

NOTICE OF POSTAL BALLOT



OLECTRA GREENTECH LIMITED

CIN: L34100TG2000PLC035451

Registered Office: S-22, 3rd Floor, Technocrat Industrial Estate,
Balanagar, Hyderabad-500 037, Telangana, India.

Tel. 91-40-46989999;

www.olectra.com, E-Mail: info@olectra.com

NOTICE OF POSTAL BALLOT

[Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014,) each as amended, and the applicable Circulars issued by the Ministry of Corporate Affairs ('MCA'), Government of India, from time to time.]

VOTING STARTS ON	VOTING ENDS ON
Monday 24th day of November, 2025	Tuesday 23rd day of December, 2025

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification(s) or re-enactment(s) thereof for the time being in force ('the Act'), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), as amended, and in accordance with the requirements prescribed by the MCA for holding general meetings/ conducting postal ballot process through e-voting vide General Circulars No. 14/2020 dated 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021 dated 08th December, 2021, No. 3/2022 dated 05th May, 2022, No. 11/2022 dated 28th December, 2022, No. 09/2023 dated 25th September, 2023, General Circular No.09/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by Ministry of Corporate Affairs read with other relevant circulars issued in this regard ('MCA Circulars'), to transact the Special Business as set out hereunder by passing Ordinary and Special Resolutions by way of postal ballot only, by voting through electronic means ('remote e-voting').

Pursuant to Sections 102, 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

In compliance with the aforesaid MCA Circulars, this Notice is being sent only through electronic mode to those Members whose email addresses are registered with Olectra Greentech Limited ('the Company')/ Aarthi Consultants Private Limited the Company's Registrars and Transfer Agent ('RTA') / National Securities Depository Limited ('NSDL') and/or Central Depository Services (India) Limited ('CDSL'), (NSDL and CDSL collectively 'Depositories'). Accordingly, a physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope is not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would take place only through the remote e-voting.

In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to its Members to enable them to cast their votes electronically. The instructions and detailed procedure for remote e-voting are appended to this Notice. The Notice is also available on the website of the Company at <https://olectra.com/postal-ballot-egm/>. Members desiring to exercise their vote through the remote e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by remote e-voting not later than 5:00 P.M. (IST) on Tuesday, 23rd day of December 2025. The remote e-voting facility will be disabled by CDSL immediately thereafter.

The Scrutinizer will submit his report to the Chairman of the Company after completion of the scrutiny. The results of the e-voting will be announced by the Chairman or such other person who may be authorised by the Chairman of the Company on or before 25th December, 2025. The results of the Postal Ballot will be posted on the Company's website viz., www.olectra.com and also in CDSL website viz., www.evotingindia.com besides being communicated to the Stock Exchanges viz., BSE Ltd., www.bseindia.com and the National Stock Exchange of India Ltd., www.nseindia.com where the Company's shares are listed.

SPECIAL BUSINESS:

1. Regularisation of Mr. Mahesh Babu Subramanian (DIN: 08736697) as Director of the Company:

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 152, 160 and 161 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 17 (1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 24th September 2025, Mr. Mahesh Babu Subramanian (DIN: 08736697), who was appointed as an Additional Director of the Company effective from 27th September, 2025 (immediately after the conclusion of the Annual General Meeting held on that day), and who holds office as such up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company, whose office shall not be liable to retirement by rotation.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby severally authorized to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution.”

2. Appointment of Mr. Mahesh Babu Subramanian (DIN: 08736697), as a Managing Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 2(54), 196, 197, 198, and 203 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and subject to such other consents and permissions as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 24th September 2025, consent of the Members be and is hereby accorded for the appointment of Mr. Mahesh Babu Subramanian (DIN: 08736697), as the Managing Director of the Company for a period of 3 (Three) years with effect from 27th September, 2025 immediately after the conclusion of the Annual General Meeting held on that day (“27th September, 2025”), with a remuneration (including the Variable Compensation and all Perquisites/ Allowances) of Rs. 10.00 Crores (Rupees Ten Crore Only) Per Annum on the following terms and conditions as set out below and he shall be part of Key Managerial Personnel pursuant to Section 203 of the Act and whose office shall not be liable to retirement by rotation.”

