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, 2022

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(1A)	Initial date of appointment	Date of Re-appointment	Date of cessation	Tenure in months	No. of Directorships in listed entities including this entity	No .of Independent Directorships 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	-	30 months & 4 days	5	5	9	2
2	Mr. B. Appa Rao	AAOPB7596C	00004309	Independent Director	5-Oct-1955	NA	27-Sep-2014	27-Sep-2019	-	30 months & 4 days	1	1	2	2
3	Justice Mrs. Gyan Sudha Misra (Retd.)	ADDPM4387N	07577265	Independent Director	28-Apr-1949	NA	23-May-2018	-	-	46 months & 09 days	5	5	6	2
4	Mrs. Ch. Laksmi Kumari	AERPC7018K	09023799	Independent Director	12-Mar-1962	NA	9-Jan-2021	-	-	14 months & 22 days	1	1	1	0
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 Excecutive Non-Independent Director	4-Mar-1951	NA	18-Aug-2020	-	-	NA	1	0	1	1
7	Mr. Rajesh Reddy Peketi	AKJPP3308D	02758291	Non Excecutive Non-Independent Director	12-Jun-1976	NA	31-Oct-2020	-	-	NA	1	Nil	3	1

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ii. Composition of Committees

a. Audit Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. B. Appa Rao	Independent Director	Chairperson	27-Apr-2009	
2	Mr. M. Gopalakrishna	Independent Director	Member	27-May-2013	
3	Mr. Venkateswara Pradeep Karumuru	Chairman & Managing Director	Member	18-Aug-2020	
4	Mrs. Ch. Laksmi Kumari	Independent Director	Member	29-Jan-2022	

Company Remarks	-
Whether Permanent chairperson appointed	Yes

b. Stakeholders Relationship Committee

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. B. Appa Rao	Independent Director	Chairperson	11-Aug-2016	
2	Mr. M. Gopalakrishna	Independent Director	Member	11-Aug-2016	
3	Mr. Venkateswara Pradeep Karumuru	Chairman & Managing Director	Member	18-Aug-2020	

Company Remarks	-
Whether Permanent chairperson appointed	Yes

c. **Risk Management Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. M. Gopalakrishna	Independent Director	Chairperson	16-Jun-2021	
2	Mr. Venkateswara Pradeep Karumuru	Chairman & Managing Director	Member	16-Jun-2021	
3	Mr. H. Shunmugavel	Member	Member	16-Jun-2021	

Company Remarks	-
Whether Permanent chairperson appointed	Yes

d. **Nomination and Remuneration Committee**

Sr. No.	Name of the Director	Category	Chairperson/Membership	Appointment Date	Cessation Date
1	Mr. B. Appa Rao	Independent Director	Chairperson	12-Nov-2018	
2	Mr. M. Gopalakrishna	Independent Director	Member	12-Nov-2018	
3	Justice Mrs. Gyan Sudha Misra (Retd.)	Independent Director	Member	12-Nov-2018	
4	Mrs. Ch. Laksmi Kumari	Independent Director	Member	29-Jul-2021	

Company Remarks	-
Whether Permanent chairperson appointed	Yes

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iii. Meeting of Board of Directors

Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met	Number of Directors present	Number of Independent Directors present
28-Oct-2021	-	Yes	5	4
09-Nov-2021	11	Yes	6	4
29-Jan-2022	80	Yes	5	4
04-Mar-2022	33	Yes	5	4

Company Remarks	-
Maximum gap between any two consecutive (in number of days)	80

iv. Meeting of Committees

Name of the Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Whether requirement of Quorum met (Yes/No)	Number of Directors present	Number of independent directors present
Audit Committee	09-Nov-2021	-	Yes	3	2
Audit Committee	29-Jan-2022	80	Yes	3	2
Audit Committee	04-Mar-2022	33	Yes	3	2
Nomination & Remuneration Committee	28-Oct-2021	-	Yes	4	4
Nomination & Remuneration Committee	29-Jan-2022	92	Yes	3	3
Nomination & Remuneration Committee	04-Mar-2022	33	Yes	4	4
Stakeholders Relationship Committee	09-Nov-2021	-	Yes	3	2
Stakeholders Relationship Committee	29-Jan-2022	80	Yes	3	2
Risk Management Committee	29-Jan-2022	-	Yes	2	1
Risk Management Committee	04-Mar-2022	33	Yes	2	1

Company Remarks	-
Maximum gap between any two consecutive (in number of days) [Only for Audit Committee]	80

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v. Related Party Transactions

Subject	Compliance status (Yes/No/NA)	Remark
Whether prior approval of audit committee obtained	Yes	-
Whether shareholder approval obtained for material RPT	Not Applicable	-
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	-

Disclosure of notes on related party transactions and Disclosure of notes of material related party transactions	-

VI. Affirmations

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 - **Yes**
b. Nomination & remuneration committee - **Yes**
c. Stakeholders relationship committee - **Yes**
d. Risk management committee (applicable to the top 100 listed entities) - **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. a. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. - **Yes**
   b. Any comments/observations/advice of Board of Directors may be mentioned here:

Name : **P HANUMAN PRASAD**
Designation : **Company Secretary & Compliance Officer**

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ANNEXURE- II: Format 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

Item	Compliance status (Yes/No/NA)	Company Remark	Website
As per regulation 46(2) of the LODR:			
Details of business	Yes		https://olectra.com/overview/
Terms and conditions of appointment of independent directors	Yes		https://olectra.com/other-disclosures/
Composition of various committees of board of directors	Yes		https://olectra.com/composition-of-committees-of-board-of-directors/
Code of conduct of board of directors and senior management personnel	Yes		https://olectra.com/code-of-ethics/
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		https://olectra.com/policies/
Criteria of making payments to non-executive directors	Yes		https://olectra.com/policies/
Policy on dealing with related party transactions	Yes		https://olectra.com/policies/
Policy for determining 'material' subsidiaries	Yes		https://olectra.com/policies/
Details of familiarization programs imparted to independent directors	Yes		https://olectra.com/other-disclosures/
Email address for grievance redressal and other relevant details entity who are responsible for assisting and handling investor grievances	Yes		https://olectra.com/investor-grievances/
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances other relevant details	Yes		https://olectra.com/investor-grievances/
Financial results	Yes		https://olectra.com/financial-results/
Shareholding pattern	Yes		https://olectra.com/shareholding-pattern/
Details of agreements entered into with the media companies and/or their associates	Not Applicable		

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		https://olectra.com/investor-grievances/
New name and the old name of the listed entity	Not Applicable		
Advertisements as per regulation 47 (1)	Yes		https://olectra.com/newspaper-publications-for-shareholders/
Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments obtained	Yes		https://olectra.com/other-disclosures/
Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		https://olectra.com/subsidiary/
As per other regulations of the LODR:			
Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		https://olectra.com/
Materiality Policy as per Regulation 30	Yes		https://olectra.com/policies/
Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		https://olectra.com/policies/
It is certified that these contents on the website of the listed entity are correct.	Yes		https://olectra.com/

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II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)	Company Remark
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
Board composition	17(1), 17(1A) & 17(1B)	Yes	
Meeting of Board of directors	17(2)	Yes	
Quorum of Board meeting	17(2A)	Yes	
Review of Compliance Reports	17(3)	Yes	
Plans for orderly succession for appointments	17(4)	Yes	
Code of Conduct	17(5)	Yes	
Fees/compensation	17(6)	Yes	
Minimum Information	17(7)	Yes	
Compliance Certificate	17(8)	Yes	
Risk Assessment & Management	17(9)	Yes	
Performance Evaluation of Independent Directors	17(10)	Yes	
Recommendation of Board	17(11)	Yes	
Maximum number of directorship	17A	Yes	
Composition of Audit Committee	18(1)	Yes	
Meeting of Audit Committee	18(2)	Yes	
Composition of nomination & remuneration committee	19(1) & (2)	Yes	
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
Meeting of nomination & remuneration committee	19(3A)	Yes	
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes	

Meeting of stakeholder relationship committee	20(3A)	Yes	
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes	
Meeting of Risk Management Committee	22	Yes	
Vigil Mechanism	22	Yes	
Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes	
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
Approval for material related party transactions	23(4)	Yes	
Disclosure of related party transactions on consolidated basis	23(9)	Yes	
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable	
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	
Annual Secretarial Compliance Report	24(A)	Yes	
Alternate Director to Independent Director	25(1)	Not Applicable	
Maximum Tenure	25(2)	Yes	
Meeting of independent directors	25(3) & (4)	Yes	
Familiarization of independent directors	25(7)	Yes	
Declaration from Independent Director	25(8) & (9)	Yes	
D & O Insurance for Independent Directors	25(10)	Yes	
Memberships in Committees	26(1)	Yes	
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
Disclosure of Shareholding by Non- Executive Directors	26(4)	Yes	
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	

Other Information	**NIL**

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Other Information	**NIL**

Name : **P HANUMAN PRASAD**
Designation : **Company Secretary & Compliance Officer**

OLECTRA GREENTECH LIMITED HYDERABAD

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ANNEXURE -IV:

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

Applicability of disclosure	Not Applicable
Reason for Non-Applicability	There are no such Loans/ guarantees/comfort letters /securities etc advanced during the six months and no outstanding at the end of six months for the half year ended on 31st March, 2022.

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

Aggregate amount advanced 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	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
NIL							

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(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	NIL		
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			

(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: - NIL

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	NIL		
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			

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(D) If the Listed Entity would like to provide any other information the same may be indicated here

NIL

Affirmations
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

Company Remarks in case of non-compliant status	**Not Applicable**

For Olectra Greentech Limited

OLECTRA GREENTECH LIMITED HYDERABAD

P. Hanuman Prasad
Company Secretary

Date: 19-04-2022
Place: Hyderabad

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