



# Olectra Greentech Limited

05<sup>th</sup> September, 2022

To BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 <b>Scrip Code: 532439</b>	To National Stock Exchange of India Ltd Exchange Plaza, 5 <sup>th</sup> Floor, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (E) Mumbai-400 051 <b>Symbol: OLECTRA</b>
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Dear Sir/Madam,

**SUB: Notice of 22<sup>nd</sup> Annual General Meeting (AGM) and Annual Report 2021-2022**

Pursuant to the Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclosed herewith the following documents relating to the 22<sup>nd</sup> Annual General Meeting of the Company scheduled to be held on Wednesday, 28<sup>th</sup> September, 2022 at 12.30 P.M through Video Conferencing/other Audio-Visual Means (e-AGM):

1. Notice of the 22<sup>nd</sup> Annual General Meeting and
2. Annual Report 2021-2022

The aforesaid documents are also available on the website of the Company i.e. <https://olectra.com/wp-content/uploads/Olectra-AR-2021-22.pdf>

You are requested to take the same on your record.

Thanking You.

Yours Sincerely,

**For Olectra Greentech Limited**

**P Hanuman Prasad**  
**Company Secretary & Compliance Officer**



# Olectra Greentech Limited

22<sup>nd</sup> Annual Report 2021-22





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**BOARD OF DIRECTORS:**

Mr. K.V. Pradeep®	- Chairman & Managing Director
Mr. M. Gopalakrishna	- Independent Director
Mr. B. Appa Rao	- Independent Director
Justice Mrs. Gyan Sudha Misra (Retd)	- Independent Director
Mrs. Chintalapudi Lakshmi Kumari	- Independent Director
Mr. Chilappagari Laxmi Rajam	- Non-Executive & Non-Independent Director
Mr. Peketi Rajesh Reddy	- Non-Executive & Non-Independent Director

**Board Committees****Audit Committee:**

Mr. B. Appa Rao  
Mr. M. Gopalakrishna  
Mr. K.V. Pradeep  
\*Mrs. Ch. Lakshmi Kumari

**Nomination and Remuneration Committee:**

Mr. B. Appa Rao  
Mr. M. Gopalakrishna  
Justice Mrs. Gyan Sudha Misra (Retd.)  
&Mrs. Ch. Lakshmi Kumari

**Corporate Social Responsibility Committee:**

Mr. M. Gopalakrishna  
Mr. B. Appa Rao  
Mr. K. V. Pradeep

**Stakeholders' Relationship Committee:**

Mr. B. Appa Rao  
Mr. M. Gopalakrishna  
Mr. K.V. Pradeep

**#Risk Management Committee**

Mr. M. Gopalakrishna  
Mr. K.V. Pradeep  
Mr. Shunmugavel H.

**Key Managerial Personnel:**

Mr. K.V. Pradeep - Chairman & Managing Director  
Mr. B. Sharat Chandra - Chief Financial Officer  
Mr. P. Hanuman Prasad - Company Secretary & Compliance Officer

**Statutory Auditors:**

M/s. Sarath & Associates,  
Chartered Accountants  
4th Floor, Mass Heights, 8-2-577/B,  
Road No. 8, Banjara Hills, Hyderabad-500 034.

**Principal Bankers:**

State Bank of India  
Yes Bank

**Registrars & Share Transfer Agents:**

M/s. Aarthi Consultants Private Limited,  
1-2-285, Domalguda, Hyderabad – 500 029  
Phone: 040-27638111/4445  
E-mail: info@aarthiconsultants.com

**Stock Exchanges where Company's Securities are listed:**

BSE Limited  
National Stock Exchange of India Limited

**Registered Office:**

S-22, 3<sup>rd</sup> Floor, Technocrat Industrial Estate,  
Balanagar, Hyderabad-500 037, Telangana,  
India. Tel. 91-40-46989999;  
www.olectra.com, E-Mail: info@olectra.com  
CIN: L34100TG2000PLC035451

**Factory:**

1. Plot No. 1&9, Phase II, IDA, Cherlapally, Hyderabad – 500 051.
2. Plot No. L-19, L-23, Green Industrial Park, Polepally Village, Jedcharla, Mahbubnagar - 509 302.

®Appointed as Managing Director of the Company w.e.f. 29<sup>th</sup> July, 2021 and appointed as a Chairman w.e.f. 28<sup>th</sup> October, 2021.

\* Became a Member w.e.f. 29<sup>th</sup> January, 2022.

&Became a Member w.e.f. 29<sup>th</sup> July, 2022.

#Committee Reconstituted w.e.f. 16<sup>th</sup> June, 2021.

## NOTICE OF THE 22<sup>ND</sup> ANNUAL GENERAL MEETING

NOTICE is hereby given that the 22<sup>nd</sup> Annual General Meeting (AGM) of the Members of Olectra Greentech Limited will be held on Wednesday, 28<sup>th</sup> day of September, 2022 at 12.30 P.M. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses. The venue of the meeting shall be deemed to be the registered office of the Company at S-22, 3<sup>rd</sup> Floor, Technocrat Industrial Estate, Balanagar, Hyderabad-500037.

### Ordinary Business:

#### 1. Adoption of Annual Financial Statements:

To consider and adopt the Annual Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31<sup>st</sup> March, 2022 and Reports of the Board of Directors and Auditors thereon.

#### 2. Declaration of Dividend:

To declare final dividend at the rate of 10% (i.e. Rs. 0.40/- only) per equity share of Rs. 4/- (Rupees Four only) each fully paid-up of the Company for the Financial Year ended 31<sup>st</sup> March, 2022.

#### 3. Appointment of Mr. Peketi Rajesh Reddy (DIN: 02758291), liable to retire by rotation:

To appoint a Director in place of Mr. Peketi Rajesh Reddy (DIN: 02758291), who retires by rotation in terms of Section 152 (6) of the Companies Act, 2013 and being eligible offers himself for re-appointment.

#### 4. To appoint Statutory Auditors and to fix their remuneration:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 139,141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as may be applicable, read with Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendations of the Audit Committee, M/s. SARATH & ASSOCIATES (Firm Registration No. 005120S), be and are here by re-appointed as Statutory Auditors of the Company, to hold office for a period of five(5) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 27<sup>th</sup> AGM at such remuneration as may be mutually agreed by Board of Directors and Auditors payable in one or more instalments plus goods and services tax as applicable, and reimbursement of out-of-pocket expenses incurred."

**"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."

### Special Business:

#### 5. Ratification of remuneration payable to M/s. EVS & Associates, Cost Auditors:

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

**"RESOLVED THAT** pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the Company hereby ratifies the remuneration of

Rs. 2,00,000 (Rupees Two Lakhs only) plus taxes and reimbursement of out of pocket expenses if any, on actual basis, payable to M/s. EVS & Associates (Firm Registration No.100175), Cost Accountants for conduct of cost audit relating to cost records of the Company under the Companies (Cost Records and Audit) Rules, 2014 for the financial year ended 31<sup>st</sup> March, 2023.”

**“RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary 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.”

**6. Revision in managerial remuneration payable to Mr. K.V. Pradeep (DIN: 02331853) as 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 196, 197, 198 and 203 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment(s) thereof and the Articles of Association of the Company and as recommended by Nomination & Remuneration Committee and subject to such other consents and permissions as may be necessary in this regard, consent of the members be and is hereby accorded to increase the remuneration (including Perquisites/Allowances) payable to Mr. K. V. Pradeep (DIN: 02331853), Managing

Director of the Company to Rs. 29,16,667 (Twenty Nine Lakhs Sixteen Thousand Six Hundred and Sixty Seven Rupees only) Per Month w.e.f. 01<sup>st</sup> April, 2022 during the remaining tenure of his office on the following terms and conditions:

**1. Salary**

Salary of Rs. 15,71,544/- Per Month (Rupees Fifteen Lakhs Seventy-One Thousand Five Hundred and Forty-Four only) Per Month.

**2. Perquisites**

The following perquisites will be provided in addition to salary:

**Category A**

1. Housing: House Rent Allowance at Rs. 6,28,617/- Per Month (Rupees Six Lakhs Twenty-Eight Thousand Six Hundred and Seventeen only).
2. Other allowances including for Leave Travel, Conveyance, Subscription to Professional journals and Medical costs not exceeding Rs. 7,16,506/- Per Month (Rupees Seven Lakhs Sixteen Thousand Five Hundred and Six only).

**Category B**

Company's contribution towards Provident Fund and payment of Gratuity as per applicable laws.

**Category C**

Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be chargeable to Mr. K.V. Pradeep.

**“RESOLVED FURTHER THAT** the aggregate sum of remuneration and perquisites in any financial year during the tenure of office of Mr. K.V. Pradeep, shall

not exceed the limits prescribed from time to time under Section 197 and 198 of the Companies Act, 2013 read with Schedule V and all other applicable provisions , if any, of the Companies Act, 2013 and in any financial year during the tenure of office of Mr. K.V. Pradeep, If the Company has no profits or its profits are inadequate, he will be paid with remuneration subject to applicable provisions of Schedule V to the Companies Act, 2013 read with Rule 7 of the Companies (Appointment and Remuneration) Rules, 2014."

**"RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorized to alter or vary the terms and conditions of the said appointment so as not to exceed the limits specified in Section 197 read with Schedule V or other applicable provisions, if any, of the Companies Act, 2013 or any other amendments thereto, as may be agreed between the Board and Mr. K.V. Pradeep."

**"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 of the Company and/or Company Secretary of the Company be and are hereby severally authorized to do all necessary things including intimation to the Stock Exchanges and filing of necessary forms with Ministry of Corporate Affairs to give effect to this resolution."

## 7. Approval for Related Party Transactions:

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

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any of the Companies Act, 2013 ("Act"), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended from time to time and Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Company's policy for Consideration and Approval of Related Party Transactions, and subject to such approvals, consents, sanctions and permissions as may be necessary from time to time, and on the basis of approval and recommendation of the Audit Committee and the Board of Directors of the Company, approval of the members be and is hereby accorded to the Board of Directors of the Company (the "Board" which expression shall also include a committee thereof) to enter/continue to enter into Contracts/Agreements/Arrangements/Material Related Party Transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) with the entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, with respect to the proposed related party transactions on such material terms and conditions as detailed in the explanatory statement to this resolution and as may be mutually agreed between the related parties and the Company during the period from conclusion of this Annual General Meeting (AGM) to next AGM."



**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or officer(s) of the Company and to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of the above and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this Resolution.”

**“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.”

**8. Approval for giving Loan or Guarantee or Providing Security in connection with loan availed by any of the Company’s Subsidiary(ies)/ Associates/ Joint Ventures or any other person specified under Section 185 of the Companies Act, 2013:**

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 185 read with Section

186 of the Companies Act, 2013 and Rules framed there under as may be applicable (including any statutory modification(s) or reenactment thereof for the time being in force) subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (herein after referred to as “Board” which term shall be deemed to include any committee thereof) for giving loan (s) including any loan represented by a book debt (the “Loan”) and / or giving of guarantee(s), and / or providing of security(ies) in connection with any Loan taken / to be taken from financial institutions / banks / insurance companies / other investing agencies or any other person(s) / bodies corporate by any entity which is a subsidiary or associate or joint venture of the company or by any entity covered under the category of ‘a person in whom any of the director of the company is interested’ as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013 (collectively referred to as “Entities” of an aggregate outstanding amount not exceeding Rs. 500 Crores (Rupees Five Hundred Crores only) in any financial year in its absolute discretion deem beneficial and in the best interest of the Company.

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalize and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deed and things in order to comply with all the legal and procedural formalities and to do all such

acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

**“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.”

**9. Issue of equity shares, and/or securities convertible into equity shares by way of one or more private offerings including Qualified Institutions Placement (“QIP”) and/or any other permitted modes and / or any combination thereof:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62(1)(c) and 179 and other applicable provisions, if any, of the Companies Act, 2013 (the **“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment thereof), the Foreign Exchange Management Act, 1999 and the rules and regulations framed thereunder, as amended (the **“FEMA”**), including the Foreign Exchange Management (Non-debt Instruments) Regulations, 2019, as amended, the current Consolidated FDI Policy (effective from October 15, 2020), as amended, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India and in accordance with any other applicable laws, rules, regulations, guidelines, notifications, circulars and clarifications issued thereon from time to time by Government of India (the **“GoI”**), the Reserve Bank of India (the **“RBI”**),

and the Securities and Exchange Board of India (the **“SEBI”**), the stock exchanges on which the Company’s equity shares are listed (the **“Stock Exchanges”**), Ministry of Corporate Affairs (**“MCA”**) and/or any other competent authorities, whether in India or abroad and including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the **“SEBI ICDR Regulations”**), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the **“SEBI LODR Regulations”**), the enabling provisions of the Memorandum of Association and Articles of Association of the Company, the uniform listing agreements entered into by the Company with the Stock Exchanges (the **“Listing Agreements”**) and subject to necessary approvals, permissions, consents and sanctions as may be necessary from SEBI, Stock Exchanges, MCA, RBI, GoI or any concerned statutory, regulatory, governmental or any other authority, as may be required (hereinafter singly or collectively referred to as **“Appropriate Authorities”**) in this regard and further subject to such terms and conditions or modifications as may be prescribed or imposed by any of them while granting any such approvals, permissions, consents and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall include any committee thereof which the Board may have duly constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution), the consent, authority and approval of the members of the Company be and is hereby accorded to the Board to raise further capital and to create, offer, issue and allot such number of equity shares of the Company of face value of Rs. 4 each (**“Equity Shares”**) and / or securities convertible into equity shares including warrants (hereinafter referred to as **“Securities”**) in one or more tranches,

whether Rupee denominated or denominated in foreign currency, in the course of international and/or domestic offering(s), by way of one or more private offerings including Qualified Institutions Placement (“QIP” to Qualified Institutional Buyers as defined in the SEBI ICDR Regulations) in terms of Chapter VI of the ICDR Regulations and/or any other permitted modes and /or any combination thereof, through an offer document and/or a private placement offer letter and/or placement document and/or such other documents/ writings/ circulars/ memoranda in such a manner to all eligible investors, including, residents or non-resident investors/ whether institutions, foreign portfolio investors and/ or incorporated bodies and/or trusts or otherwise/ qualified institutional buyers/ mutual funds/ pension funds/ venture capital funds/ banks/ alternate investment funds/ Indian and/or multilateral financial institutions, insurance companies/ trusts and any other category of persons or entities who are authorised to invest in the Equity Shares and/ or Securities of the Company as per extant regulations/ guidelines or any combination of the above as may be deemed appropriate by the Board in its absolute discretion and, whether or not such investors are members of the Company (the “Investors”) as may be decided by the Board in its discretion and permitted under applicable laws and regulations, for an aggregate amount not exceeding Rs. 800 Crores (Rupees Eight Hundred Crores only) or equivalent thereof, inclusive of such premium as may be fixed on such Equity Shares and /or Securities by offering at such time or times, at such price or prices, at a discount or premium to market price or prices, as permitted under applicable laws and in such manner and on such terms and conditions and any other matters incidental thereto as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the offer, issue and allotment of Equity Shares and/ or Securities shall be

made to the exclusion of other categories of Investors at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with merchant banker(s), lead manager(s) and/ or underwriter(s) and / or legal counsel (s) and/or other advisor(s) appointed and / or to be appointed by the Board, the Board at its absolute discretion may deem fit and appropriate (the “Issue”).”

**“RESOLVED FURTHER THAT** in case of issue and allotment of Equity Shares and/ or Securities by way of QIP in terms of Chapter VI of the SEBI ICDR Regulations:

- i. The allotment of Equity Shares and/ or Securities shall only be made to Qualified Institutional Buyers (“QIBs”) as defined in the SEBI ICDR Regulations;
- ii. The Equity Shares and/ or Securities to be so created, offered, issued, and allotted, shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company;
- iii. The allotment of the Equity Shares and/ or any combination of the Securities as may be decided by the Board and subject to applicable laws, shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the SEBI ICDR Regulations;
- iv. The Equity Shares issued and allotted under the Issue or allotted upon conversion of such Securities issued in QIP shall rank pari-passu in all respects including with respect to entitlement to dividend, voting rights or otherwise with the existing Equity Shares of the Company in all respects;
- v. The number and/or price of the Equity Shares or the underlying Equity Shares issued on conversion of Securities convertible into Equity Shares shall be appropriately adjusted for corporate

- actions such as bonus issue, rights issue, stock split, merger, demerger, transfer of undertaking, sale of division, reclassification of equity shares into other securities, issue of shares by way of capitalisation of profit or reserves, or any such capital or corporate restructuring;
- vi. Equity Shares and/or Securities (excluding warrants) under the QIP shall be issued and allotted as fully paid up securities;
  - vii. In the event Equity Shares are issued, the **“relevant date”** for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorized by the Board decides to open the proposed QIP Issue of such Equity Shares, subsequent to the receipt of members’ approval in terms of provisions of the Act and other applicable laws, rules, regulations and guidelines in relation to the proposed issue of the Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VI of the SEBI ICDR Regulations;
  - viii. In the event that eligible convertible securities are issued, the relevant date for the purpose of pricing of the such securities to be issued, shall be, either the date of the meeting which the Board or a committee of directors authorized by the Board decides to open the proposed Issue of such securities or the date on which the holders of such securities become entitled to apply for Equity Shares, as decided by the Board;
  - ix. The tenure of the convertible or exchangeable securities issued through the QIP shall not exceed sixty months from the date of allotment;
  - x. Issue of Equity Shares and/or Securities made by way of a QIP shall be at such price which is not less than the price determined in accordance with Regulation 176 under Chapter VI of the SEBI ICDR Regulations (**“QIP Floor Price”**) and applicable law. The Board may, however, at its absolute discretion in consultation with the merchant bankers, book running lead managers, issue Equity Shares and/ or Securities at a discount of not more than five percent or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
  - xi. No single allottee shall be allotted more than fifty per cent of the issue size and the minimum number of allottees shall be as per the SEBI (ICDR) Regulations;
  - xii. No allotment shall be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
  - xiii. The Equity Shares and/or Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognised stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations; and
  - xiv. Any subsequent QIP shall not be undertaken until the expiry of two weeks (or such other period as may be prescribed) from the date of the prior QIP made pursuant to this special resolution.”
- “RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to issue and allot such number of Equity Shares and/ or Securities as may be necessary in accordance with the terms of the offering and to seek listing of any or all of such Equity Shares and/ or

Securities with Stock Exchanges where the Equity Shares of the Company are listed.”

