them			
Promoter Group or any other entity controlled by them			
Directors (including relatives) or any other entity controlled by them		NIL	
KMPs or any other entity controlled by them			



### Additional Information

<b>Affirmations</b> All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company
<b>Company Remarks in case of non-compliant status</b> NIL

For Olectra Greentech Limited



P. Hanuman Prasad  
Company Secretary

Date: 18-04-2024  
Place: Hyderabad