- A. Fixed Compensation;** An amount of Rs. 8.00 Crores (Rupees Eight Crores Only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows;

1. Salary

Basic Salary of Rs. 4,75,46,616/- (Rupees Four Crores Seventy-Five Lakhs Forty-Six Thousand Six Hundred Sixteen only) Per Annum.

2. Perquisites /Allowances

The following perquisites/allowances will be provided in addition to above:

1. **Housing:** House Rent Allowance at Rs.1,90,18,646/- (Rupees One Crore Ninety Lakhs Eighteen Thousand Six Hundred Forty-Six Only) Per Annum.
2. Other allowances including Leave Travel Allowance, Conveyance Allowance, Medical Reimbursement, Employer Contribution to NPS and Ex-Gratia etc. not exceeding Rs.1,34,34,738 (Rupees One Crore Thirty-Four Lakhs Thirty-Four Thousand Seven Hundred Thirty-Eight Only) Per Annum.

B. Variable Compensation:

Not exceeding 25% of the aggregate fixed compensation and perquisites set out in A above shall be payable on annual basis. Actual pay-out of the variable compensation in a financial year may vary depending upon the performance of the individual, the Company and other factors as approved by the Board based on the recommendations of Nomination & Remuneration Committee and the remuneration policy of the Company.

- C.** Payment of Gratuity as per applicable laws.
- D.** Provision of a company-owned car for official purposes and the expenses related to the maintenance, fuel, insurance and driver (if any) for the said car shall be borne by the Company for official use only and use of car for private purposes shall be charged to Mr. Mahesh Babu Subramanian."
- E.** No sitting fees shall be paid for attending the meetings of Board of Directors or Committees thereof.

"RESOLVED FURTHER THAT where the Company has adequate profits in any financial year during the tenure of office of Mr. Mahesh Babu Subramanian, the company shall pay the aggregate sum of remuneration and perquisites as proposed notwithstanding that the same may exceed the limits prescribed from time to time under the proviso to sub section (1) of Section 197 of the Companies Act, 2013 read with Part II, Section I of Schedule-V and all other applicable provisions if any, of the Companies Act, 2013 and if the Company has no profits or its profits are inadequate to pay him the aggregate sum of remuneration and perquisites as proposed in any financial year during the tenure of office of Mr. Mahesh Babu Subramanian, he will be paid remuneration by way of salary and perquisites as proposed, subject to the limits under Part II, Section II of Schedule-V of the Companies Act, 2013."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter or vary the terms and conditions of the said appointment in relation to various components of his remuneration payable, as may be agreed between the Board and Mr. Mahesh Babu Subramanian."

"RESOLVED FURTHER THAT the Board of directors be and are hereby authorized to do all such acts, deeds and things as may be deemed necessary, desirable, proper or expedient for the purpose of giving effect to the above resolution and for matters connected therewith or incidental thereto and to sign and execute any deeds /documents/undertakings/agreements/ papers/writings as may be required in this regard and to delegate all or any of these powers to any director(s) or officer(s) of the Company."

“RESOLVED FURTHER THAT any Director and/or Company Secretary of the Company be and are hereby severally authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

3. Re-Appointment of Mrs. Chintalapudi Lakshmi Kumari (DIN: 09023799) as an Independent Director of the Company:

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

“RESOLVED THAT pursuant to Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (“the Act”) (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 16(1)(b), 17 and Regulation 25 and other applicable Regulations, if any of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification/(s) or re-enactment/(s) thereof for the time being in force) and the Articles of Association of the Company Mrs. Chintalapudi Lakshmi Kumari (DIN: 09023799) who was appointed as an Independent Director of the Company for a term of 5 (five) consecutive years commencing from 09th January, 2021 up to 08th January, 2026 (both days inclusive) and who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and has submitted a declaration to that effect, and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company and subject to such other consents and permissions as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 24th September 2025, consent of the Members be and is hereby accorded for re-appointment of Mrs. Chintalapudi Lakshmi Kumari (DIN: 09023799) as an Independent Director of the Company for a second term of 05 (Five) years commencing from January 09, 2026 up to January 08, 2031 (both days inclusive), not liable to retire by rotation, on the terms provided in the Explanatory Statement.”