**“RESOLVED FURTHER THAT** the issue to the holders of the Securities, which are convertible into or exchangeable with Equity Shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, if and as required, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and
- (c) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to appoint merchant banker (s), lead manager(s), underwriters, depositories, custodians, registrars, bankers, escrow agent, lawyers, advisors and all such agencies as are or may be required to be appointed for, involved in or concerned with the Issue and to remunerate them by way of commission, brokerage, fees or the like and also to reimburse them out of pocket expenses incurred by them and also to enter into and

execute all such arrangements, agreements, memoranda, documents, etc., with such agencies.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized on behalf of the Company to take all actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient for the Issue and to resolve and settle all questions, difficulties or doubts that may arise in regard to such Issue, including the finalization and approval of the draft offer document(s) and final offer document(s) and/or private placement offer letter and/or placement document and / or any modification or alteration of any of the terms and conditions thereof, determining the form and manner of the Issue, finalization of the timing of the Issue, identification of the investors to whom the Equity Shares or Securities are to be allotted, determining the issue price, face value, if any, execution of various transaction documents including any amendments or supplements there to, signing of declarations, utilization of the issue proceeds, without being required to seek any further consent or approval of the members with the intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorized to negotiate, modify, sign, execute, register, deliver including sign any declarations required in connection with the private placement offer letter, information memorandum preliminary placement document or placement document for issue of the Securities, term sheet, issue agreement, registrar agreement, escrow agreement, underwriting agreement, placement agreement, consortium agreement, trustee agreement, trust deed, subscription agreement, purchase agreement,

agreements with the depositories, security documents, and other necessary agreements, memorandum of understanding, deeds, general undertaking / indemnity, certificates, consents, communications, affidavits, applications (including those to be filed with the regulatory authorities, if any) (the **“Transaction Documents”**) (whether before or after execution of the Transaction Documents) together with all other documents, agreements, instruments, letters and writings required in connection with, or ancillary to, the Transaction Documents (the **“Ancillary Documents”**) as may be necessary or required for the aforesaid purpose including to sign and/or dispatch all forms, filings, documents and notices to be signed, submitted and/or dispatched by it under or in connection with the documents to which it is a party as well as to accept and execute any amendments to the Transaction Documents and the Ancillary Documents and further to do all such other acts, deeds mentioned herein as they may deem necessary in connection with the issue of the Securities in one or more tranches from time to time and matters connected therewith.

**“RESOLVED FURTHER THAT** the Board be and is hereby authorized to constitute or form a committee or delegate all or any of its powers to any Director(s) or Committee of Directors or any officer of the Company or other persons authorized by the Board to undertake the following acts in connection with the Issue:

- a. offer, issue and allot the Equity Shares and / or Securities, subject to such terms and conditions, as determined by the Board, in its absolute discretion;
- b. decide the date for the opening and closing of the Issue, the Issue price in accordance with the SEBI ICDR Regulations (including discount, if any), Issue schedule, number of Equity Shares and / or Securities to be allotted, the objects of the Issue and the monitoring of the same, and approval and execution of various transaction documents;
- c. Finalization of the allotment of the Equity Shares and / or Securities on the basis of the subscriptions received and approving the allotment of the Equity Shares and / or Securities;
- d. Finalization of an arrangement for the submission of the preliminary and final placement document and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions, or bodies, as may be required;
- e. entering into any arrangement for managing and marketing the Issue and to appoint, in its absolute discretion, book running lead managers, legal advisor(s), escrow bank(s)/agent(s) and other agents as may be required in order to facilitate or consummate the Issue and sign all documents in relation to the Issue thereof and to pay any fees, commissions, remunerations, and expenses in connection with the Issue;
- f. provide such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
- g. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds, and things as the authorised person in its absolute discretion may deem necessary or desirable in connection with the Issue;
- h. seeking, if required, the consent of the Company’s lenders, customers, vendors, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India,

and any other consents and approvals that may be required in connection with the Issue;

- i. seeking the listing of the Equity Shares and / or Securities on the Stock Exchanges, submitting the in-principle, listing application to the Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing;
- j. to open one or more bank accounts in the name of the Company as may be required in connection with the aforesaid Issue, including with any escrow bank;
- k. to settle all questions, difficulties or doubts that may arise in regard to such issue(s) or allotments and utilization of the Issue proceeds as it may, in its absolute discretion deem fit, without being required to seek any further consent or approval of the Board or the members or otherwise, to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution, and accordingly any such action, decision or direction of the Board shall be binding on all the members of the Company;
- l. to file form FC-GPR, FC-TRS or any other form required under applicable law with the authorized dealer, RBI or any other regulatory authority with respect to the Issue;
- m. to accept and appropriate of the proceeds of the Issue;
- n. to determine and vary the utilization of the proceeds of the Issue in accordance with applicable law, subject to placement of any statement of variation before the audit committee of the Company in accordance with the

Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

- o. to affix the common seal of the Company on any agreement(s)/ document(s) as may be required to be executed in connection with the above, in accordance with the provisions of applicable law and Articles of Association of the Company; and
- p. to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, consider necessary, proper, expedient, desirable or appropriate for making the said issue as aforesaid and to settle any question, query, doubt or difficulty that may arise in this regard including the power to allot under subscribed portion, if any, in such manner and to such persons(s) as the Board, may deem fit and proper in its absolute discretion to be most beneficial to the Company.

**“RESOLVED FURTHER THAT** Any Director and/or Company Secretary, authorised persons of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the stock exchanges and making other statutory and/or regulatory filings, if any on behalf of the Company.

By Order of the Board  
**For Olectra Greentech Limited**

Sd/-  
**P. Hanuman Prasad**  
Company Secretary

Place: Hyderabad

Date: 01<sup>st</sup> September, 2022

**NOTES:**

1. In view of the outbreak of COVID-19, social distancing is a norm to be followed, the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) have allowed conducting Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) and dispensed the requirement of personal presence of the members at the meeting.

Accordingly, pursuant to the General Circular numbers 3/2022 dated 05<sup>th</sup> May, 2022, 20/2021 dated 8<sup>th</sup> December, 2021, 10/2021 dated 23<sup>rd</sup> June, 2021, 39/2020 dated 31<sup>st</sup> December, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, and 14/2020 dated 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") read with SEBI circular number. SEBI/HO/CFD/ CMD2/ CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/ CFD/CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/ HO/ CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India ("SEBI Circulars") ("MCA Circulars" and "SEBI Circulars" collectively referred to as "Circulars") from time to time the procedure and manner for conducting the AGM through VC / OAVM is prescribed. In terms of the aforesaid Circulars, the AGM of the Members will be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Registered office of the Company situated at S-22, 3<sup>rd</sup> floor, Technocrat Industrial Estate, Balanagar, Hyderabad – 500037 shall be deemed as the venue for the Meeting and the proceedings of the AGM shall be deemed to be made there at.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy

need not be a Member of the Company. Since this AGM is being proposed to be held pursuant to the said Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Attendance Slip and Proxy Form are not attached to this Notice.

3. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, in respect of items of special business is annexed hereto.
4. In case you are holding the Company's shares in dematerialized form, please contact your depository participant and give suitable instructions to update your bank details in your demat account and to notify any changes with respect to their addresses, email id, ECS mandate etc.

In case you are holding Company's shares in physical form, please inform Company's RTA viz M/s. Aarathi consultants Private Limited, 1-2-285, Domalguda, Hyderabad, Telangana-500029, by enclosing a photocopy of blank cancelled cheque of your bank account.

5. As per Regulation 40 of the SEBI (LODR) Regulations, 2015 (" Listing Regulations"), as amended, securities of listed companies can be transferred only in dematerialized form with effect from 01<sup>st</sup> April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. M/s. Aarathi Consultants Private Limited, 1-2- 285, Domalguda, Hyderabad, Telangana-500029 are the Registrar & Share Transfer Agents (RTA) of the Company. All communications in respect of share transfers, dematerialization and change in the address of the members may be communicated to the RTA.



6. Members holding shares in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant share certificates to the RTA/Company.
7. Corporate Members intending to authorise their representatives to attend the meeting are requested to send to the company a certified copy of the Board resolution authorising their representative to attend and vote on their behalf at the meeting.
8. Members seeking any information or clarification on the accounts are requested to send their queries to the Company, in writing, at least 10 days before the date of the meeting. Replies will be provided in respect of such written queries at the meeting.
9. Pursuant to the directions/notifications of Securities and Exchange Board of India (SEBI) and Depositories, the demat account holders can operate their accounts if they had already provided Income Tax Permanent Account Number either at the time of opening of the account or at any time subsequently. In case they have not furnished the Income Tax Permanent Account Number to the Depository Participants, such demat account holders are requested to contact their DPs with a photocopy of the PAN Card with original PAN Card for verification, so that the frozen demat accounts would be available for operation and further consequences of non-compliance with the aforesaid directives would be obviated. SEBI, vide Circular ref.no. MRD/Dop/Cir-05/2009 dated 20<sup>th</sup> May, 2009 made it mandatory to have PAN particulars for registration of physical share transfer requests. Based on the directive contained in the said circulars, all share transfer requests are therefore to be accompanied with PAN details. Members holding shares in physical form can submit their PAN details to the Company / RTA.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive) for the purpose of AGM.
11. Members whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date i.e, 21<sup>st</sup> September, 2022 shall only be entitled to attend and vote at the AGM. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.
12. Members may also note that the Notice of the 22<sup>nd</sup> Annual General Meeting is available on the Company's website: [www.olectra.com](http://www.olectra.com). All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at [cs@olectra.com](mailto:cs@olectra.com).

In compliance with the aforesaid MCA Circulars and SEBI Circulars Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice will also be available on the Company's website at [www.olectra.com](http://www.olectra.com), on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com).
13. Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.
14. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
15. The Board of Directors has appointed M/s. Prathap Satla & Associates, Practicing Company Secretaries, CP No. 11879 to act as Scrutinizer to scrutinize the voting during

the AGM and remote e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), within Two working days from the conclusion of the AGM. The result declared along with the Scrutinizer's report shall be communicated to the Stock Exchanges, CDSL and RTA and will also be displayed on the Company's website [www.olectra.com](http://www.olectra.com).

16. Members are requested to note that dividends that are not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, had been transferred to the Investor Education and Protection Fund (IEPF). Shares on which dividend remains unclaimed for seven consecutive years had also been transferred to the IEPF as per Section 124 of the Act, read with applicable IEPF rules.
  17. Additional information pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to Secretarial Standards on general meetings, information in respect of the Directors seeking appointment/reappointment at the Annual General Meeting is furnished in the annexure and forms part of the notice. The Directors have furnished the requisite consent / declaration for their appointment / re-appointment.
  18. Retirement of Directors by rotation; Mr. Peketi Rajesh Reddy (DIN: 02758291) Non-Executive Director of the Company, retires by rotation at the ensuing AGM and being eligible offers himself for reappointment. The Board of Directors recommend the reappointment of Mr. Peketi Rajesh Reddy (DIN: 02758291) Non-Executive Director, whose office is liable to retire by rotation.
  19. To support 'Green Initiative', members who have not registered their email addresses
1. In view of the outbreak of COVID-19, social distancing is a norm to be followed, the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) have allowed conducting Annual General Meeting (AGM) through video conferencing (VC) or other audio-visual means (OAVM) and dispensed the requirement of personal presence of the members at the meeting. Accordingly, pursuant to the General Circular numbers 3/2022 dated 05<sup>th</sup> May, 2022, 20/2021 dated 8<sup>th</sup> December, 2021, 10/2021 dated 23<sup>rd</sup> June, 2021, 39/2020 dated 31<sup>st</sup> December, 2020, 33/2020 dated 28<sup>th</sup> September, 2020, 22/2020 dated 15<sup>th</sup> June, 2020, 17/2020 dated 13<sup>th</sup> April, 2020, and 14/2020 dated 8<sup>th</sup> April, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") read with SEBI circular number. SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May, 2022, SEBI/HO/CFD/ CMD2/ CIR/P/2021/11 dated 15<sup>th</sup> January, 2021 and SEBI/ HO/CFD/ CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May, 2020 issued by the Securities and Exchange Board of India issued ("SEBI Circulars") ("MCA Circulars" and "SEBI Circulars" collectively referred to as "Circulars") from time to time the procedure and manner for conducting the AGM through VC / OAVM is prescribed. In terms of the said Circulars, the AGM of the Members will be held through video conferencing (VC) or other audiovisual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
  2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule

are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants in respect of shares held in physical/electronic mode respectively.

## E-VOTING

### CDSL e-voting System – For e-voting and Joining Virtual meetings

20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and as per MCA Circulars and SEBI Circulars the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

3. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such

as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.

6. In line with the MCA Circulars read with SEBI Circulars the Notice calling the AGM has been uploaded on the website of the Company at [www.olectra.com](http://www.olectra.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 including MCA Circulars read with SEBI Circulars.

#### **THE INTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period begins on 25<sup>th</sup> September, 2022 at 9.00 A.M. and ends on 27<sup>th</sup> September, 2022 at 5.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21<sup>st</sup> September, 2022 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 non-institutional 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.

- (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 and joining virtual meetings 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	<ol style="list-style-type: none"> <li>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 URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a>.</li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 or joining virtual meeting &amp; voting during the meeting.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 or joining virtual meeting &amp; voting during the meeting.</p>

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

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 and 22-23058542-43.
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
1. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  2. Click on “Shareholders” module.
  3. Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  4. Next enter the Image Verification as displayed and Click on Login.
  5. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://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:

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
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. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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) 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](http://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](mailto: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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
    - 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 shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [info@olectra.com](mailto:info@olectra.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([cs@olectra.com](mailto:cs@olectra.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at ([cs@olectra.com](mailto:cs@olectra.com) / [info@olectra.com](mailto:info@olectra.com)).

[olectra.com](http://olectra.com)). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

## **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](mailto:cs@olectra.com) / [info@arthiconsultants.com](mailto:info@arthiconsultants.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 attending AGM & e-Voting from the CDSL e-Voting System, you can write an email



to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 022- 23058738 and 022- 23058542/43.

4. 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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 022- 23058542/43.

### **Dividend Related Information**

The Register of Members and Share Transfer Books of the Company will remain closed from 22<sup>nd</sup> September, 2022 to 28<sup>th</sup> September, 2022 (both days inclusive) for the purpose of AGM.

1. The Board of Directors has recommended a Final Dividend of Rs. 0.40/- (10%) per equity share of face value of Rs. 4/- each for the Financial Year ended 31<sup>st</sup> March, 2022 subject to approval of the Members at the ensuing AGM. If the final dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend subject to deduction of tax at source will be made before 27<sup>th</sup> October, 2022 as under:

- (a) To all Beneficial Owners in respect of shares held in dematerialised form as per the data as may be made available by the National Securities Depository Limited ("NSDL") and the Central Depository Services (India) Limited ("CDSL"), collectively "Depositories", as of the close of business hours on 21<sup>st</sup> September, 2022.
- (b) To all Members in respect of shares held in physical form after giving effect to valid transfer, transmission or transposition requests lodged with the Company as of the close of business hours on 21<sup>st</sup> September, 2022.

2. Payment of dividend shall be made through electronic mode to the Shareholders who have updated their bank account details. Dividend Warrants / Demand Drafts will be dispatched to the registered address of the shareholders who have not updated their bank account details.
3. To avoid loss of Dividend Warrants/ Demand Drafts in transit and undue delay in receipt of dividend warrants, the Company provides the facility to the Members for remittance of dividend directly in electronic mode through National Automated Clearing House (NACH).
4. Procedure for registration of e-mail address and bank details by shareholders:

- a) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with our RTA by clicking the link in their web site: <http://www.aarthiconsultants.com/investors/login.php> and follow the registration process as guided therein and the members are requested to provide details like as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to Aarathi Consultants Private Limited, Registrar and Transfer Agent ("RTA") at [kycupdate@arthiconsultants.com](mailto:kycupdate@arthiconsultants.com).

- b) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

- (c) Registration of Bank Details for Demat shareholders:

Members holding shares in electronic forms are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are advised only to the respective Depository Participant of the Members.

- (d) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical form and who have not registered their bank details are requested to register with our RTA by clicking the link in their web site: <http://www.aarthiconsultants.com/investors/login.php> and follow the registration process as guided therein to update the Bank details and the members are requested to provide details such as Name, Folio Number, Certificate number, PAN, e-mail id along with the copy of the cheque leaf with the first named shareholder's name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format to the Company's RTA viz M/s. Aarathi consultants Private Limited, 1-2-285, Domalguda, Hyderabad, Telangana-500029. In case of any query, a member may send an e-mail to RTA at [info@arthiconsultants.com](mailto:info@arthiconsultants.com)/[kycupdate@arthiconsultants.com](mailto:kycupdate@arthiconsultants.com).

5. Communication in respect of deduction of tax at source on Final Dividend payout.

Members may note that as per the Income Tax Act, 1961, dividend income is taxable

in the hands of the Members and the Company is required to deduct tax at source ('TDS') from dividend paid to the Members at rates prescribed in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable, Members are requested to submit the documents in accordance with the provisions of the Income Tax Act, 1961 and Rules thereto.

- a) **For Resident Members:** Tax at source shall be deducted under Section 194 of the Income Tax Act, 1961 at 10% on the amount of dividend declared and paid by the Company during financial year 2022-23, subject to PAN details registered/updated by the Member. If PAN is not registered/updated in the demat account/folio as on the cut-off date, TDS would be deducted @20% as per Section 206AA of the Income Tax Act, 1961.

No tax at source is required to be deducted, if during the financial year, the aggregate dividend paid or likely to be paid to an individual member does not exceed Rs. 5,000/- (Rupees Five Thousand only).

Further, in cases where the shareholder provides Form 15G (applicable to any person other than a Company or a Firm)/Form 15H (applicable to an Individual above the age of 60 years), provided that the eligibility conditions are being met, no TDS shall be deducted. Notwithstanding the above, in case PAN of any Member falls under the category of 'Specified Person', the Company shall deduct TDS @20% as per Section 206AB of the Income Tax Act 1961.

- b) **For Non-Resident Members:** Tax at source shall be deducted under Section 195 of the Income-tax Act, 1961 at the applicable rates. As per the relevant provisions of the Income-tax Act, 1961, the withholding tax shall

be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to non-resident Members. As per Section 90 of the Income Tax Act, 1961, Members may be entitled to avail lower TDS rate as per Double Taxation Avoidance Agreement (DTAA). To avail the Tax Treaty benefits, the non-resident Member will have to provide the following:

- Self-attested copy of Tax Residency Certificate (TRC) obtained from the tax authorities of the country of which the Member is a resident.
  - Self-declaration in Form 10F if all the details required in this form are not mentioned in the TRC.
  - Self-attested copy of the Permanent Account Number (PAN Card) allotted by the Indian Income Tax authorities, if any.
  - Self-declaration, certifying the following points:
    - i. Member is and will continue to remain a tax resident of the country of its residence during the financial year 2022-23;
    - ii. Member is eligible to claim the beneficial DTAA rate for the purposes of tax withholding on dividend declared by the Company;
    - iii. Member has no reason to believe that its claim for the benefits of the DTAA is impaired in any manner;
    - iv. Member is the ultimate beneficial owner of its shareholding in the Company and dividend receivable from the Company; and
    - v. Member does not have a taxable presence or a permanent establishment in India during the financial year 2022-23.
6. Notwithstanding the above, in case PAN falls under the category of 'Specified Person', Member is mandatorily required to submit a declaration providing status of Permanent Establishment in India for financial year 2022-23. As per Section 206AB of the Income Tax Act 1961, if the said declaration is not furnished, the Company shall deduct tax at source at twice the applicable rate referred above.
  7. The Company shall not be obligated to apply the beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial DTAA Rate shall depend upon the completeness and satisfactory review by the Company of the documents submitted by the Non-Resident Member.
  8. In order to enable the Company to determine the appropriate TDS/withholding tax rate applicable, Members are requested to provide the aforesaid details and documents such as Form 15G/ 15H, documents under Section 196, 197A, FPI Registration Certificate, Tax Residency Certificate, Lower Tax certificate etc. can be uploaded on the link <http://www.aarthiconsultants.com/investors/login.php> on or before 21<sup>st</sup> September, 2022. No communication on the tax determination/ deduction shall be entertained post 21<sup>st</sup> September, 2022. Members may note that in case the tax on said dividend is deducted at a higher rate due to non-receipt of the aforementioned details/ documents, there would still be an option available to the Member to file the return of income and claim an appropriate refund, if eligible.

In case of any query, a member may send an e- mail to RTA at [info@arthiconsultants.com](mailto:info@arthiconsultants.com)/ [kycupdate@arthiconsultants.com](mailto:kycupdate@arthiconsultants.com) or to Company at [info@olectra.com](mailto:info@olectra.com)
  9. In accordance with the provisions of the Income Tax Act 1961, TDS certificates can be made available to the Members at

their registered e-mail ID after filing of the quarterly TDS Returns of the Company, post payment of the said dividend.

10. The Company had sent a separate e-mail communication on 22<sup>nd</sup> August, 2022, informing the Members regarding the relevant procedure to be adopted by the Members to avail the applicable tax rate as per the Income Tax Act, 1961.
11. Members are requested to note that dividends, if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). Further, the shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members/claimants are requested to claim their dividends from the Company within the stipulated timeline.
12. Please note that the upload of documents (duly completed and signed) on the website of Link <http://www.aarthiconsultants.com/investors/login.php> should be done on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS / Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. All communication received upto 21<sup>st</sup> September, 2022 at 05:00 P.M. on the tax determination/ deduction shall be considered for the dividend.
13. Shareholders may note that in case the tax on said Final dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. No claim shall lie against Company for any taxes deducted by the Company.
14. All communications/ queries in this respect should be addressed to our RTA, M/s. Aarthi consultants Private Limited to its email address [info@arthiconsultants.com](mailto:info@arthiconsultants.com).
15. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, the shareholder will be responsible to indemnify the Company and also, provide the Company with all information / documents and co-operation in any tax proceedings.
16. This Communication is not exhaustive and does not purport to be a complete analysis or listing of all potential tax consequences in the matter of dividend payment. Shareholders should consult their tax advisors for requisite action to be taken by them.

### **General Instructions**

- i. The voting rights of Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on 21<sup>st</sup> September, 2022.
- ii. The Scrutinizer, after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, not later than two working days from the conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company [www.olectra.com](http://www.olectra.com) and on the website of CDSL [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges
- iii. The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

## **Explanatory Statement**

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

### **ITEM NO 4 :**

The Members of the Company at the 21<sup>st</sup> Annual General Meeting ('AGM') held on 27<sup>th</sup> September, 2021 approved the appointment of M/s. Sarath & Associates, Chartered Accountants, Firm Registration No. 005120S, as the Statutory Auditors of the Company for a period of one year from the conclusion of the said AGM. Accordingly, the present term of M/s. Sarath & Associates expires on the conclusion of the ensuing 22<sup>nd</sup> AGM of the Company.

Pursuant to the provisions of Section 139 of the Companies Act, 2013, the Board of Directors of the Company ('the Board'), on the recommendations of the Audit Committee ('the Committee'), approved the re-appointment of M/s. Sarath & Associates, Chartered Accountants, for a period of five years, from the conclusion of this AGM till the conclusion of the 27<sup>th</sup> AGM subject to approval of the Shareholders at such remuneration as may be mutually agreed by Board of Directors and Auditors.

The Board and the Audit Committee considered various parameters like capability to serve a diverse and complex business landscape as that of the Company, audit experience in the Company's operating segments, market standing of the firm, clientele served, technical knowledge etc., and considering their performance during the last one year, found that, M/s. Sarath & Associates will be best suited to handle the scale, diversity and complexity associated with the audit of the financial statements of the Company.

M/s. Sarath & Associates have given their consent to act as the Statutory Auditors of the Company and have confirmed that the said appointment, if made, will be in accordance with the conditions prescribed under Sections 139 and 141 of the Act. M/s. Sarath & Associates also confirmed that, there are no proceedings pending against

them with respect to professional matters of conduct.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item no. 4 for approval by Shareholders.

None of the directors, Key Managerial Personnel or their relatives, is concerned or interested financially or otherwise in the said resolution.

### **ITEM NO 5 :**

Based on the recommendation of the Audit Committee, the Board of Directors had at its meeting held on 01<sup>st</sup> September, 2022, considered and approved the appointment of the Cost Auditors, M/s. EVS & Associates, Cost Accountants at a remuneration of Rs. 2,00,000/- per annum payable to them.

In accordance with Section 148 of The Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules 2014, the remuneration payable to the Cost Auditors needs to be ratified by the members.

Accordingly, the Board recommends the Ordinary Resolution as set out at Item no. 5 for approval by Shareholders.

None of the directors, Key Managerial Personnel or their relatives, is concerned or interested financially or otherwise in the said resolution.

### **ITEM NO 6:**

Based on recommendations of the Nomination & Remuneration Committee and approval of the Board of Directors in their meetings held on 29<sup>th</sup> July, 2021, the members of the Company at their 21<sup>st</sup> Annual General Meeting ('AGM') held on 27<sup>th</sup> September, 2021 approved the appointment of Mr. K.V. Pradeep as a Managing Director of the Company w.e.f. 29<sup>th</sup> July, 2021 for a period of 3 (Three) years with remuneration of Rs. 16,79,083 Per Month.

At the time of the appointment of Mr. K.V. Pradeep as the Managing Director of the Company, the Nomination and Remuneration

Committee has recommended the same salary without any increment to the past remuneration being drawn by him (in his individual capacity) with an intention to review his performance on which his remuneration may be reconsidered for revision in due course.

Considering the disruptive innovation and varied adaptations in the electric vehicle segment, these have led to its wide spread use in various segments like public transportation, passenger vehicles, light weight vehicles as well as heavy duty vehicles used in infrastructure development etc. This calls for aligning the world wide supply chain, finding new markets for a new product and ensuring sustainable business with a mix of organic and inorganic growth (which is the game changer). This predominantly has impacted how we approach the market and the way we deal with the prospective customers; the adoption of relevant strategies have resulted in involvement of employees and enhancing of their professional and interpersonal skills, which calls for planning, strategizing and implementation apart from managing day to day affairs of the Company by the Managing Director.

Pursuant to the provisions of Section 196, 197 and Schedule V of the Companies Act, 2013 read with Companies (Appointment and Remuneration) Rules, 2014, the following key parameters were also considered while approving the increase in remuneration payable to the Managing Director including under Section II or Section III of the Schedule V of the Companies Act, 2013;

- i) the financial position of the Company, trends of 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.
- vi) key achievements of the Company during the last Financial Year, including the following:
  - a. Significant top line and bottom line growth despite competition for electric buses segment.
  - b. New product development e.g. launch of Electric Tippers/Truck which is the first of its kind in our country and could be a game changer in infrastructure development at relatively less cost.
  - c. Significant future plans of expansion as the company has already acquired 150 acres of land for developing a state of the art 'New Greenfield Plant' for manufacturing of electric vehicles with a capacity to manufacture 10,000 units of buses/trucks per year.
  - d. Orders in hand has been increased significantly during his tenure.
  - e. Financial position of the Company has improved significantly and the EPS has jumped from Rs. 1.49/- to Rs. 4.35/-.

In view of the above, the significant responsibilities to be shouldered by the Managing Director as well as the order book which has invariably increased to a historic level during his tenure and in comparison, with the peer companies. Considering these aspects, key achievements of the Company during his tenure and based on the recommendations of the Nomination and Remuneration Committee, the Board considered and approved to increase the remuneration payable to Mr. K.V. Pradeep as a Managing Director of the Company, subject to approval of the Shareholders of the Company.

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. K.V. Pradeep is being sought from the shareholders by way of Special resolution under Item No. 6 of the Notice for this Annual General Meeting with effect from 01<sup>st</sup> April, 2022 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.

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 operations of the Company would come under the purview of manufacturing and selling of Composite Insulators and Electric Vehicles.

### ii) Date of commencement of commercial production.

The Company started its commercial operations on 11.10.2000

### iii) Financial performance based on given indicators.

(Rs. in Lakhs)

S. No.	Particulars	(For the Financial Year)			2022-23 (Three months- Unaudited)
		2019-2020	2020-2021	2021-2022	
1.	Revenue from operations	39,553.01	27,722.20	58,543.10	30,466.50
2.	Profit before tax	1,335.29	1,598.87	5,206.55	2,471.26
3.	Profit after tax	1,070.24	1,220.73	3,569.81	1,880.94
4.	Paid-up Capital (including share application money)	3,283.23	3,283.23	3,283.23	3,283.23
5.	Reserves	69,916.03	71,143.27	74,822.15	-

### iv) Foreign investments or collaborations if any.

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

## II. INFORMATION ABOUT THE APPOINTEE:

### i) Background details:

Mr. K.V. Pradeep has over 23 years of experience in business development, execution of projects and general management of EPC, Aviation & Electric Vehicle Businesses.

### ii) Past remuneration:

Mr. K.V. Pradeep past remuneration was Rs. 16,79,083 (Rupees Sixteen Lakhs Seventy Nine Thousand and Eighty Three only) per month.

**iii) Recognition or awards;**

Long service record.

**iv) Job profile and suitability:**

Considering experience of Mr. K.V. Pradeep in the field of Business Development of various businesses including Electric Vehicles; the Board is of the view that, his rich experience and knowledge of the Industry, will continue to help the Company not only in the power transmission products but also in the field of electric vehicles.

**v) Remuneration Proposed:**

As set out in the resolution under Item No. 6 of the Notice.

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

The Nomination & Remuneration Committee of the Board and the Board of Directors considering the size of the Company, the profile of Mr. K.V. Pradeep, the responsibilities to be shouldered by him and the industry benchmark, approved payment of the remuneration as detailed in the resolution set out in Item No. 6 of the Notice, against the background of the general trend of managerial remuneration in the electric vehicles industry in the past few years.

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

Mr. K. V. Pradeep 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:**

The Company is a pioneer in manufacturing both Electric Vehicles and Composite Insulators Businesses in India. During the year 2021-22, in spite of COVID-19 pandemic situation, the Company was able to record good financial/ operational performance. During the FY 2021-2022 the Company has recorded revenue from operations of Rs. 58,543.10 lakhs and Profit after tax of Rs. 3,569.81 lakhs. We expect the growth trend to continue for upcoming financial years as well, however, as the electric vehicle market is in its development stages and we are to witness further improvisations and developments we are required to upkeep the pace by setting up adequate and updated infrastructure to cater the growing demand in the electric vehicle segments, such infrastructure development cost (met through borrowed funds), including market uncertainties and Covid related adversities may impact on the growth trend of the Company and may result in inadequate profits for the purpose of managerial remuneration.

**ii) Steps taken or proposed to be taken for improvement:**

The Company is augmenting its capacity in Electric Vehicles Business to cater to growing demand for Electric Vehicles in India. The Company has already acquired 150 Acres of Land from TSIC for setting up of New Green Field Factory with an initial capacity of 5000 vehicles per year and extendable to 10,000 vehicles per year. Further, the Company through its extensive R&D has developed an Electric Tipper which is the first of its kind in our country and could be a game changer in infrastructure development at relatively lower cost.



### iii) **Expected increase in productivity and profits in measurable terms:**

In view of the steps initiated for expansion of Electric Vehicle business, development of new products and market demand for Electric Vehicle, the volume from Electric Vehicle Segment is expected to grow significantly thereby contributing to higher volumes as well as profits.

### **DISCLOSURE:**

Subject to approval of the shareholders, the Board has fixed the remuneration/ perquisites/ benefits payable to the Mr. K.V. Pradeep, Managing Director from 01<sup>st</sup> April, 2022, as follows:

1. Name of the appointee: Mr. K.V. Pradeep
2. Designation: Managing Director
3. Tenure: 3 (Three) years w.e.f. 29<sup>th</sup> July, 2021.
4. Salary of Rs. 15,71,544/- Per Month (Rupees Fifteen Lakhs Seventy-One Thousand Five Hundred and Forty-Four only) Per Month .

### **Perquisites/Allowances**

- i) House Rent Allowance at Rs. 6,28,617/- Per Month (Rupees Six Lakhs Twenty-Eight Thousand Six Hundred and Seventeen only).
- ii) Other allowances including for Leave Travel, Conveyance, Subscription to Professional Journals and Medical costs etc. not exceeding Rs. 7,16,506 /- Per Month (Rupees Seven Lakhs Sixteen Thousand Five Hundred and Six only).
- iii) Company's contribution towards Provident Fund and payment of Gratuity as per applicable laws. Such contribution to the Provident Fund to the extent it singly or together are not taxable under the Income Tax Act, 1961 and towards gratuity at a rate

not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on remuneration specified in Section II of Part II of Schedule-V to the Companies Act, 2013.

- iv) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be chargeable to Mr. K.V. Pradeep.

No stock options have been given to Mr. K.V. Pradeep. He is not holding any equity shares in the company. The report on corporate governance in the annual report would indicate the remuneration paid to the managerial personnel as well as to all other Directors.

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

Board commends the resolution set out in the Item no. 6 of the accompanying notice for approval as a Special Resolution.

### **MEMORANDUM OF INTEREST**

Other than Mr. K.V. Pradeep, 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 7:**

Members may recall that at the previous Annual General Meeting held on 27<sup>th</sup> September, 2021, Members had passed a resolution approving related party transactions on terms similar to the one listed in Item no. 7 of the Notice for a period of one year from the date of such approval. The resolution now proposed seeks the approval of the members for a fresh period from conclusion of

this AGM to next AGM for the similar related party transactions approved earlier and to similar transactions, given that, it would need to cater to certain ongoing transactions and those that are expected in the ordinary course of business in the future.

Under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, should the value of any contract or arrangement with respect to clauses (a) to (e) of Sub-Section (1) of Section 188 with a related party, exceed the limits specified therein, prior approval of the Company by an ordinary resolution is required, however, transactions with related parties which are on an arm's length basis and in the ordinary course of business, are exempted from the obligation of obtaining prior approval of shareholders.

Regulation 23 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective from 1<sup>st</sup> April, 2022, mandates prior approval of the Shareholders through ordinary resolution for all 'Material' Related Party Transaction(s) or any Material Modification(s) thereto.

For this purpose, a transaction with a Related Party shall be considered 'Material', if such transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceed Rs. 1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower.

In terms of the revised 'Policy for Consideration and Approval of Related Party Transactions', variance in the value of original transaction by 50% or more in the existing limits as sanctioned by the Audit Committee/ Board/ Shareholders, as the case may be, shall be considered Material

Modification and it requires prior approval of Shareholders. The approval by shareholders shall have auto approval for variance in the value of original transaction up to 50% of the approved limit for specific period and it shall not require fresh approval of shareholders and may be considered in the approval for succeeding year.