“RESOLVED FURTHER THAT any of the Directors or the Company Secretary of the Company be and is hereby severally authorised to perform all such acts and deeds as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board
For Olectra Greentech Limited

Sd/-
P. Hanuman Prasad
Vice President-Company Secretary & Legal

Place: Hyderabad
Date : 19th November, 2025

NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, 14th November, 2025 received from the depository(ies)/ depository participants and whose email addresses are registered with the depository(ies)/ depository participants. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.olectra.com and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, CDSL i.e. www.evotingindia.com and on the website of Company's Registrar and Transfer Agent, Aarthi Consultants Private Limited ("RTA") at <https://www.aarthiconsultants.com/>
4. Members who have not registered their email Addresses are requested to register the same with the Depository Participant(s).
5. Members whose names appear on the Register of Members / List of Beneficial Owners as on Thursday, 20th November, 2025 (the 'Cut-Off Date') will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
6. Pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Act and the Rules made thereunder, the MCA Circulars, Regulation 44 of the Listing Regulations read SEBI Circular bearing reference no. No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024, as amended, and SS-2 and any amendments thereto, the Company is providing facility to the Members to exercise their right to vote on the proposed resolution electronically. The instructions for e-voting are provided as part of this Postal Ballot Notice.
7. The remote e-voting period commences at 9:00 A.M. (IST) on Monday, 24th day of November, 2025 and ends at 5:00 P.M. (IST) on Tuesday, 23rd day of December, 2025. The remote e-voting shall not be allowed beyond the said date and time. During this period, Members of the Company, holding shares as on 20th November, 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she/it shall not be allowed to change it subsequently.
8. Voting rights of a Member / Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date.
9. Corporate/institutional Members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (PDF/ JPG format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at complaince@prathapcs.com and may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name EVENT No."
10. Resolution passed by the Members through Postal Ballot shall be deemed to have been passed on the last date specified by the Company for e-voting i.e., Tuesday, 23rd day of December, 2025, subject to receipt of the requisite number of votes in favour of the resolution.
11. In accordance with the MCA Circulars, the relevant documents referred to in the accompanying notice and explanatory statement will be made accessible for inspection through electronic mode, from the date of dispatch of this notice upto the last date for e-voting, i.e. 23rd day of December, 2025, on the website of CDSL at www.evotingindia.com

12. Company has appointed M/s. Prathap Satla & Associates, Company Secretaries, Practising Company Secretaries, CP No. 11879 as the Scrutinizer to conduct the voting process (e-voting) in a fair and transparent manner.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday 24th November 2025 and ends on Tuesday 23rd December 2025. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 20th November 2025, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public noninstitutional shareholders/retail shareholders is at a negligible level. Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories / Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & Myeasi New (Token) Tab.

Type of shareholders	Login Method
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & Myeasi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Type of shareholders	Login Method
	4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp . You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - Now enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - Next enter the Image Verification as displayed and Click on Login.
 - If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6. If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. 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) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Olectra Greentech Limited> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual share- holders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signa- tory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance@prathapcs.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id's cs@olectra.com/ info@aarthiconsultants.com.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800 21 09911.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. evoting@cdslindia.com or call on call toll free no.1800 21 09911.

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO 1:

1. Regularisation of Mr. Mahesh Babu Subramanian (DIN: 08736697) as Director of the Company:

The Board of Directors in its meeting held on 24th September, 2025, based on recommendations of the Nomination & Remuneration Committee have appointed Mr. Mahesh Babu Subramanian (DIN: 08736697), as an Additional Director of the Company to hold office up to the date of the ensuing Annual General Meeting. A notice proposing his appointment as a director pursuant to Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying their intention to propose Mr. Mahesh Babu Subramanian as a Director.

Mr. Mahesh Babu Subramanian is a qualified Postgraduate in Engineering from BITS, Pilani. He is a Fulbright Scholar and has completed the Leadership in Management program at the Tepper School of Business, Carnegie Mellon University, Pittsburgh. Additionally, he is an alumnus of IMD, Switzerland, and Yale University, USA, having participated in the Executive Leadership program. With over 30 years of extensive experience in the mobility sector, prior to joining Olectra, he served as the Chief Executive Officer of SWITCH Mobility and earlier as the Managing Director and CEO of Mahindra Electric. He has also been actively involved in various Electric Vehicle (EV) committees of the Indian Government, the Confederation of Indian Industry (CII), and the Federation of Indian Chambers of Commerce & Industry (FICCI).