Accordingly, considering the present business scenario of the Company, the Audit Committee and the Board of Directors in their respective meetings held on 01<sup>st</sup> September, 2022, recommended to seek approval of the shareholders for a fresh period from conclusion of this AGM to next AGM, by way of Ordinary Resolution under Section 188 of the Companies Act, 2013 and the Companies (Meeting of Board and its Powers) Rules, 2014 and SEBI (LODR) Regulations, 2015 to enable the Company to enter into the subject related party transactions.

Further indicating value of the transactions to be entered with EVEY / its prospective Special Purpose Vehicles (SPVs) / its Subsidiaries Companies will be dependent upon the orders for Electric Buses to be received by the Company and EVEY from time to time, and hence prior enabling approval of the shareholders is being sought to enter/continue to enter into Contracts/Agreements/Arrangements/Material Related Party Transactions by your Company during the period from conclusion of this AGM to next AGM to be held in the Financial Year 2022-23. The details as required under Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with SEBI Circular with ref no SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 and Regulation 23 of SEBI (LODR) Regulations, 2015, in connection with related party transactions to be entered between the Company and the Related Parties are as under:

## 1. Olectra Greentech Limited (OGL) and it's Subsidiaries (other than wholly owned subsidiaries) or Associates of the Company:

Sr.No.	Description	Particulars
1	Name of the related party	1. Evey Trans (GTC) Private Limited 2. Companies which may come into existence hereafter and will fall under the category of Subsidiary or Associate Company.
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Subsidiary Company ('ies).
3	Type and Particulars of the proposed transaction.	a) Sale, Purchase, Leasing / Leasing back or supply of goods or materials including Electric Vehicles. b) Leasing of property of any kind. c) Availing or rendering of any services d) Providing and / or receiving of loans or guarantees or securities or making investments. e) Any transfer of resources, services, or obligations to meet its objective/requirements
4	Nature, tenure and value of the Transaction, material terms, and particulars of contract/arrangement	Nature and Tenure for transactions with Evey Trans (GTC) Pvt Ltd: Transactions would be in the normal course of business with terms and conditions that are generally prevalent in the Industry that company operates in. Tenure would be around 12 Months and aggregate value of the transactions is approx. Rs. 150 Crores. For prospective SPVs/Subsidiaries: Duration and Monetary value of the transactions to be entered into with the prospective subsidiaries/SPVs of the Company will be dependent upon the orders for Electric Vehicles to be received by the Company from time to time.
5	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Company's annual consolidated turnover, for the immediately preceding financial year was Rs. 593.26 Crores. The value of the proposed transaction with EVEY Trans (GTC) Private Limited constitutes 25.28% of the annual consolidated turnover of the Company. The percentage of the proposed Related Party Transactions with prospective SPVs / Subsidiaries against the consolidated turnover of the Company would depend upon the new orders to be received and new companies to be formed as subsidiary Companies or Associate Companies as per the tender requirements during the period from Conclusion of this AGM to next AGM.
6	Justification of the proposed transaction	EVEY Trans (GTC) Private Limited is the Special Purpose Vehicle for execution of the Contract with one of the State Transport Undertakings and as such for successful execution of the said contract, Company needs to sell the required Electric Buses and also provide required technical Maintenance Services to the said electric vehicles.

Sr.No.	Description	Particulars
		Further, during the period from conclusion of this AGM to next AGM, if the Company gets awarded with any order for electric vehicles and as per the tender conditions if the Company need to form a separate Company, this enabling approval by the members would enable the company to execute the said order seamlessly through such prospective SPVs/Subsidiaries.
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	All contracts with the related parties shall be on arm's length basis and the same shall be reviewed and approved by the audit committee.
8	Name of the Director or Key Managerial Personnel, who is related	Nil
9	Following additional disclosure to be made in case loans, inter-corporate deposits, advances or investment made or given:	
a)	Details of the source of funds	Own share capital / internal accruals and cash flows of the Company
b)	In case any financial indebtedness is incurred to make or give loan, inter-corporate deposit, advances or investments: (a) Nature of Indebtedness (b) Cost of Fund; and (c) Tenure	Not Applicable
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<u>Inter-corporate deposits, loans;</u> Lock-in period: on demand to pay basis. Tenure: Up to 12 months Interest rates 9% to 12.5 % linked to Company's short-term borrowing costs Repayment Schedule: Not Applicable Secured or Unsecured: Unsecured loans <u>Investments:</u> <ul style="list-style-type: none"> <li>● the pricing is based on valuation and as per the approval of the board of directors and Audit Committee of the Company</li> <li>● Tenure: Not applicable</li> <li>● Interest Rate: Not Applicable</li> <li>● Repayment Schedule: Not Applicable</li> </ul>
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital/Capex requirements.

## 2. Olectra Greentech Limited and Evey Trans Private Limited (“EVEY”) and/or its Subsidiaries /SPVs:

Sr.No.	Description	Particulars												
1	Name of the related party	1. Evey Trans Private Limited (“EVEY”) 2. Evey Trans (SMC) Private Limited 3. Evey Trans (UJJ) Private Limited 4. Evey Trans (JAB) Private Limited 5. Evey Trans (MHS) Private Limited 6. Evey Trans (BLR) Private Limited 7. Evey Trans (IDR) Private Limited 8. Evey Trans (NSK) Private Limited 9. Evey Trans (NGP) Private Limited 10. Evey Trans (MPS) Private Limited 11. Evey Trans (TEL) Private Limited 12. Companies which may come into existence hereafter and will fall under the category of Related Party.												
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Companies under common control which are covered under Section 2 (76) of the Act.												
3	Type and Particulars of the proposed transaction.	a) Sale, Purchase, Leasing / Leasing back or supply of goods or materials including Electric Vehicles. b) Leasing of property of any kind. c) Availing or rendering of any services d) Providing and / or receiving of loans or guarantees or securities or making investments. e) Any transfer of resources, services, or obligations to meet its objective/requirements												
4	Nature of the Transaction, material terms, and particulars of contract/ arrangement	Transactions with aforesaid Related Parties would be in the normal course of business with terms and conditions that are generally prevalent in the Industry that company operates in.												
5	Tenure , value of the transaction and Percentage of Company’s annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction. i) Tenure would be around 12 months for the following SPV’s of EVEY and value of the transactions of the respective SPVs are as under;	<table border="1"> <thead> <tr> <th>S. No.</th> <th>Name of the Party</th> <th>Value of the Transaction (Rs. Crs)</th> <th>Percentage of Company’s annual consolidated turnover represented by the value of the proposed transaction</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Evey Trans Private Limited (For Existing Orders)</td> <td>4,250.00</td> <td>716.38%</td> </tr> <tr> <td></td> <td>Evey Trans Private Limited (For Future Orders may be received during the period from conclusion of this AGM to next AGM)</td> <td>Value of the transactions will be depend upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.</td> <td>% of the Consolidated turnover will be depends upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.</td> </tr> </tbody> </table>	S. No.	Name of the Party	Value of the Transaction (Rs. Crs)	Percentage of Company’s annual consolidated turnover represented by the value of the proposed transaction	1	Evey Trans Private Limited (For Existing Orders)	4,250.00	716.38%		Evey Trans Private Limited (For Future Orders may be received during the period from conclusion of this AGM to next AGM)	Value of the transactions will be depend upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.	% of the Consolidated turnover will be depends upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.
S. No.	Name of the Party	Value of the Transaction (Rs. Crs)	Percentage of Company’s annual consolidated turnover represented by the value of the proposed transaction											
1	Evey Trans Private Limited (For Existing Orders)	4,250.00	716.38%											
	Evey Trans Private Limited (For Future Orders may be received during the period from conclusion of this AGM to next AGM)	Value of the transactions will be depend upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.	% of the Consolidated turnover will be depends upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.											

S. No.	Name of the Party	Value of the Transaction (Rs. Crs)	Percentage of Company's annual consolidated turnover represented by the value of the proposed transaction
2.	Evey Trans (SMC) Private Limited	175.00	29.49%
3.	Evey Trans (UJJ) Private Limited	175.00	29.49%
4.	Evey Trans (JAB) Private Limited	175.00	29.49%
5.	Evey Trans (MHS) Private Limited	250.00	42.14%
6.	Evey Trans (BLR) Private Limited	250.00	42.14%
7.	Evey Trans (IDR) Private Limited	175.00	29.49%
8.	Evey Trans (NSK) Private Limited	250.00	42.14%
9.	Evey Trans (NGP) Private Limited	100.00	16.86%
10.	Evey Trans (MPS) Private Limited	175.00	29.49%
11.	EVEY Trans (TEL) Private Limited	550.00	92.70%
12.	Companies which may come into existence hereafter and will fall under the category of Subsidiary or SPV of EVEY.	Duration and Monetary value of the transactions to be entered into with the prospective subsidiaries/ SPVs of the EVEY will be dependent upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.	% of the Consolidated turnover will be depends upon the orders for Electric Vehicles to be received by the EVEY during the period from conclusion of this AGM to next AGM.
Note; Company's annual consolidated turnover, for the immediately preceding financial year was Rs. 593.26 Crores.			
6	Justification of the proposed transaction	<p>Being a successful bidder, some of the contracts needs to be executed by EVEY on its own as per the respective tender conditions and as such those contracts will be executed by EVEY.</p> <p>Aforesaid Related Parties (other than EVEY) are the Special Purpose Vehicles (SPVs) formed by the EVEY, for execution of the contracts received from various State Transport Undertakings/ Corporations and as such for successful execution of those contracts, Company needs to sell the required Electric Buses, chargers and also provide required technical Maintenance Services to the said electric vehicles.</p>	

Sr.No.	Description	Particulars
		Further, during the period from conclusion of this AGM to next AGM, if the EVEY gets awarded with any order for electric vehicles and as per the tender conditions if the EVEY needs execute on its own or if required to form a separate company (SPV), this enabling approval by the members would enable the Company to execute the said order (s) seamlessly through EVEY or such prospective SPVs/Subsidiaries, which enables the Company to execute the said order (s) seamlessly through EVEY or its prospective SPVs/Subsidiaries.
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	All contracts with the related parties shall be on arm's length basis and the same shall be reviewed and approved by the audit committee.
8	Name of the Director or Key Managerial Personnel, who is related	Nil
9	Following additional disclosure to be made in case loans, inter-corporate deposits, advances or investment made or given:	
a)	Details of the source of funds	Own share capital / internal accruals and cash flows of the Company
b)	In case any financial indebtedness is incurred to make or give loan, inter-corporate deposit, advances or investments: (a) Nature of Indebtedness (b) Cost of Fund; and (c) Tenure	Not Applicable
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<p><u>Intercorporate deposits, loans;</u>  Lock-in period: on demand to pay basis.  Tenure: Up to 12 months  Interest rates 9% to 12.5 % linked to Company's short-term borrowing costs  Repayment Schedule: Not Applicable  Secured or Unsecured: Unsecured loans</p> <p><u>Investments:</u></p> <ul style="list-style-type: none"> <li>● the pricing is based on valuation and as per the approval of the board of directors and Audit Committee of the Company</li> <li>● Tenure: Not applicable</li> <li>● Interest Rate: Not Applicable</li> <li>● Repayment Schedule: Not Applicable</li> </ul>
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	To meet the working capital/Capex requirements.

Sr.No.	Description	Particulars
10	Any other information that may be relevant	<p>The Company is engaged in the business of Electric Vehicle manufacturing. The EV business in India is mostly done on the Gross Cost Contract/ wet lease model. As such, EVEY participates in the tenders floated by various State Transport Undertakings/Authorities, once the contract is awarded to it; it procures electric buses from the Company and thereby the Company can focus on its core business (s) in terms of product development, innovations and providing after sales services etc...</p> <p>As required by the FAME II conditions, the successful bidder (generally EVEY as a sole bidder and in some cases as lead bidder with the Company) is required to incorporate a separate company as an SPV for execution of the respective contracts. Thus, along with EVEY, the prospective SPVs which may be incorporated for execution of the future orders/contracts will fall under the category of Related Party as such having an approval for the prospective SPVs is necessary for smooth functioning of the business in the ordinary course.</p>

### 3. EVEY Trans (GTC) Private Ltd, (including prospective Subsidiaries of OGL, if any) and Related Parties of OGL without involvement of OGL:

Sr.No.	Description	Particulars
1	Name of the related party	<ol style="list-style-type: none"> <li>1. Evey Trans Private Limited</li> <li>2. MEIL Holdings Limited (MHL)</li> <li>3. Megha Engineering &amp; Infrastructures Limited (MEIL)</li> <li>4. Such other parties that may fall under this category from time to time</li> </ol>
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Companies under common control which are covered under Section 2 (76) of the Act.
3	Type and Particulars of the proposed transaction.	<ol style="list-style-type: none"> <li>a) Leasing of property of any kind</li> <li>b) Availing or rendering of any services</li> <li>c) Receiving of loans or guarantees or securities or investments.</li> <li>d) Any transfer of resources, services, or obligations to meet its objective/requirements</li> </ol>
4	Nature, tenure and value of the Transaction, material terms, and particulars of contract/arrangement	<p>Nature and Tenure for transactions between Evey Trans (GTC) Pvt Ltd and Company's Related Parties would be in the normal course of business on such terms and conditions that are generally prevalent in the Industry that companies operate in. Tenure would be around 12 Months and aggregate value of the transactions is approx. Rs. 100 Crores.</p> <p>For prospective Subsidiaries: Duration and Monetary value of the transactions to be entered by the prospective subsidiaries with related parties of the Company would be dependent upon the orders for Electric Vehicles to be received by the Company during the period from conclusion of this AGM to next AGM.</p>



Sr.No.	Description	Particulars
5	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	<p>Company's annual consolidated turnover, for the immediately preceding financial year was Rs. 593.26 Crores.</p> <p>The value of the proposed transaction between the EVEY Trans (GTC) Private Limited and Company's Related Parties constitutes 16.86 % of the annual consolidated turnover of the Company with EVEY Trans (GTC) Private Limited.</p> <p>The percentage of the proposed Related Party Transactions between the prospective Subsidiaries and Company's Related Parties against the consolidated turnover of the Company would depend upon the new orders to be received and new companies to be formed as Subsidiary Companies as per the tender requirements during the period from conclusion of this AGM to next AGM</p>
6	Justification of the proposed transaction	<p>EVEY Trans (GTC) Private Limited is the Special Purpose Vehicle for execution of the Contract with one of the State Transport Undertakings and as such for successful execution of the said contract, it may have to avail financial support (in the form of short-term borrowings, guarantees/securities on behalf of the subsidiary companies in favor of the lenders including banks/financial institutions) for undertaking its obligations under the contract for its working capital/capex.</p> <p>Further during the period from conclusion of this AGM to next AGM, if the Company gets awarded with any order for electric vehicles and as per the tender conditions if the Company need to form a Subsidiary Company in the form of SPV and as such the said Subsidiary Company for successful execution of such contracts, it may have to avail financial support (in the form of short-term borrowings, guarantees/securities on behalf of the subsidiary companies in favor of the lenders including banks/financial institutions) for undertaking its obligations under the respective contracts for its working capital/capex requirements. Thus, this approval would enable the Company to execute the said order seamlessly through such prospective Subsidiary(s).</p>
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	All contracts with the related parties shall be on arm's length basis and the same shall be reviewed and approved by the audit committee.
8	Name of the Director or Key Managerial Personnel, who is related	Nil
9	Following additional disclosure to be made in case loans, inter-corporate deposits, advances or investment made or given: Not Applicable	

Sr.No.	Description	Particulars
a)	Details of the source of funds	Not Applicable
b)	In case any financial indebtedness is incurred to make or give loan, inter-corporate deposit, advances or investments: (a) Nature of Indebtedness (b) Cost of Fund; and (c) Tenure	Not Applicable
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
10	Any other information that may be relevant	Not Applicable

#### 4. Olectra Greentech Limited and MEIL Holdings Limited (MHL) :

Sr.No.	Description	Particulars
1	Name of the related party	MEIL Holdings Limited (MHL)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Holding Company/ Promoter
3	Type and Particulars of the proposed transaction.	a) Sale, Purchase, Leasing / Leasing back or supply of goods or materials including Electric Vehicles. b) Leasing of property of any kind. c) Availing or rendering of any services d) Receiving of loans or guarantees or securities or investments. e) Any transfer of resources, services, or obligations to meet its objective/requirements
4	Nature, tenure and value of the Transaction, material terms, and particulars of contract/arrangement	Transactions would be in the normal course of business with terms and conditions that are generally prevalent in the Industry that company operate in. Tenure would be around 12 Months and aggregate value of the transactions is approx. Rs. 500 Crores
5	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Company's annual consolidated turnover, for the immediately preceding financial year was Rs. 593.26Crores. The value of the proposed transaction between the MEIL Holdings Limited and the Company, constitutes 84.28 % of the annual consolidated turnover of the Company.

Sr.No.	Description	Particulars
6	Justification of the proposed transaction	The kind of aggressive business nature we operate in (mostly GCC contracts); at times to qualify in the tendering process the Company may have to take the financial strength of the holding company or promoters and/or to get the holding company or promoters to participate as bidders specially for high value tenders. In the said process, if the promoter or holding company gets the contract awarded, this approval would enable the Company to execute the said order seamlessly.
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	All contracts with the related parties shall be on arm's length basis and the same shall be reviewed and approved by the audit committee.
8	Name of the Director or Key Managerial Personnel, who is related	Nil
9	Following additional disclosure to be made in case loans, inter-corporate deposits, advances or investment made or given: Not Applicable	
a)	Details of the source of funds	Not Applicable
b)	In case any financial indebtedness is incurred to make or give loan, inter-corporate deposit, advances or investments: (a) Nature of Indebtedness (b) Cost of Fund; and (c) Tenure	Not Applicable
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable

#### 5. Olectra Greentech Limited and Megha Engineering & Infrastructures Limited (MEIL):

Sr.No.	Description	Particulars
1	Name of the related party	Megha Engineering & Infrastructures Limited (MEIL)
2	Nature of relationship [including nature of its interest (financial or otherwise)]	Ultimate Holding Company, covered under Section 2 (76) of the Act.

Sr.No.	Description	Particulars
3	Type and Particulars of the proposed transaction.	a) Sale, Purchase, Leasing / Leasing back or supply of goods or materials including Electric Vehicles. b) Leasing of property of any kind. c) Availing or rendering of any services d) Receiving of loans or guarantees or securities or investments. e) Any transfer of resources, services, or obligations to meet its objective/requirements
4	Nature, tenure and value of the Transaction, material terms, and particulars of contract/arrangement	Transactions would be in the normal course of business with terms and conditions that are generally prevalent in the Industry that company operate in. Tenure would be around 12 Months and aggregate value of the transactions is approx. Rs. 1,250 Crores.
5	Percentage of Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction.	Company's annual consolidated turnover, for the immediately preceding financial year was Rs. 593.26Crores. The value of the proposed transaction between the MEIL and the Company, constitutes 210.70 % of the annual consolidated turnover of the Company.
6	Justification of the proposed transaction	The kind of aggressive business nature we operate in (mostly GCC contracts); at times to qualify in the tendering process the Company may have to take the financial strength of the holding/ultimate holding company or promoters and/or to get the holding/ultimate holding company or promoters to participate as bidders specially for high value tenders. In the said process, if the promoter or holding/ultimate holding company gets the contract awarded, this approval would enable the Company to execute the said order seamlessly.
7	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	All contracts with the related parties shall be on arm's length basis and the same shall be reviewed and approved by the audit committee.
8	Name of the Director or Key Managerial Personnel, who is related	Nil
9	Following additional disclosure to be made in case loans, inter-corporate deposits, advances or investment made or given: Not Applicable	
a)	Details of the source of funds	Not Applicable
b)	In case any financial indebtedness is incurred to make or give loan, inter-corporate deposit, advances or investments: (a) Nature of Indebtedness (b) Cost of Fund; and (c) Tenure	Not Applicable

Sr.No.	Description	Particulars
c)	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
d)	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval and considering the fact that the list of related parties will change dynamically with no action on the part of the Company and to facilitate seamless contracting and rendering/availing of product and services between the Company and "Related Parties", the Company seeks the approval of the shareholders to approve entering into contracts/arrangements within the thresholds and conditions mentioned in the resolution. All the Contracts/Agreements/Arrangements and the transactions with "Related parties" are reviewed and approved by the Audit Committee.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the Item no.7 of the accompanying notice as Ordinary Resolution.

None of the Directors or Key Managerial Personal of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or their interest as Director or shareholder or otherwise in such other related party entity, if any.

### **ITEM NO 8:**

Pursuant to Section 185 of the Companies Act, 2013 (the "Act") , a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the company or any entity covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013 (Collectively referred to as "Entities"), after passing a special resolution in the general meeting.

To meet the business requirements from time to time, it may be required to grant loan or give guarantee or provide security in connection with any loan or guarantees taken by the Entities from the Bank(s) or financial institution(s) for the purpose of capital expenditure or working capital requirements for executing their contracts and other matters associated connected or incidental there to from time to time and the said proposed loan shall be within the limits of Section 186 of the Companies Act, 2013 and at the interest rate of prevailing market rate.

The members may note that, Board of Directors including any Committee thereof, would carefully evaluate the proposals and provide such loan or guarantee or securities through deployment of funds out of internal resources/ accruals/ or any other appropriate resources from time to time and said proposed loan shall be within the limits of Section 186 of the Companies Act, 2013 and at the interest rate of prevailing market rate. Same shall be used by the Entities for the purposes for which said loan or guarantees/ securities given or provided as the case may be and under the applicable provisions of the Act.

The proposal outlined above is in the interest of the Company and the Board recommends the resolution set out in the Item no.8 of the accompanying notice as Special Resolution.

None of the Directors or Key Managerial Personal of the Company is concerned or interested in the said resolution except to the extent of their shareholding in the Company or their interest as Director or shareholder or otherwise in such other related party entity, if any.

### **ITEM NO 9:**

In the changing global scenario, one of the most critical concerns for various governments have been reduction of carbon footprints of their respective nations, we have witnessed many multilateral treaties around this objective. India is an active signatory of such treaties and impactful implementing partner. The Government of India has been strategizing a paradigm shift in public mobility and has been introducing various incentives for the development and production of Electric Vehicles (EVs) locally which has made the manufacturing sustainable with a competitive marketplace, through its incentives it has encouraged various entities as new entrants in EV and parts manufacturing. The Department of Heavy Industries through its FAME subsidies in place has encouraged the State Transport Undertakings to operate EV buses in their fleet, various OEMs on the other hand have shown humongous interest to step into the green energy projects with investments, with these developments the customer becomes the end beneficiary and this synthesizes a faster adoption of EVs by the public at large.

EV mobility would certainly play a major role by not only reducing the carbon emissions but also by creating a sustainable alternative to the scarce fossil fuel. In the advent of our rapid growing economy, EV mobility has a major role in shaping the auto industry in the near future. The Indian automotive industry at present is placed as the fifth largest in the world and is slated to be the third largest by 2030. Catering to a vast domestic market, relying on the conventional modes of fuel intensive mobility

will not be sustainable. We, have foreseen this and shaped our strategies to revolutionize EV utility in the country. After investing in strenuous Research & Development, we have successfully penetrated the E Mobility segment in 2015 and since then we have been on a path of exponential growth through our consistent R&D and as such we have marked our presence in multiple states with successful operations. Aiming for EV diversification Olectra have delivered more than 829 buses and it is the first OEM to launch a 7m bus, a 9m bus and 12m AC buses in India. In 2018, Olectra was registered in Limca Book of World Records for its successful operation at one of the highest altitudes in the world, Manali-Rohtang Pass. We have homologated 4 different models in 7m, 9m and 12m segment with 135 variants. On this present day on a cumulative kilometre coverage of Electric Buses has covered more than 6 Crores kilometres in India which is the largest by any electric vehicle manufacturer in India.

The Government of India with an intention to incentivize and promote electric vehicles launched schemes like FAME-I, FAME-II, PLI and NCAP, with these schemes various State Transport Undertakings (STUs), Smart cities, Municipal Corporations & other govt entities got financial assistance which in turn helped them to embrace and adopt to the sustainable technological advancement in the form of electric buses, accordingly, under various contracts Olectra has delivered approximately 769 buses to 13 State Transport Undertakings/Corporations under GCC model on wet lease and approximately 60 buses as outright sale to various State Transport Undertakings/Corporations. The successful operations of these buses over a period has not only reduced the carbon footprints but it has also embarked a sustainable ecosystem in public mobility. The cost effectiveness in comparison to the regular diesel buses has also promoted faster adoption the electric buses amongst various government and non-government agencies.

Federal policymakers' targets for achieving 100 percent electrification in public mobility by 2030, the vision of NITI Aayog that 'only electric vehicles should be sold in India after 2030 would result

in a reduction of 156 million tons in Diesel and Petrol consumption which will help India to save import bill and reduction of carbon foot print. We are confident that we would be a significant player by venturing into various EV segments for a larger customer base. In furtherance to this vision, and as an entry to the Truck segment, we have recently launched an Electric Tipper Truck, which is a major breakthrough. We have successfully begun heavy-duty Electric tipper trials as part of its initiative to expand our product portfolio into the truck segment.

It is expected that the demand for Electric Vehicles is going to rise manifold in the near future. To be able to cater to the increased demands; Olectra's visionary leadership has decided to build a new Greenfield production facility and in furtherance thereof it has acquired 150 acres of land at Seetharampur, Hyderabad, India from Telangana State Industrial Infrastructure Corporation (TSIIC) for construction of a state of art manufacturing facility with advanced robotic setup as a part of its poka yoke implementation for achieving error free and precise manufacturing. The "Greenfield EV Manufacturing Facility" will have a projected annual production capacity of 5,000 buses/trucks and other EVs with a scalability up to 10,000 units.

In line with the visionary approach above and in order to meet Olectra's growth objectives, to augment its long-term resources and to strengthen its financial position, it would require funds. While it is expected that the internal generation of funds would partially meet its funding requirements, yet it is thought prudent for the Company to have enabling approvals to raise a part of its funding requirements for the said purposes (as outlined below) as well as for such other corporate purposes as may be permitted under applicable laws through the issue of appropriate Equity Shares and/ or Securities.

The special resolution contained in the Notice under Item No. 9 relates to a resolution by the Company enabling the Board to create, issue, offer and allot Equity Shares and/ or Securities, inter alia by way of a qualified institutional

placement in accordance with Chapter VI of the SEBI (ICDR) Regulations, in one or more tranches, at such price as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of Investors to whom the issue, offer and allotment shall be made considering the prevalent market conditions and other relevant factors and wherever necessary, in consultation with merchant banker(s), lead manager(s) and other agencies that may be appointed by the Board for the purpose of the Issue.

This special resolution enables the Board to issue Equity Shares and/ or Securities of the Company for an aggregate amount not exceeding ₹ 800 Crores (Rupees Eight Hundred Crores Only) in one or more tranches.

The Board of Directors of the Company has approved for raising of funds by issue, offer and allotment of Equity Shares and/ or Securities by way of one or more private offerings including Qualified Institutions Placement ("QIP") and/ or any other permitted modes and /or any combination thereof through an offer document and/or a private placement offer letter and/ or placement document and/or such other documents/ writings/ circulars/ memoranda etc., at its meeting held on 01st September, 2022.

The Board shall issue Equity Shares and / or Securities pursuant to this special resolution and utilise the proceeds to finance (wholly or in part) at its sole discretion, in one or more, or any combination, of the following:

- i) for setting up a State of the art "Greenfield EV Manufacturing Facility" in 150 Acres of land at Seetharampur, Hyderabad, India.
- ii) for research and development of new products.
- iii) to meeting working capital requirement of the Company.
- iv) to make investments in related areas including acquisition of new companies to achieve synergies.

- v) for making investment in subsidiaries, joint ventures and affiliates
- vi) for making repayment/prepayment (in full or part), of debt and
- vii) for permissible general corporate purposes.

The special resolution also seeks to empower the Board to issue Equity Shares and/or Securities by way of QIP to QIBs in accordance with Chapter VI of the SEBI (ICDR) Regulations. The pricing of the Securities that may be issued to QIBs pursuant to SEBI (ICDR) Regulations shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VI of the SEBI (ICDR) Regulations ("QIP Floor Price") and hence no valuation is being undertaken by any valuer.

Further, the Board may also offer a discount of not more 5% or such other percentage as permitted on the QIP Price calculated in accordance with the pricing formula provided under SEBI (ICDR) Regulations. The "Relevant Date" for this purpose will be the date as determined in accordance with the SEBI (ICDR) Regulations and as mentioned in the resolution.

As the Issue may result in the issue of Equity Shares and/or Securities of the Company to investors who may or may not be members of the Company, consent of the members is being sought, for passing the Special Resolution as set

out in the said item of the Notice, pursuant to Sections 23, 42 and 62 and other related and applicable provisions, if any, of the Companies Act, 2013 and any other applicable laws for the time being in force and being applicable and in terms of the provisions of the SEBI ICDR Regulations, 2018.

None of the Promoter, Director, Key Managerial Personnel of the Company and their relatives are deemed to be concerned or interested financially or otherwise in the said resolution, except to the extent of Equity Shares and/or Securities that may be subscribed by them or by companies/firms/institutions in which they are interested as director or member or otherwise.

The Board accordingly recommends the special resolution as set out in Item No. 9 for approval by the Members of the Company.

By Order of the Board  
**For Olectra Greentech Limited**

Sd/-  
**P. Hanuman Prasad**  
Company Secretary

Place: Hyderabad  
Date: 01<sup>st</sup> September, 2022



**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:**

<b>Name of Director</b>	<b>Mr. Peketi Rajesh Reddy</b> (DIN:02758291)	
Date of first Appointment on the Board	31 <sup>st</sup> October, 2020 (Appointed as Non-Executive and Non- Independent Director)	
Date of Birth	12/06/1976	
Expertise in specific functional areas	Mr. Peketi Rajesh Reddy, is a qualified Post-Graduate in Petro Chemicals and having over 21 years of experience in the fields of business development, execution and management of various projects.	
Educational Qualifications	Post Graduate in Petro Chemicals	
Directorships in other Companies (As on 31 <sup>st</sup> March, 2022)	i) Gomti Power Infrastructure Private Limited ii) KU Power Projects Limited iii) MEIL Aplus Engineering Private Limited iv) MEIL Sai Rama Oil & Gas Private Limited v) MEIL Advanced Technologies Private Limited vi) Mcleod Hydro Power Ventures Private Limited vii) Meghavaram Power Private Limited viii) MEIL EV Trans Limited ix) KU Hydro Power Private Limited x) Drillmec International Private Limited xi) Megha City Gas Distribution Private Limited	
Membership/Chairmanships of Committees of other Boards (other than the Company) (As on 31 <sup>st</sup> March, 2022)	Name of the Company	Committee & Position
	Meghavaram Power Private Limited	Audit Committee – Chairman Nomination and Remuneration Committee - Chairman
	KU Power Projects Limited	Audit Committee – Member Nomination and Remuneration Committee – Member
	KU Hydro Power Private Limited	Audit Committee – Member Nomination and Remuneration Committee – Member
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 as on 31 <sup>st</sup> March, 2022	Nil	
Relationship with Directors, Manager and KMP inter-se	N.A.	
Number of Board Meetings attended during F.Y. 2021 - 22	3/8	

**Additional information on Managing Director for the proposed increase in the Managerial Remuneration as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

<b>Name of Director</b>	<b>Mr. K.V. PRADEEP (DIN: 02331853)</b>	
Date of first Appointment on the Board	30 <sup>th</sup> March, 2019 (Appointed as Non-Executive Director)	
Date of Birth	01 <sup>st</sup> May, 1963	
Expertise in specific functional areas	He has over 23 years of experience in business development, execution of projects and general management of EPC, Aviation & Electric Vehicle Business.	
Educational Qualifications	Civil Engineer	
Directorships in other Companies (As on 31 <sup>st</sup> March, 2022)	Nil	
Membership/Chairmanships of Committees of other Boards (other than the Company) (As on 31 <sup>st</sup> March, 2022)	Name of the Company	Committee & Position
	Nil	Nil
Details of remuneration sought to be paid and the remuneration last drawn by such person	Refer Corporate Governance Report and Item No. 6 set out in the Notice and Explanatory statement thereto.	
Shareholding in the Company as on 31 <sup>st</sup> March, 2022	Nil	
Relationship with Directors, Manager and KMP inter-se	N.A.	
Number of Board Meetings attended during F.Y. 2021- 22	8/8	

## DIRECTORS' REPORT

To  
The Members,

Your Directors are pleased to present the 22<sup>nd</sup> Annual Report and the audited financial statements of your Company for the Financial Year ended on 31<sup>st</sup> March, 2022.

### FINANCIAL PERFORMANCE:

The financial highlights of the Company for the year ended on 31<sup>st</sup> March, 2022 are summarized as below:

(Rs. in Lakhs)

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Gross Sales	58,543.10	27,722.20	59,325.73	28,137.61
Net Sales	58,543.10	27,722.20	59,325.73	28,137.61
Other Income	787.37	1,143.25	770.50	1,148.06
Total Income	59,330.47	28,865.45	60,096.23	29,285.67
Total Expenditure	50,456.96	25,634.53	50,861.99	26,119.85
Operating Profit (PBIDT)	8,873.51	3,230.92	9,234.24	3,165.82
Interest	926.87	742.63	927.94	750.23
Depreciation and amortization	2,485.28	889.42	2,931.50	1,332.12
Share of profit/(loss) of Associates	-	-	110.47	3.89
Profit before exceptional Items and Tax	5,461.36	1,598.87	5,485.27	1,087.36
Exceptional Items	(254.81)	NIL	(254.67)	NIL
Profit before Tax	5,206.55	1,598.87	5,230.60	1,087.36
Provision for taxation				
– Current	(250.76)	188.85	(250.76)	188.85
– Deferred	1,887.50	189.29	1,945.74	91.09
Extra-Ordinary Items	NIL	NIL	NIL	NIL
<b>Net Profit after tax</b>	<b>3,569.81</b>	<b>1,220.73</b>	<b>3,535.62</b>	<b>807.42</b>
Other Comprehensive Income				
Re-measurement gains/(losses) on defined benefit plan	145.75	9.19	145.75	9.19
Income-tax effect	(36.69)	(2.68)	(36.69)	(2.68)
Other comprehensive income for the year, net of tax	109.06	6.51	109.06	6.51
<b>Total comprehensive income for the Year</b>	<b>3,678.87</b>	<b>1,227.24</b>	<b>3,644.68</b>	<b>813.93</b>
Total comprehensive income attributable to non-controlling interest	-	-	0.48	(0.09)
Total comprehensive income attributable to parent	-	-	3,644.20	814.02
Surplus brought forward from previous year	1,169.76	(57.48)	815.22	1.20
Less: Depreciation adjustment	NIL	NIL	NIL	NIL

Particulars	Standalone		Consolidated	
	2021-22	2020-21	2021-22	2020-21
Balance available for appropriation	4,848.64	1,169.76	4471.58	815.22
· Proposed Dividend on Equity Shares	NIL	NIL	NIL	NIL
· Provision for Dividend Tax	NIL	NIL	NIL	NIL
· Transfer to General Reserves	NIL	NIL	NIL	NIL
· Others	NIL	NIL	NIL	NIL
Surplus carried forward to Balance Sheet	4,848.64	1,169.76	4,471.58	815.22
Equity Share Capital (8,20,80,737 Shares of Rs. 4/- each)	3,283.23	3,283.23	3,283.23	3,283.23
E.P.S (After Prior Period Items) (Rupees)	4.35	1.49	4.31	0.98
Net Worth	78,105.38	74,426.50	77,728.33	74,071.97
Book Value in rupees (face value of Rs. 4/- each)	95.15	90.67	94.69	90.24

## GENERAL REVIEW OF OPERATIONS:

### Sales

During the Financial year 2021-22, the Company has recorded highest ever sale of 259 Electric Buses against the sale of 88 Electric Buses in the Financial Year 2020-21. The Company has been awarded with orders for 400 Electric Buses in the Financial Year 2021-22.