Mr. Mahesh Babu Subramanian has confirmed that he is not disqualified from being appointed as a Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. The details of Mr. Mahesh Babu Subramanian, as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions are provided in this Notice.

The Board of Directors after considering Mr. Mahesh Babu Subramanian's skills, experience and expertise in mobility sector, believes that, his appointment as Director will be in the best interest of the Company. Accordingly, the Board commends the Ordinary Resolution as set out at Item no. 1 for approval by Shareholders.

Except Mr. Mahesh Babu Subramanian, none of the other Directors, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO 2:

Appointment of Mr. Mahesh Babu Subramanian (DIN: 08736697), as a Managing Director of the Company:

Based on the recommendations of the Nomination and Remuneration Committee, the Board of Directors, in their meeting held on 24th September, 2025 appointed Mr. Mahesh Babu Subramanian as Managing Director of the Company for a Period of 3 years with effect from 27th September, 2025, subject to shareholders' approval with a remuneration (including all Perquisites/ Allowances) of Rs.10.00 Crores (Rupees Ten Crores Only) Per Annum including the Variable Compensation not exceeding 25% of the aggregate Fixed Compensation.

Pursuant to the provisions of Section 196,197 and Schedule V to the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following key parameters were considered while approving the remuneration payable to the Managing Director including under Section II of the Schedule V to the Companies Act 2013 in case of no profits or inadequacy of profits in a financial year during the term of appointment of the Managing Director;

- i) financial position of the Company, trends payment in the industry, appointee's qualification, experience, past performance, past remuneration.
- ii) objectivity in determining the remuneration package while striking the balance between interest of the Company and its shareholders.
- iii) financial and operating performance of the Company.
- iv) relationship between performance and the remuneration.
- v) Industry trends in terms of Managerial Remuneration.

Having regard to the financial performance of the Company during the current financial year, there may be inadequacy of profits for payment of managerial remuneration beyond the ceiling specified in Section I of Part II of Schedule V to the Companies Act, 2013. Accordingly, approval for payment of remuneration to Mr. Mahesh Babu Subramanian is being sought from the shareholders by way of Special Resolution under Item No.2 of the Notice for a period not exceeding 3 (Three) years from the date of his appointment to the office of Managing Director with effect from 27th September, 2025 under Section II of Part II of Schedule V to the Companies Act, 2013.

Your Board confirms that the Company has not made any default in repayment of any of its debts as specified in sub-clause (ii) of the second proviso to clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013 and is complying with all the conditions as provided in Rule 7(2) of the Companies (Appointment and Remuneration) Rules, 2014.

Below are the required Disclosures as per sub clause (iv) of the second proviso to clause (B) of Section II of Part-II of Schedule V to the Companies Act, 2013.

I. GENERAL INFORMATION: (About Company)

i) Nature of Industry;

The Company operates in the manufacturing and selling of Composite Insulators and Electric Vehicles, prioritizing superior quality, safety, and environmental care, as well as maintenance contracts for Buses.

ii) Date or expected date of commencement of commercial production.

The Company commenced commercial operations on October 11, 2000.

iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable

iv) Financial performance based on given indicators.

(Rs. in Lakhs)

S. No.	Particulars	(For the Financial Year)			2025-26 (Six Months- Un-audited)
		2022-2023	2023-2024	2024-2025	
1.	Revenue from operations	113,440.67	111,397.16	176,305.86	98,460.61
2.	Profit before tax	9,110.99	9,870.61	18,623.37	10,145.98
3.	Profit after tax	7,070.28	7,364.28	13,956.48	7,517.19
4.	Paid-up Capital (including share application money)	3,283.23	3,283.23	3,283.23	3,283.23
5.	Reserves	81,579.45	88,633.34	1,02,279.71	1,09,538.35

v) Foreign investments or collaborations if any.

The Company has a cooperation agreement with BYD Auto Industry Co Ltd for assembly, manufacture and after-sales service of Electric Buses in India.