### FINANCE:

#### Standalone

The Company has registered a significant increase of 111.18% in the net sales to Rs. 58,543.10 lakhs in FY 2021-22 as compared to Rs. 27,722.20 lakhs in FY 2020-21. The Company's net profit was Rs. 3,569.81 lakhs for the FY 2021-22 as compared to net profit of Rs. 1,220.73 lakhs for FY 2020-21.

#### Consolidated

The Consolidated Revenue from Operations during FY 2021-22 was Rs.59,325.73 lakhs as compared to Rs. 28,137.61 lakhs in previous FY 2020-21 registering an increase of 110.84% over the previous year.

On a consolidated basis, the Net Profit was Rs. 3,535.62 lakhs for FY 2021-22 as compared to net profit of Rs. 807.42 lakhs for FY 2020-21.

#### Setting up of New Green Field Factory:

The Company is aiming to have manufacturing facility having yearly production capacity of 5,000 buses/trucks and other EVs with a scalability for production up to 10,000 units. To achieve the projected production capacity and for research and development of new products the Company is in process to setting up the Green Field Factory (i.e. EV Manufacturing Facility) at Seetharampur (Hyderabad, India), and the Company has already acquired 150 Acres of Land at Industrial Park, Seetharampur from Telangana State Industrial Infrastructure Corporation Limited (TSIIC).

#### CONTRIBUTION TOWARDS ENVIRONMENT SAFEGUARD:

Your Directors are pleased to inform you that, through our Electric Vehicle Operations, the Company reduced more than 18,600 tonnes approx. CO<sub>2</sub> in tailpipe emission, during the year (and 53,600 tonnes approx. till date) under

review and this way Company has contributed a major part to safeguard environment by reducing air pollution.

#### **TRANSFER TO GENERAL RESERVES:**

No amount has been transferred during the year.

#### **DIVIDEND:**

The Board of Directors has recommended the final dividend at the rate of 10% (i.e. Rs. 0.40/- only) per equity share of Rs. 4.00/- (Rupees Four only) each fully paid up, for the financial year 2021-22, which if declared at the ensuing Annual General Meeting of the Company, will be paid to the shareholders of the Company. The dividend payout for the year under review will be Rs. 328.32/- Lakhs.

#### **CHANGE IN THE NATURE OF BUSINESS:**

During the Financial Year 2021-22, there is no change in the nature of the business of the Company.

#### **ACCOUNTING TREATMENT:**

There is no change in accounting treatment in the year under review, as compared to previous Financial Year.

#### **SHARE CAPITAL:**

The authorized share capital of the Company now stands at Rs.60,00,00,000/- (Rupees Sixty Crores Only) divided into 15,00,00,000 (Fifteen Crores only) Equity shares of Rs. 4/- each.

The paid-up equity share capital of the Company as on 31<sup>st</sup> March, 2022 is as follows:

(Rs. in Lakhs)

Paid up Equity Share Capital as on 31 <sup>st</sup> March, 2022 (8,20,80,737 Equity share of face value of Rs. 4 /-)	3,283.23
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During the year under review, there were no changes to the Authorized Share Capital as well as Paid-up Share Capital of the Company.

During the year under review, the Company has not issued any shares or convertible instruments to any persons.

## **CHANGES DURING THE FINANCIAL YEAR:**

### **A. Re-classification of Shareholders from Promoter & Promoter Group to Public category:**

Pursuant to the resolution passed by the shareholders in their meeting held on 27<sup>th</sup> September, 2021 and as per the provisions of Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following persons who were belonging to Promoter Category have been re-classified to Public Category w.e.f. 15.03.2022.

- i) M/s. Trinity Infraventures Limited
- ii) M/s. Goldstone Power Private Limited
- iii) Mr. L.P. Sashi Kumar and
- iv) Mr. P.S. Parthasarathy

Hence, w.e.f. 15<sup>th</sup> March, 2022, M/s. MEIL Holdings Limited is the sole Promoter of the Company, having 4,10,53,000 equity shares aggregating to 50.02% stake of the total paid up share capital of the Company.

### **B. Board of Directors and/or Key Managerial Personnel:**

- i) In accordance with provisions of Section 152 of the Companies Act, 2013, Mr. Peketi Rajesh Reddy (DIN: 02758291), Director (Non-Executive and Non-Independent) retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re-appointment. The Board recommends the appointment of Mr. Peketi Rajesh Reddy (DIN: 02758291) for the consideration of the members of the Company.
- ii) Dr. P.V. Ramesh resigned from the position of Managing Director & Director of the Company and the Board of Directors of the Company in their Meeting held on 12<sup>th</sup> May, 2021 accepted the said resignation w.e.f. closing hours of 12<sup>th</sup> May, 2021.

- iii) Mr. K.V. Pradeep has been appointed as Managing Director of the Company in the Meeting of Board of Directors held on 29<sup>th</sup> July, 2021 and his appointment as a Managing Director, was approved by the members by passing a special resolution in the 21<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2021.

Further, pursuant to the resolution passed by the Board of Directors in their meeting held on 28<sup>th</sup> October, 2021, Mr. K.V. Pradeep has also been appointed as a Chairman w.e.f. 28<sup>th</sup> October, 2021.

Brief profiles of Directors (being appointed/re-appointed including for change in Managerial Remuneration) at the forthcoming 22<sup>nd</sup> Annual General Meeting have been given in the Notice.

#### **KEY MANAGERIAL PERSONNEL:**

The following are the Key Managerial Personnel as on 31<sup>st</sup> March, 2022.

- Mr. K.V. Pradeep, Chairman & Managing Director
- Mr. B. Sharat Chandra, Chief Financial Officer
- Mr. P. Hanuman Prasad, Company Secretary

#### **ANNUAL EVALUATION OF PERFORMANCE OF BOARD, COMMITTEES AND INDIVIDUAL DIRECTORS:**

The Board of Directors evaluated the annual performance of the Board as a whole, its committee's and the directors individually, in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 with specific focus on the performance and effective functioning of the Board and Individual Directors.

A separate meeting of Independent Directors was held on 4<sup>th</sup> March, 2022 to review the performance of the Non-Independent Directors and the Board as a whole, review the performance of Chairperson of the Company

and assess the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report, annexed herewith.

#### **MEETINGS:**

During the year under review, Eight (8) Board Meetings, Six (6) Audit Committee, Six (6) Nomination and Remuneration Committee & Four (4) Stakeholders Relationship Committee Meetings were held.

The details of which are given in the Corporate Governance Report.

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

#### **FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

The details of training and familiarization programs for Independent Directors are reported in the corporate governance report and on the website of the Company at <https://olectra.com/other-disclosures/>.

#### **BOARD DIVERSITY:**

The Policy on Board diversity of the Company devised by the Nomination and Remuneration Committee and approved by the Board is available on the website of the Company at <https://olectra.com/policies/>.

#### **DIRECTORS' RESPONSIBILITY STATEMENT:**

Pursuant to the requirement of Section 134(5) of The Companies Act, 2013, the Directors, to the best of their knowledge and belief, state that:

- (a) In the preparation of Annual Accounts for the Financial Year ended 31<sup>st</sup> March, 2022 the applicable accounting standards have been followed and that there are no material departures;

- (b) Such accounting policies have been selected and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year ended 31<sup>st</sup> March, 2022 and of the profit of the Company for that period;
- (c) Proper and sufficient care was taken for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) The Annual Accounts for the FY ended 31<sup>st</sup> March, 2022 have been prepared on a going concern basis;
- (e) Internal financial controls have been laid down to be followed by the Company and that such internal financial controls are adequate and operating effectively; and
- (f) Proper systems have been devised by the Company to ensure compliance with the provisions of applicable laws and such systems were adequate and are operating effectively.
3. Acquired 34% stake in Evey Trans (UJJ) Private Limited on 1<sup>st</sup> December, 2021.
  4. Acquired 26% stake in Evey Trans (JAB) Private Limited on 1<sup>st</sup> December, 2021.
  5. Subscribed 26% stake in Evey Trans (BLR) Private Limited on 9<sup>th</sup> February, 2022.
  6. Subscribed 34% stake in Evey Trans (MHS) Private Limited on 8<sup>th</sup> March, 2022.

The Company has adopted a Policy for determining Material Subsidiaries in line with Regulation 16 of the SEBI (LODR) Regulations. The Policy, as approved by the Board, is uploaded on the Company's website <https://olectra.com/policies/>.

In accordance with the Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("the Act"), read together with the Companies (Indian Accounting Standards) Rules, 2015 (as amended), the Financial Statements of Subsidiaries, Associates and Joint Venture as at 31<sup>st</sup> March, 2022, have been consolidated with the Financial Statements of the Company. The Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2022, forms part of this Annual Report.

Pursuant to Section 129(3) of the Companies Act, 2013, a Statement containing the salient features of the Financial Statements of Subsidiaries, Associate Companies and Joint Ventures in Form AOC-1 appears in **Annexure-1** to this Annual Report.

Further, pursuant to the provisions of Section 136 of the Act, the financial statements of the Company, consolidated financial statements along with relevant documents and separate audited Financial Statements in respect of Subsidiaries, are available on the website of the Company [www.olectra.com](http://www.olectra.com).

#### **DEPOSITS:**

During the Financial Year, your Company has neither accepted nor renewed any deposits from the public within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

#### **SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES - THEIR PERFORMANCE:**

At the beginning of the financial year, Company has a subsidiary, a Joint Venture and Two Associate Companies namely TF Solar Private Limited, SSISPL-OGL-BYD Consortium, Evey Trans (SMC) Private Limited and Evey Trans (SIL) Private Limited respectively.

However, during the year under review the Company;

1. Incorporated a Subsidiary Company namely Evey Trans (GTC) Private Limited on 12<sup>th</sup> April, 2021 with 51% stake.
2. Divested its entire stake held in TF Solar Private Limited and it ceased to be the subsidiary of the Company w.e.f. 26<sup>th</sup> July, 2021.

## **ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS:**

The Company has an Internal Audit and Internal Control System, commensurate with the size, scale and complexity of its operations. In order to maintain its objective and independence, the Internal Auditors report to the Chairman of the Audit Committee.

The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal auditors, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and recommendations along with corrective actions thereon are presented to the Audit Committee of the Board.

## **CORPORATE SOCIAL RESPONSIBILITY (CSR):**

Pursuant to Section 135 of the Companies Act, 2013 as on 31<sup>st</sup> March, 2022, the Company is having Corporate Social Responsibility Committee consisting of Mr. M. Gopalakrishna (Chairman), Mr. B. Appa Rao and Mr. K.V. Pradeep.

The Corporate Social Responsibility Committee periodically recommends the activities to be taken up under the CSR policy. The Corporate Social Responsibility Policy is hosted on the Company's website at <https://olectra.com/policies/>.

Pursuant to the circular issued by MCA G.S.R. 40(E). on 22<sup>nd</sup> January, 2021 the Company adopted the new CSR policy on 30<sup>th</sup> March, 2021.

As per the CSR policy, during the year 2021-22, the Company implemented CSR activities and the details of the same are given in **Annexure-2**.

## **INSURANCE:**

- All the Properties of the Company including its building, plant & machinery and stocks have been adequately insured;

- As per the provisions of the Act and in Compliance with the Regulation 25(10) of SEBI (LODR) Regulations, 2015, the Company has taken a Directors & Officers Insurance policy for all the Directors of the Company including Independent Directors and Officers of the Company.

## **RELATED PARTY DISCLOSURES:**

Related party transactions entered during the financial year under review are disclosed in Note 33 to the Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022. These transactions entered were at an arm's length basis and in the ordinary course of business.

Particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as **Annexure-3** to the Board's Report.

The policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website at <https://olectra.com/policies/>.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/promoter group or any person/entity holding 20% or more shareholding in the listed entity are disclosed in Note 33 to the Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2022.

## **PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:**

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of The Companies Act, 2013 are given in Note 6 & 7 to Financial Statements.

## **AUDITORS AND AUDITORS' REPORTS:**

### **Statutory Auditor:**

The members at the 21<sup>st</sup> Annual General Meeting of the Company held on 27<sup>th</sup> September, 2021 had appointed M/s. Sarath & Associates, Chartered Accountants, {Firm Registration No.005120S}, as Statutory Auditors of the



Company to fill the Casual vacancy arising due to resignation of M/s. PCN & Associates, Chartered Accountants, {Firm Registration No.016016S}, to hold office till the conclusion of the 22<sup>nd</sup> Annual General Meeting to be held in the year 2022.

Accordingly, the present term of M/s. Sarath & Associates expires on the conclusion of the ensuing 22<sup>nd</sup> AGM of the Company.

The Board of Directors of the Company at their meeting held on 01<sup>st</sup> September, 2022, on the recommendation of the Audit Committee, have recommended the re-appointment of M/s. Sarath & Associates, Chartered Accountants (Firm Registration No. 005120S) as statutory auditors of the Company for a further period of 5 years, to hold the office from the ensuing 22<sup>nd</sup> Annual General Meeting till the conclusion of the 27<sup>th</sup> Annual General Meeting of the members of the Company.

Accordingly, a resolution proposing appointment of M/s. Sarath & Associates, as statutory auditors of the Company from the conclusion of 22<sup>nd</sup> Annual General Meeting till the conclusion of 27<sup>th</sup> Annual General Meeting of the Company pursuant to Section 139 of the Companies Act, 2013, forms part of the Notice calling 22<sup>nd</sup> Annual General Meeting of the Company.

The Company has also obtained from the Auditors, a certificate as required under Section 139(1) of the Companies Act, 2013 read with Rule 4 of the Companies (Audit and Auditors) Rules, 2014 to the effect that they are eligible to be appointed as statutory auditors of the Company. Pursuant to Regulation 33(1)(d) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have confirmed that they have valid certificate issued by the Peer Review Board of the Institute of Chartered Accountants of India (ICAI).

#### **Statutory Auditors' Report:**

The Report of the Auditors for the year ended 31<sup>st</sup> March, 2022 forming part of this Annual Report does not contain any qualification, reservation, observation, adverse remark or disclaimer.

#### **Reporting of frauds by auditors:**

During the year under review, none of the statutory auditors or secretarial auditors or cost auditors has reported to the Audit Committee or the Board, under Section 143 (12) of the Act, any instances of fraud committed against the Company by its officers or employees, the details of which would need to be mentioned in the Board's Report.

#### **Cost Auditor:**

In terms of the provisions of Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, as amended from time to time, the Board of Directors in their meeting held on 1<sup>st</sup> September, 2022, based on the recommendation of the Audit Committee, have re-appointed M/s. EVS & Associates, Cost Accountants, as Cost Auditor of the Company, for conducting the Cost Audit for the financial year ended 31<sup>st</sup> March, 2023, at a remuneration of Rs. 2,00,000 plus applicable taxes and reimbursement of out of pocket expenses. The remuneration requires ratification by shareholders. Accordingly, an appropriate resolution has been incorporated in the Notice convening the 22<sup>nd</sup> Annual General Meeting, for seeking member's approval.

The Cost Accounts and Records of the Company are duly prepared and maintained as required under Section 148(1) of the Companies Act, 2013.

#### **Secretarial Auditor:**

Pursuant to the provisions of Section 204 of the Act and the rules made there under, the Company had appointed M/s. VCSR & Associates, Practising Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2022. The Secretarial Audit Report issued in this regard is annexed as **Annexure-4** to this Report.

#### **Internal Auditors:**

The Company has re-appointed, M/s. VDNR & ASSOCIATES, Chartered Accountants, Hyderabad, as Internal Auditors of the Company for conducting the internal audit (for both Insulators and E-BUS Division) for the

period 01<sup>st</sup> April, 2022 to 31<sup>st</sup> March, 2023 on recommendation by the audit committee.

### **SECRETARIAL STANDARDS:**

The Company complies with all the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

### **EXTRACT OF ANNUAL RETURN:**

As per the requirements of Section 92(3) of the Act and Rules framed thereunder, the extract of the Annual Return for FY 2021-22 is given in **Annexure-5** in the prescribed Form No. MGT-9, which is a part of this report. The copy of the Annual Return is available on Company's website <https://olectra.com/annual-reports/>.

### **LISTING ON STOCK EXCHANGES:**

The Company's shares are listed on BSE Limited and National Stock Exchange of (India) Limited.

We are pleased to share that your Company is one of the top 500 Listed entities and holds the position of 451, as per the Market Capitalization as on 31<sup>st</sup> March, 2022. (Source: <https://www.nseindia.com/regulations/listing-compliance/nse-market-capitalisation-all-companies>).

### **CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS:**

As per the requirements of Regulation 34(3) and Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Corporate Governance and Management Discussion & Analysis Reports forms part of this Report as **Annexure-6** and **Annexure-7**

### **PARTICULARS OF EMPLOYEES:**

In terms of the first proviso to Section 136 of the Act, the Reports and Accounts are being sent to the Shareholders excluding the information required under Rule 5(2) and (3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. Any shareholder interested in obtaining the same may write to the Company Secretary at the Registered Office of the Company. The said information is available for inspection by the Members at the Registered

Office of the Company on any working day of the Company up to the date of the 22<sup>nd</sup> Annual General Meeting.

The statement containing information as required under the provisions of Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **Annexure-8** and forms part of this Report.

### **MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND DATE OF REPORT:**

Based on the recommendation of Nomination and Remuneration Committee, Board of Directors in their meeting held on 25<sup>th</sup> June, 2022 (subject to approval of the members of the Company and such other consents or approvals as may be required), approved to increase the remuneration payable to Mr. K. V. Pradeep, Managing Director of the Company to Rs. 29,16,667 (Twenty Nine Lakhs Sixteen Thousand Six Hundred and Sixty Seven Rupees only) Per Month w.e.f. 01<sup>st</sup> April, 2022. The said increase in remuneration is set forth as an Item No. 6 in the Notice of Annual General Meeting seeking approval of the Members.

### **CODE OF CONDUCT:**

The Company believes in "Zero Tolerance" against bribery, corruption and unethical dealings/behaviours of any form and the Board has laid down the directives to counter such acts. The Code laid down by the Board is known as "Code of Ethics & Business Conduct" which forms an Appendix to the Code. The Code has been hosted on the Company's website at <https://olectra.com/code-of-ethics/>.

Further all the Independent Directors and senior management confirmed the compliance of code of conduct and a declaration has been issued by the Managing Director of the Company stating that the directors and senior management of the Company are in compliance with the code of conduct forms part of the Corporate Governance Report.

## **PREVENTION OF INSIDER TRADING:**

In accordance with the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, Company has the following policies and hosted on the website of the Company:

- i) Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders;
  - For fair disclosure of events and occurrences that could impact price discovery in the market for its securities.
- ii) Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
  - To regulate, monitor and report trading by its designated persons and immediate relatives of designated persons

The Board is responsible for implementation of the Code. All the Directors and the designated employees of the Company have confirmed the compliance with the Code.

## **REMUNERATION POLICY:**

The Board of Directors, on recommendation of the Nomination & Remuneration Committee (NRC), framed a Nomination and Remuneration Policy for Directors' appointment and remuneration.

The salient features of the said policy include the criteria for determining qualifications, positive attributes and independence of a director in addition to recommending the remuneration for the Directors, Key Managerial Personnel and other employees.

The said Policy is available on the Company's website at <https://olectra.com/policies/>.

## **RISK MANAGEMENT POLICY:**

Pursuant to the provisions of Regulation 21 of SEBI (LODR) Regulations, 2015 the Company has formed Risk Management Committee w.e.f. 16<sup>th</sup> June, 2021. Details of Composition of the Committee forms part of the Corporate Governance Report. In pursuant to the provisions of the Section 134 (3)(n) of The Companies Act, 2013 and in Compliance to the SEBI (LODR)

Regulations, 2015, the Company has formulated Risk Management Policy to mitigate and manage the Risk Including identification therein of elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

The policy on Risk Management is available on the website of the Company <https://olectra.com/policies/>.

## **VIGIL MECHANISM / WHISTLE BLOWER POLICY:**

The Board of Directors, on recommendation of the Audit Committee, established a vigil mechanism for Directors and Employees and accordingly adopted the "Whistle Blower Policy" pursuant to the provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to facilitate Directors and Employees to report genuine concerns or grievances about unethical behaviour, actual or suspected fraud or violation of the Company's code of conduct or ethics policy and to provide adequate safeguards against victimization of persons who use such mechanism and to provide for direct access to the Chairperson of the Audit Committee in appropriate or exceptional cases.

The said policy can be accessed on website of the Company at the link <https://olectra.com/policies/>.

## **SEXUAL HARASSMENT POLICY:**

The Company has adopted policy on Prevention of Sexual Harassment of Women at Workplace in accordance with The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the Financial Year ended 31<sup>st</sup> March, 2022, the Company has not received any Complaints pertaining to Sexual Harassment. The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Complaints Committee was re-constituted w.e.f. 29<sup>th</sup> January, 2022. Composition of the said committee as on 31<sup>st</sup> March, 2022 is as follows:

Name	Designation	Member/Presiding officer
Mrs. Rama Seshamma Ivaturi	Asst. Manager – Finance & Accounts	Presiding Officer
Mr. Pravin Kumar Pandey	AGM – Legal	Member
Ms. Guvvala Aranya	Executive – Finance & Accounts	Member
Mrs. Lakshmi Visweswaran	External Member	Member

Further, the Company has already registered the details of Internal Complaint Committee with Women Development and Child Welfare Department, Government of Telangana, India at the portal “<http://tshebox.tgwdcw.in>” launched by them in this regard.

#### **APPLICATION MADE OR ANY PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE:**

As on the date of the Report no application is pending against the Company under the Insolvency and Bankruptcy Code, 2016 and the Company did not file any application under (IBC) during the Financial Year 2021-22.

#### **OTHER POLICIES UNDER SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:**

The Company has also formulated and adopted the following policies as required under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Archival Policy
- Determination of Materiality of Events
- Preservation of Documents Policy

All policies are available on our website at <https://olectra.com/policies/>.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNING AND OUTGO:**

Information on conservation of energy, technology absorption, foreign exchange earnings and outgo as required under Sec 134 (3)(m) of The Companies Act, 2013 read with Rule 8 of The Companies (Account) Rules, 2014 are mentioned in **Annexure-9** to this Report.

#### **BUSINESS RESPONSIBILITY REPORT:**

Business Responsibility Report as per Regulation 34 of the SEBI (LODR) Regulations, 2015, detailing various initiatives taken by the Company on the environmental, social and governance front forms are mentioned in **Annexure-10** to this Report.

#### **STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS UNDER SUB-SECTION (6) OF SECTION 149:**

All Independent Directors have furnished to the Company the requisite declarations that they meet the relevant independence criteria as laid down in Section 149(6) of the Companies Act, 2013, as well as the Regulation 16(1)(b) read with Regulation 25(8) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### **SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:**

There were no orders passed by the Regulators or Courts or Tribunal impacting the Company's going concern status and/or its future operations.

#### **ACKNOWLEDGEMENTS:**

The Board of Directors thank the Company's customers, suppliers, dealers, banks, financial institutions, Government and Regulatory Authorities and consultants for their continued support. The Directors express their sincere gratitude to the shareholders and also wish to place on record their appreciation for the committed services rendered by all the employees of the Company.

#### **For and on behalf of the Board**

Sd/-  
**K.V. Pradeep**  
 Chairman & Managing Director  
 DIN: 02331853

Sd/-  
**P. Rajesh Reddy**  
 Director  
 DIN:02758291

Place: Hyderabad

Date : 01<sup>st</sup> September, 2022

**FORM AOC-1**

(Pursuant to first proviso Section 129(3) read with Rule 5 of Companies (Accounts) Rules, 2014)

**Statement containing salient features of the financial statement of Subsidiaries/  
Associate Companies/ Joint Ventures**
**Part "A": Subsidiaries**
**(Rs. in Lakhs)**

S. No.	Name of the subsidiary	Evey Trans (GTC) Private Limited
1.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	31 <sup>st</sup> March, 2022
2.	Reporting currency and exchange rate as on the last date of the relevant Financial Year in the case of foreign subsidiaries.	Indian Rupee
3.	Share capital	1.00
4.	Reserves & surplus	1.01
5.	Total assets	467.89
6.	Total Liabilities	465.88
7.	Investments	-
8.	Turnover	7.27
9.	Profit before taxation	1.35
10.	Provision for taxation	0.34
11.	Profit after taxation	1.01
12.	Proposed Dividend	-
13.	% of shareholding	51%

**Name of the Subsidiaries which are yet to commence operations:** Not Applicable

**Names of subsidiaries which have been sold during the year:**

The Company has divested its entire stake held in TF Solar Private Limited w.e.f. 26<sup>th</sup> July, 2021 and it ceased to be the subsidiary of the Company.

## Part "B": Associates and Joint Ventures

(Rs. in Lakhs)

Sl. No.	Name of the Joint Venture	Joint Venture (with 100% Stake)	Associates					
			Evey Trans (SMC) Private Limited	Evey Trans (SIL) Private Limited	Evey Trans (UJJ) Private Limited	Evey Trans (JAB) Private Limited	Evey Trans (BLR) Private Limited*	Evey Trans (MHS) Private Limited#
1.	Latest audited Balance Sheet Date	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2022	31 <sup>st</sup> March, 2022
2.	Shares of Associate/ Joint Ventures held by the Company on the year end							
	No.	Not Applicable	2600	2600	3400	2600	2600	3400
	Amount of Investment in Associates/ Joint Venture	3,223.00	0.26	0.26	0.34	0.26	0.26	0.34
	Extend of Holding %	100%	26.00%	26.00%	34.00%	26.00%	26.00%	34.00%
3.	Description of how there is significant influence	Joint Venture	Associate Company	Associate Company	Associate Company	Associate Company	Associate Company	Associate Company
4.	Reason why the associate/ joint venture is not consolidated	Not Applicable (Considered in consolidation)	Not Applicable (Considered in consolidation)	Not Applicable (Considered in consolidation)	Not Applicable (Considered in consolidation)	Not Applicable (Considered in consolidation)	&	&

(Contd.)

Sl. No.	Name of the Joint Venture	Joint Venture (with 100% Stake)	Associates					
			Evey Trans (SMC) Private Limited	Evey Trans (SIL) Private Limited	Evey Trans (UJJ) Private Limited	Evey Trans (JAB) Private Limited	Evey Trans (BLR) Private Limited*	Evey Trans (MHS) Private Limited#
5.	Net worth attributable to Shareholding as per latest audited Balance Sheet	3010.82	68.81	45.05	0.14	0.11	N.A.	N.A.
6.	Profit / Loss for the year							
	i. Considered in Consolidation	(44.83)	70.58	40.08	(0.11)	(0.08)	N.A.	N.A.
	ii. Not Considered in Consolidation	NA	200.89	114.07	(0.21)	(0.23)	N.A.	N.A.

& As the Companies are incorporated on 9<sup>th</sup> February, 2022 and 8<sup>th</sup> March, 2022 respectively, as per the provisions of the Companies Act, 2013, First financial year of the said Companies are ending on the 31<sup>st</sup> March of the following year i.e. 31<sup>st</sup> March, 2023, and hence the said Companies are not required to prepare Balance Sheet as on 31<sup>st</sup> March, 2022, and hence due to non-availability of the Balance Sheet, financials of said associate companies were not taken into consolidation.

\* The Company has subscribed to 2600 Shares in the Evey Trans (BLR) Private Limited on 9<sup>th</sup> February, 2022 and the associate had not yet commenced their operations for the year ended 31<sup>st</sup> March, 2022.

# The Company has subscribed to 3400 Shares in the Evey Trans (MHS) Private Limited on 8<sup>th</sup> March 2022 and the associate had not yet commenced their operations for the year ended 31<sup>st</sup> March 2022.

### For and on behalf of the Board

Sd/-

**K.V. Pradeep**

Chairman & Managing Director  
DIN: 02331853

Sd/-

**Peketi Rajesh Reddy**

Director  
DIN: 02758291

Place: Hyderabad

Date: 01<sup>st</sup> September, 2022

## **ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES**

(Pursuant to Sec 135 of the Companies Act, 2013 read with Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014)

### **1. Brief outline on CSR Policy of the Company: -**

- **RURAL DEVELOPMENT PROJECTS:** Strengthening rural areas by improving accessibility, housing, drinking water, sanitation, power and livelihoods, thereby creating sustainable villages.
- **EDUCATION:** Promoting education, including special education and employment-enhancing vocational skills especially among children, women, elderly and the differently abled, and livelihood enhancement projects; monetary contributions to academic institutions for establishing endowment funds, chairs, laboratories, etc., with the objective of assisting students in their studies.
- **HEALTHCARE:** Contribute to universal quality health care, eradicating extreme hunger, malnutrition, promote sanitation, making available safe drinking water.
- **GENDER EQUALITY AND EMPOWERMENT OF WOMEN:** Promoting gender equality and empowering women; setting up homes, hostels and day care centers for women and orphans; setting up old age homes and such other facilities for senior citizens; and adopting measures for reducing inequalities faced by socially and economically backward groups.
- **ENVIRONMENTAL SUSTAINABILITY:** Ensuring environmental sustainability, ecological balance, conservation of natural resources and maintaining the quality of soil, air and water.
- **NATIONAL HERITAGE, ART AND CULTURE:** Protecting national heritage, religious places, art and culture including restoration of structures, buildings and sites of historical importance and works of art; setting up public libraries; promoting and developing traditional arts and handicrafts.
- Contribution to the Prime Minister's National Relief Fund or any other Fund set-up by the Central Government or the State Governments for Socio Economic Development and Relief.
- Contribution for the benefit of armed forces veterans, war widows and their dependents, Central Armed Police Forces (CAPF) and Central Para Military Forces (CPMF) veterans, and their dependents including widows;
- Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports;
- Contribution to incubators or research and development projects in the field of science, technology, engineering and medicine, funded by the Central Government or State Government or Public Sector Undertaking or any agency of the Central Government or State Government or any not for profit entity;
- Contributions to public funded Universities engaged in conducting research in science, technology, engineering and medicine aimed at promoting Sustainable Development Goals (SDGs)
- Contribution for slum area development, disaster management, including relief, rehabilitation and reconstruction activities.



## 2. Composition of CSR Committee as on 31<sup>st</sup> March, 2022

Name of Director	Designation	Nature of Directorship	Number of meetings held during the year	Number of meetings attended during the year
Mr. M. Gopalakrishna	Chairman	Independent Non- Executive Director	1	1
Mr. B. Appa Rao	Member	Independent Non- Executive Director	1	1
Mr. K.V. Pradeep	Member	Chairman & Managing Director	1	1

## 3. The web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company are provided below:

· The composition of the CSR Committee:	<a href="https://olectra.com/composition-of-committees-of-board-of-directors/">https://olectra.com/composition-of-committees-of-board-of-directors/</a>
· CSR Policy:	<a href="https://olectra.com/policies/">https://olectra.com/policies/</a>
· CSR Projects as approved by the Board:	Not Applicable

## 4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

Not required, as there was no expenditure beyond Rs.1 crore/project.

## 5. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set-off for the Financial Year, if any:

Sl. No.	Financial Year	Amount available for set-off from preceding Financial Years (in Rs.)	Amount required to be set-off for the Financial Year, if any (in Rs.)
1	2020-21	3,000	3,000

6. Average net profit of the Company as per Section 135(5) of the Companies Act, 2013: Rs. 317.93 lakhs
7. (a) Two percent of average net profit of the Company as per Section 135(5) of the Companies Act, 2013: Rs.6.40 lakhs
  - (b) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years.: Nil
  - (c) Amount required to be set off for the Financial Year, if any: Rs. 0.03 Lakhs
  - (d) Total CSR obligation for the Financial Year (7a+7b-7c): Rs. 6.37 lakhs

**8. (a) CSR amount spent or unspent for the Financial Year:**

Total Amount Spent during the Financial Year 21-22 (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
6.40 lakhs	0	Not applicable	Not applicable		

**(b) Details of CSR amount spent against ongoing projects for the Financial Year:**

Sl. No.	Project Name	Item from the list of activities in Schedule VII to the Companies Act, 2013 (Section 135)	Local area (Yes/No)	Location of the project		Project duration	Sum of amount allocated for the project (in Rs.)	Sum of amount spent in the current Financial Year (in Rs.)	Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in Rs.)	Mode of Implementation - Direct (Yes/No)	Mode of Implementation - Through Implementing Agency	
				State	District						Name	CSR Registration number
Not applicable												

**(c) Details of CSR amount spent against other than ongoing projects for the Financial Year:**

Sl. No.	Project Name	Item from the list of activities in schedule VII to the Companies Act, 2013 (Section 135)	Local area (Yes/No)	Location of the project		Amount spent for the project (in lakhs)	Mode of implementation Direct (Yes/No)	Mode of implementation Through implementing agency	
				State	District			Name	CSR registration number
1	Rural development project	Clause (i) & (ii)	Yes	Telangana	Hyderabad	3.20	No	Devnar Foundation for the Blind	CSR00003539
2	Promote sport	Clause (vii)	Yes	Telangana	Hyderabad	3.20	No	Sports coaching foundation, Hyderabad	CSR00002088

(d) Amount spent in Administrative Overheads: Nil

(e) Amount spent on Impact Assessment, if applicable: Nil

(f) Total amount spent during the Financial Year: Rs 6.40 lakhs

(g) Excess amount for set off, if any

Sl.No.	Particular	Amount (Rs. in lakhs)
i.	Two percent of average net profit of the Company as per Section 135(5)	6.40
ii.	Total amount spent for the Financial Year	6.40
iii.	Excess amount spent for the Financial Year [(ii)-(i)]	0.00
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years, if any	Nil
v.	Amount available for set off in succeeding Financial Years [(iii)-(iv)]	0.00

9. (a) Details of Unspent CSR amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in Rs.)	Amount spent in the reporting Financial Year (in Rs.)	Amount transferred to any fund specified under Schedule VII as per Section 135(6), if any			Amount remaining to be spent in succeeding Financial Years. (in Rs.)
				Name of the Fund	Amount (in Rs.)	Date of transfer	
Not applicable							

(b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding Financial Year(s):

Sl. No.	Project ID	Name of the Project	Financial Year in which the project was commenced	Project duration	Total amount allocated for the project (in Rs.)	Amount spent on the project in the reporting Financial Year (in Rs.)	Cumulative amount spent at the end of reporting Financial Year (in Rs.)	Status of the project Completed /Ongoing
Not applicable								