II. INFORMATION ABOUT THE APPOINTEE:

i) Background details:

Mr. Mahesh Babu Subramanian is a highly accomplished leader with a Postgraduate degree in Engineering from BITS, Pilani. He is a Fulbright Scholar and has completed the Leadership in Management program at the Tepper School of Business, Carnegie Mellon University, Pittsburgh. Additionally, he is an alumnus of IMD, Switzerland, and Yale University, USA, having participated in the Executive Leadership program.

With over 30 years of extensive experience in the mobility sector, prior to joining Olectra, he served as the Chief Executive Officer of SWITCH Mobility and earlier as the Managing Director and CEO of Mahindra Electric. He has also been actively involved in various Electric Vehicle (EV) committees of the Indian Government, the Confederation of Indian Industry (CII), and the Federation of Indian Chambers of Commerce & Industry (FICCI).

ii) Past remuneration:

Mr. Mahesh Babu Subramanian previous remuneration in Switch Mobility in which he was serving as its CEO was Rs.6,97,58,300 (Rupees Six Crore Ninety-Seven Lakhs Fifty-Eight Thousand Three Hundred Only) Per Annum.

iii) Recognition or awards:

Throughout his illustrious career, Mr. Mahesh Babu Subramanian has received several prestigious awards and recognitions, including:

1. India's Greatest CEO Award for 2017-18 from Asia One.
2. Ambassador of the Green Planet at the G20 Impact Assessment Summit in 2023.
3. CEO of the Year at the Machinist Super Shopfloor Awards."

iv) Job profile and suitability:

Mr. Mahesh Babu Subramanian brings a wealth of experience and expertise to the table, making him an ideal candidate for the position. With a Postgraduate degree in Engineering from BITS, Pilani, and advanced leadership training from renowned institutions like Carnegie Mellon University, IMD Switzerland, and Yale University, he possesses a unique blend of technical and managerial acumen.

His 30+ years of experience in the mobility sector including with specific electric vehicle mobility, including leadership roles in various organizations, demonstrates his ability to drive growth and innovation in the industry.

This combination of academic excellence, industry experience, and leadership capabilities makes Mr. Mahesh Babu Subramanian a strong fit for the role, poised to drive success and growth in the organization.

v) Remuneration Proposed:

As set out in the resolution under Item No. 2 of the Notice.

vi) Comparative Remuneration Profile with respect to industry, size of the Company, profile of the position and person;

Considering the Company's size, operations, growth, and industry benchmarks, Mr. Mahesh Babu Subramanian remuneration is commensurate with industry standards for similar senior-level positions.

vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, if any:

Mr. Mahesh Babu Subramanian has no other pecuniary relationship with the Company either directly or indirectly or any relationship with the managerial personnel.

OTHER INFORMATION:**i) Reasons for Loss or Inadequate Profits**

Although the Company does not anticipate any losses during the tenure of the Mr. Mahesh Babu Subramanian, there may be a likelihood that profits in any of the financial years during his tenure may be inadequate to cover the proposed aggregate remuneration due to the Company's current growth stage. Nevertheless, the Company is committed to enhancing productivity and continually implement measures to improve profitability. With sustained revenue growth initiatives, the Management is confident of achieving significant growth in future years which shall be adequate to remunerate the managerial personnel as per aggregate remuneration proposed which may be within the limits covered in Section 197 of the Companies Act, 2013.

ii) Steps Taken or Proposed for Improvement

To augment market share, expand production capabilities, and cater to the growing demand for electric vehicles, the Company has initiated the development of a new Greenfield EV Manufacturing facility spanning 150 acres in Seetharampur. The facility, which is partially operational, is expected to reach its full potential in the near future, with an initial capacity to manufacture 5,000 units per year, scalable to 10,000 units. Leveraging government initiatives promoting electric vehicles, the Company expects increased demand from state fleet operators transitioning from conventional diesel buses to electric buses. Furthermore, sustainable supply chain management and continuous review of operating expenses are expected to enhance profitability.

iii) Expected Increase in Productivity and Profits

Given the strategic initiatives undertaken to expand the Electric Vehicle business, develop new products, and capitalize on the growing market demand for Electric Vehicles, the Company expects a significant volume growth in the Electric Vehicle segment. This growth is anticipated to contribute substantially to higher volumes and profits, driving the Company's overall performance and profitability.

DISCLOSURE:

Subject to approval of the shareholders, the Board has fixed the remuneration/ perquisites/ benefits payable to the Mr. Mahesh Babu Subramanian, Managing Director w.e.f 27th September, 2025, as follows:

1. Name of the appointee: Mr. Mahesh Babu Subramanian
2. Designation: Managing Director
3. Tenure: 3 (Three) years w.e.f. 27th September, 2025.
4. **Remuneration;** The remuneration payable (including all Perquisites/ Allowances) shall be an amount of Rs.10.00 Crore (Rupees Ten Crore Only) Per Annum on the following terms and conditions as set out below;

A. Fixed Compensation; An amount of Rs. 8.00 Crores (Rupees Eight Crores Only) Per Annum prorated & payable monthly and bifurcation of the same shall be as follows;

1. Salary

Basic Salary of Rs. 4,75,46,616/- (Rupees Four Crores Seventy-Five Lakhs Forty-Six Thousand Six Hundred Sixteen only) Per Annum.

2. Perquisites /Allowances

The following perquisites/allowances will be provided in addition to above:

1. **Housing;** House Rent Allowance at Rs.1,90,18,646/- (Rupees One Crore Ninety Lakhs Eighteen Thousand Six Hundred Forty-Six Only) Per Annum.

2. Other allowances including Leave Travel Allowance, Conveyance Allowance, Medical Reimbursement, Employer contribution to NPS and Ex-Gratia etc. not exceeding Rs. Rs.1,34,34,738 (Rupees One Crore Thirty-Four Lakhs Thirty-Four Thousand Seven Hundred Thirty-Eight Only) Per Annum.

B. Variable Compensation:

Not exceeding 25% of the aggregate fixed compensation and perquisites set out in A above shall be payable on annual basis. Actual pay-out of the variable compensation in a financial year may vary depending upon the performance of the individual, the Company and other factors as approved by the Board based on the recommendations of Nomination & Remuneration Committee and the remuneration policy of the Company.

- C. Payment of Gratuity as per applicable laws.
- D. Provision of a company-owned car for official purposes and the expenses related to the maintenance, fuel, insurance and driver (if any) for the said car shall be borne by the Company for official use only and use of car for private purposes shall be charged to Mr. Mahesh Babu Subramanian.”
- E. No sitting fees shall be paid for attending the meetings of Board of Directors or Committees thereof.

No stock options have been given to Mr. Mahesh Babu Subramanian. He is not holding any equity shares in the company.

Present appointment of Mr. Mahesh Babu Subramanian (DIN: 08736697) as the Managing Director of the Company is for a period of 3 (Three) years w.e.f. from 27th September, 2025.

All other terms and conditions of employment shall remain in accordance with the Company's prevailing employment policy, encompassing provisions related to notice period and relieving procedures upon resignation.

The above terms and conditions of appointment including remuneration of Mr. Mahesh Babu Subramanian shall be deemed to meet up with the requirement of a written memorandum pursuant to Section 190 of the Companies Act 2013.

Mr. Mahesh Babu Subramanian has confirmed that he is not disqualified from being appointed as a Managing Director in terms of the Schedule V and other applicable provisions of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority. The details of Mr. Mahesh Babu Subramanian as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions are provided at the end of the explanatory statement to this Notice.

The Board commends the above resolution set out in the Item no. 2 of the accompanying notice for approval of the Members, as a Special Resolution.

MEMORANDUM OF INTEREST

Other than Mr. Mahesh Babu Subramanian, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise in this item of business.

ITEM NO 3:

Re-Appointment of Mrs. Chintalapudi Laksmi Kumari (DIN: 09023799) as an Independent Director of the Company.

Members are requested to note that Mrs. Chintalapudi Laksmi Kumari (DIN: 09023799) appointed initially as an Additional Director with effect from 09th January, 2021 was also appointed as an Independent Director

of the Company from the same date, for a period of 5 years, subject to the approval of the members in the ensuing General Meeting. The members gave their assent for her appointment as Independent Director in the 21st Annual General Meeting of the Company held on September 27, 2021 for a period of five years from 09th January, 2021 up to 08th January, 2026 (both days inclusive).

Justification for Reappointment of Mrs. Chintalapudi Lakshmi Kumari;

Mrs. Chintalapudi Lakshmi Kumari holds a Bachelors of Law degree. She has more than 38 years of experience as a practicing Advocate before various courts and tribunals in Civil, Criminal, Constitutional and Arbitration matters etc.

Based on an evaluation of the balance of skills, knowledge and experience on the Board and further, on the report of performance evaluation, the external business environment, business knowledge, skills, experience and the contribution made by Mrs. Chintalapudi Lakshmi Kumari during her tenure and considering that the continued association of Mrs. Chintalapudi Lakshmi Kumari as Independent Director of the Company would be beneficial to the Company and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors in their meeting held on 24th September, 2025 have re-appointed Mrs. Chintalapudi Lakshmi Kumari as an Independent Director of the Company, not liable to retire by rotation, for a second consecutive term commencing from 09th January, 2026 up to 08th January, 2031 subject to approval of the Members by way of Special Resolution in compliance of the provisions of Section 149(10) of the Companies Act, 2013 and applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has received a declaration from her to the effect that she meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations. She has also confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mrs. Chintalapudi Lakshmi Kumari has also confirmed that she is not disqualified from being appointed as a Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given her consent to act as a Director of the Company. There is no inter-se relationship between her and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Mrs. Chintalapudi Lakshmi Kumari is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

Copy of the draft letter of appointment of Mrs. Chintalapudi Lakshmi Kumari setting out the terms and conditions of appointment along with aforementioned documents shall be made available for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at info@olectra.com. The details of Mrs. Chintalapudi Lakshmi Kumari as required under the provisions of Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and other applicable provisions are provided at the end of the explanatory statement to this Notice.

Accordingly, the Board commends the Special Resolution as set out at Item No.3 for approval by Shareholders. Except Mrs. Chintalapudi Lakshmi Kumari, none of the other Directors, Key Managerial Personnel or their relatives, is concerned or interested, financially or otherwise, in the said resolution.

The Board commends the above resolution set out in the Item No. 3 of the accompanying notice for approval of the Members, as a Special Resolution.

Additional information on Director recommended for appointment/re-appointment as required under Secretarial Standard on General Meeting and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Mahesh Babu Subramanian (DIN: 08736697)	
Date of first Appointment on the Board	27 th September, 2025 (Appointed as Additional Director & Managing Director)	
Date of Birth	12 th October, 1971	
Expertise in specific functional areas	Mr. Mahesh Babu Subramanian having more than 30 years of extensive experience in the mobility sector.	
Educational Qualifications	Postgraduate degree in Engineering from BITS, Pilani.	
Directorships in other Companies	1. Mahishtha Tech Private Limited 2. Evey Trans Private Limited	
Membership/Chairmanships of Committees of other Boards (other than the Company)	Name of the Company	Committee & Position
	NIL	NIL
	Details of Committee positions in listed entities from which Resignation took place in last three years - NIL	
Details of remuneration sought to be paid and the remuneration last drawn by such person	Refer Item No. 2 set out in the Notice and Explanatory statement thereto.	
Shareholding in the Company	NIL	
Relationship with Directors, Manager and KMP inter-se	Nil.	
Number of Board Meetings attended during F.Y. 2025-26	3/3	

Additional information on Director recommended for appointment/re-appointment as required under Secretarial Standard on General Meeting and Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

Name of Director	Mr. Chintalapudi Laksmi Kumari (DIN:09023799)	
Date of first Appointment on the Board	09 th February, 2021 (Appointed as Non - Executive and Independent Director)	
Date of Birth	12 th March, 1962	
Expertise in specific functional areas	Mr. Chintalapudi Laksmi Kumari having more than 38 years of experience as practicing Advocate before various courts and tribunals in Civil, Criminal, Constitutional and Arbitration matters etc.	
Educational Qualifications	Bachelor of Law	
Directorships in other Companies	NIL	
Membership/Chairmanships of Committees of other Boards (other than the Company)	Name of the Company	Committee & Position
	NIL	NIL
	Details of Committee positions in listed entities from which Resignation took place in last three years - NIL	
Details of remuneration sought to be paid and the remuneration last drawn by such person	Entitled to sitting fees as may be decided by the Board from time to time.	
Shareholding in the Company	NIL	
Relationship with Directors, Manager and KMP inter-se	Nil.	
Number of Board Meetings attended during F.Y. 2025-26	7/8	