10. Details of creation or acquisition of capital asset acquired through CSR spent in the Financial Year

- Date of creation or acquisition of the capital asset(s): Not applicable
- Amount of CSR spent for creation or acquisition of capital asset: Not applicable
- Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not applicable
- Provide details of the capital asset(s) created or acquired: Not applicable (including complete address and location of the capital asset)

11. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5): Not applicable

**For and on behalf of the Board**

Sd/-

**M. Gopalakrishna**

Independent Director  
Chairman CSR Committee  
DIN: 00088454

Sd/-

**K.V. Pradeep**

Chairman & Managing Director  
DIN: 02331853

Place: Hyderabad

Date: 01<sup>st</sup> September, 2022

## FORM NO. AOC -2

### (Pursuant to clause (h) of sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto:

#### A. Details of contracts or arrangements or transactions not at Arm's length basis.

S. No.	Particulars	Details
1.	Name(s) of the related party & nature of relationship	Nil
2.	Nature of contracts/arrangements/transaction	Nil
3.	Duration of the contracts/arrangements/transaction	Nil
4.	Salient terms of the contracts or arrangements or transaction including the value, if any	Nil
5.	Justification for entering into such contracts or arrangements or transactions	Nil
6.	Date of approval by the Board	Nil
7.	Amount paid as advances, if any	Nil
8.	Date on which the special resolution was passed in General Meeting as required under first proviso to Section 188	Nil

#### B. Details of contracts or arrangements or transactions at Arm's length basis:

S. No.	Name (s) of the Related Party	Nature of Relationship	Nature of contracts/arrangements/transaction	Duration of the contracts/arrangements/transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (Rs. in Lakhs)	Amount paid as advances, if any
1	Trinity Infraventures Limited	Promoter	Interest Income	As Per the terms of the respective contracts or arrangements entered into by the Company	84.18	NIL
			Unsecured Loans given/ (Repaid) (Net)		(416.43)	NIL
2	Megha Engineering and Infrastructures Limited	Holding Company of Promoter (MEIL Holdings Limited)	Sale of goods and services		797.11	NIL
			Purchase of Material, Capital Goods & Other Expenses		69.41	NIL

S. No.	Name (s) of the Related Party	Nature of Relationship	Nature of contracts/arrangements/transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (In Lakhs)	Amount paid as advances, if any
3	SSISPL-OGL-BYD Consortium	Joint Venture	Interest Income	As per the terms of the respective contracts or arrangements entered into by the Company	20.43	NIL
			Sale of goods and Services		98.05	
			Unsecured Loans given/ (Repaid) (Net)		(38.77)	
4	Evey Trans (SIL) Private Limited	Associate	Sale of goods and Services		616.11	NIL
5	Evey Trans (SMC) Private Limited	Associate	Sale of goods and Services		1,541.77	NIL
6	Evey Trans Private Limited	Wholly Owned Subsidiary of Promoters (MEIL Holdings Limited)	Sale of goods and Services		26,210.13	NIL
7	Turbo Megha Airways Private Limited	Subsidiary of Promoter (MEIL Holdings Limited)	Sale of goods and Services		0.46	NIL
8	Trinity Cleantech Private Limited	Subsidiary of one of the Promoter (Trinity In-fraventures Limited)	Purchase of Material, Capital Goods & Other Expenses		60.59	NIL
			Lease Rental Expenses		121.28	NIL
9	Evey Trans (UKS) Private Limited	Step-down Subsidiaries of MEIL Holdings Limited	Sale of goods and Services		616.81	NIL
10	Evey Trans (GTC) Private Limited	Subsidiary	Investment	0.51	NIL	
			Sale of goods and Services	246.15	NIL	

S. No.	Name (s) of the Related Party	Nature of Relationship	Nature of contracts/arrangements/transaction	Duration of the contracts / arrangements / transaction	Salient terms of the contracts or arrangements or transaction including the value, if any (In Lakhs)	Amount paid as advances, if any
11	Evey Trans (KTC) Private Limited	Step-down Subsidiaries of MEIL Holdings Limited	Sale of goods and Services	As Per the terms of the respective contracts or arrangements entered into by the Company	3,304.10	NIL
12	OHA COMMUTE PRIVATE LIMITED		Sale of goods and Services		8,211.00	NIL
13	MEIL Holdings Limited	Holding Company/ Promoter	Inter corporate loan Received		4,900.00	NIL
			Interest expense		172.78	NIL
14	Evey Trans (UJJ) Private Limited	Associate	Investment		0.34	NIL
15	Evey Trans (JAB) Private Limited	Associate	Investment		0.26	NIL
16	Megha Fibre Glass Industries Limited	Associate of Ultimate Holding Company	Purchase of Material, Capital Goods & Other Expenses		72.62	NIL
17	ICOMM TELE LIMITED	Fellow Subsidiary	Supplier advance		284.69	NIL

**For and on behalf of the Board**

Sd/-

**K.V. Pradeep**

Chairman & Managing Director

DIN: 02331853

Sd/-

**Peketi Rajesh Reddy**

Director

DIN: 02758291

Place: Hyderabad

Date: 01<sup>st</sup> September, 2022

**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH, 2022

[Pursuant to Section 204 (1) of the Companies Act, 2013 and the Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To  
The members of  
**M/s. OLECTRA GREENTECH LIMITED,**  
Hyderabad.

We have conducted Secretarial Audit pursuant to Section 204 of the Companies Act 2013, on the compliance of applicable Statutory Provisions and the adherence to good corporate practices by **M/s. OLECTRA GREENTECH LIMITED** (hereinafter called as “the Company”). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

1. Based on our verification of the books, papers, minutes books, forms, returns filed and other records maintained by the Company and also the information and according to the examinations carried out by us and explanations furnished and representations made to us by the Company, its officers, agents and authorised representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has during the audit period covering the Financial Year ended on 31<sup>st</sup> March, 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.
2. We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2022 (“Audit Period”) according to the provisions of:
  - i) The Companies Act, 2013 (the Act) and the rules made there-under;
  - ii) The Securities Contracts (Regulation) Act, 1956 (‘SCRA’) and the rules made there-under;
  - iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there-under;
  - iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the Extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
  - v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 (‘SEBI Act’):-
    - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
    - (b) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
    - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and 2018;
- (e) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable to the Company During the audit period);
- (g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable to the Company during the audit period);
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period);
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2009 (Not applicable to the Company during the audit period);
- vi) The Factories Act, 1948;
- vii) The Payment of wages Act, 1936, and rules made thereunder;
- viii) The Minimum wages Act, 1948, and rules made thereunder;
- ix) Employees State Insurance Wages Act, 1948, and rules made thereunder;
- x) The Employees Provident Fund and Miscellaneous Provisions Act, 1952 and rules made thereunder;
- xi) The Payment of Bonus Act, 1965, and rules made thereunder;
- xii) The Payment of Gratuity Act, 1972, and rules made thereunder;
- xiii) The Water (Prevention & Control of Pollution Act, 1974, read with Water (Prevention & Control of Pollution Act, 1974, read with Water (Prevention & Control of Pollution) Rules, 1975;
- xiv) The Motor Vehicles Act, 1988;

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India related to board and general meetings.

We report that during the period under review the company has complied with provisions of the applicable Acts, Rules, Regulations, Guidelines etc., as mentioned above.

3. We, further report that:

- (a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The Changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- (b) Adequate notice was given to all Directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent as per the applicable norms.
- (c) All the decisions at the Board Meetings and Committee Meetings have been carried out unanimously as recorded in the Minutes of the Meetings of the Board of Directors or Committee of the Board, as the case may be.



- (d) It is also noted that the Company has an adequate Internal Audit System and process, commensurate with the size and operation of the Company to constantly monitor and to ensure compliance with applicable laws, rules, regulations and guidelines.
4. We further report that during the period under audit, there are no specific events/actions, having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc, referred to above.

**For VCSR & Associates**  
Company Secretaries

Sd/-

**Ch. Veeranjanyulu**  
Partner

M No. F6121

C P No.: 6392

UDIN: F006121D000831066

Place : Hyderabad

Date : 23<sup>rd</sup> August, 2022

**Note:** This report is to be read with our letter of even date, which is annexed as 'Annexure- A' and forms an integral part of this report.

**'(Annexure - A)'**

To  
The Members,  
**M/s. OLECTRA GREENTECH LIMITED,**  
Hyderabad.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed to provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**For VCSR & Associates**  
Company Secretaries

Sd/-

**Ch. Veeranjanyulu**

Partner

M No. F6121

C P No.: 6392

UDIN: F006121D000831066

Place : Hyderabad  
Date : 23<sup>rd</sup> August, 2022

**Form No. MGT-9**
**EXTRACT OF ANNUAL RETURN**

 As on the Financial Year ended on 31<sup>st</sup> March, 2022

of

**OLECTRA GREENTECH LIMITED**

[Pursuant to Section 92(1) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

i)	CIN	L34100TG2000PLC035451
ii)	Registration Date	11 <sup>th</sup> October, 2000
iii)	Name of the Company	OLECTRA GREENTECH LIMITED
iv)	Category / Sub-Category of the Company	Public Limited/Limited by Shares
v)	Address of the Registered office and contact details	S-22, 3 <sup>rd</sup> Floor, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana – 500 037 Email: info@olectra.com Website: www.olectra.com
vi)	Whether listed Company	Yes BSE Limited National Stock Exchange of India Limited
vii)	Name, Address and contact details of Registrar & Transfer Agents (RTA), if any	Aarathi Consultants Private Limited 1-2-285, Domalaguda, Hyderabad-500 029. Phone: 040-27638111/4445, Fax:040-27632184 E-mail id: info@aarathiconsultants.com

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10% or more of the total turnover of the Company shall be stated;

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the Company
1.	Power Insulators	2610 Electrical Insulators	18.46
2.	Electric Bus	2910	81.54

### III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	MEIL Holdings Limited Address: S-2, Technocrat Indl. Estate, Balanagar, Hyderabad, TG 500037	U45209TG2009PLC064573	Holding	50.02%	2(46)
2.	Evey Trans (GTC) Private Limited Address: Unit-22, Technocrat Industrial Estate, Balanagar, Hyderabad, TG - 500037	U50400TG2021PTC150506	Subsidiary	51%	2 (87) (ii)
3.	Evey Trans (SMC) Private Limited Address: S-22, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana - 500037	U74999TG2020PTC138736	Associate	26%	2 (6)
4.	Evey Trans (SIL) Private Limited Address: Unit-22, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana - 500037	U50100TG2020PTC139303	Associate	26%	2 (6)
5.	Evey Trans (UJJ) Private Limited Address: Unit-22, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana - 500037	U50400TG2020PTC139302	Associate	34%	2 (6)
6.	Evey Trans (JAB) Private Limited Address: Unit-22, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana - 500037	U50100TG2020PTC139118	Associate	26%	2 (6)
7.	Evey Trans (BLR) Private Limited Address: #10, 3 <sup>rd</sup> Main, GD Park Extn, Kodandarampuram, Bangalore - 560003	U50400KA2022PTC157740	Associate	26%	2 (6)
8.	Evey Trans (MHS) Private Limited Address: Unit-22, 2 <sup>nd</sup> Floor, Technocrat Industrial Estate, Balanagar, Hyderabad - 500037	U50101TG2022PTC160370	Associate	34%	2 (6)

#### IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as % of total Equity)

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
<b>A Promoter</b>									
1. Indian	-	-	-	-	-	-	-	-	-
a. Individual/HUF	4,46,350	0	4,46,350	0.54	-	-	-	-	(0.54)
b. Central Government	-	-	-	-	-	-	-	-	-
c. State Government	-	-	-	-	-	-	-	-	-
d. Bodies Corporates	4,52,49,152	0	4,52,49,152	55.13	4,10,53,000	0	4,10,53,000	50.02	(5.11)
e. Banks /FI	-	-	-	-	-	-	-	-	-
f. Any others	-	-	-	-	-	-	-	-	-
<b>Sub Totals (A) (1)</b>	<b>4,56,95,502</b>	<b>0</b>	<b>4,56,95,502</b>	<b>55.67</b>	<b>4,10,53,000</b>	<b>0</b>	<b>4,10,53,000</b>	<b>50.02</b>	<b>(5.65)</b>
2. Foreign	-	-	-	-	-	-	-	-	-
a. NRIs Individuals	-	-	-	-	-	-	-	-	-
b. Other individuals	-	-	-	-	-	-	-	-	-
c. Bodies Corp.	-	-	-	-	-	-	-	-	-
d. Banks/Fiis	-	-	-	-	-	-	-	-	-
e. Any Others	-	-	-	-	-	-	-	-	-
<b>Sub Totals (A) (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total Shareholding of Promoter (A) = (A) (1) + (A) (2)</b>	<b>4,56,95,502</b>	<b>0</b>	<b>4,56,95,502</b>	<b>55.67</b>	<b>4,10,53,000</b>	<b>0</b>	<b>4,10,53,000</b>	<b>50.02</b>	<b>(5.65)</b>
<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
a. Mutual Funds	-	-	-	-	-	-	-	-	-
b. Banks/Financial Institutions	35,760	-	35,760	0.04	29,259	0	29,259	0.04	-
c. Central Govt	-	-	-	-	-	-	-	-	-
d. State Govt	-	-	-	-	-	-	-	-	-
e. Venture Capital Funds	-	-	-	-	-	-	-	-	-
f. Insurance companies	-	-	-	-	-	-	-	-	-
g. Foreign Portfolio Investors	24,67,567	0	24,67,567	3.01	71,81,856	0	71,81,856	8.75	5.74
h. Foreign Ventures Capital Investors	-	-	-	-	-	-	-	-	-
i. Other (Specify)	-	-	-	-	-	-	-	-	-
<b>Subtotal B (1)</b>	<b>25,03,327</b>		<b>25,03,327</b>	<b>3.05</b>	<b>72,11,115</b>	<b>0</b>	<b>72,11,115</b>	<b>8.79</b>	<b>5.74</b>
<b>2. Non-Institutions</b>									
i. Indian	-	-	-	-	-	-	-	-	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b. Individuals	-	-	-	-	-	-	-	-	-
i. Individual shareholding nominal share Capital up to Rs. 2 Lakhs	1,40,50,462	72,878	1,41,23,340	17.21	1,76,75,194	71,768	1,77,46,962	21.62	4.41
ii. Individual shareholding nominal share Capital excess of Rs. 2 lakhs	1,10,19,589	0	1,10,19,589	13.43	81,17,808	0	81,17,808	9.89	(3.54)

Category of shareholders	No of shares held at the beginning of the year				No of shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
c. others (specify)									
i) Non - resident Indian	5,23,178	0	5,23,178	0.64	5,78,101	0	5,78,101	0.70	0.06
ii) Clearing members	3,80,382	0	3,80,382	0.46	1,33,980	0	1,33,980	0.16	(0.30)
iii) NBFCs registered with RBI	8,000	0	8,000	0.01	4,000	0	4,000	0.01	(0.01)
v) Bodies Corporate	75,83,563	0	75,83,563	9.24	69,87,285	0	69,87,285	8.51	(0.73)
vi) Foreign Nationals	52	0	52	0.00	52	0	52	0.00	0
v) IEPF	2,43,804	0	2,43,804	0.30	2,43,154	0	2,43,154	0.30	0
vi) Trust	-	-	-	-	5,280	0	5,280	0.01	0
<b>SUB TOTALS B(2)</b>	<b>3,38,09,030</b>	<b>72,878</b>	<b>3,38,81,908</b>	<b>41.28</b>	<b>3,37,44,854</b>	<b>71,768</b>	<b>3,38,16,622</b>	<b>41.20</b>	<b>(0.08)</b>
<b>TOTAL PUBLIC SHAREHOLDING (B)=B(1)+B(2)</b>	<b>3,63,12,357</b>	<b>72,878</b>	<b>3,63,85,235</b>	<b>44.33</b>	<b>4,09,55,969</b>	<b>71,768</b>	<b>4,10,27,737</b>	<b>49.98</b>	<b>5.66</b>
C. Share held by Custodian For GDRs & ADR	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>8,20,07,859</b>	<b>72,878</b>	<b>8,20,80,737</b>	<b>100.00</b>	<b>8,20,08,969</b>	<b>71,768</b>	<b>8,20,80,737</b>	<b>100.00</b>	<b>-</b>

### i) Shareholding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2021			Shareholding at the end of the year 31.03.2022			% change in share during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged/ encumbered to total shares	
1.	M/s. MEIL Holdings Limited <sup>@</sup>	3,70,72,359	45.17%	-	4,10,53,000	50.02	-	4.85
2.	M/s. Trinity Infraventures Limited*	42,76,793	5.21%	-	-	-	-	(5.21)
3.	M/s. Goldstone Power Private Limited*	39,00,000	4.75%	-	-	-	-	(4.75)
4.	Mr. L.P. Sashikumar*	4,09,350	0.50%	-	-	-	-	(0.05)
5.	Mr. P.S. Parthasarathy*	37,000	0.05%	-	-	-	-	(0.05)

\*Re-classified as Public shareholders w.e.f. 15<sup>th</sup> March, 2022 and ceased to be promoters of the Company.

<sup>@</sup> w.e.f. 15<sup>th</sup> March, 2022, M/s. MEIL Holdings Limited is the sole Promoter of the Company.

**ii) Change in Promoter's Shareholding:**

S. No.	Name of the Promoter	Change in %
1.	M/s. MEIL Holdings Limited	4.85
2.	M/s. Trinity Infraventures Limited*	(5.21)
3.	M/s. Goldstone Power Private Limited*	(4.75)
4.	Mr. L.P. Sashikumar*	(0.05)
5.	Mr. P.S. Parthasarathy*	(0.05)

\*Re-classified as Public shareholders w.e.f. 15<sup>th</sup> March, 2022, and ceased to be promoters of the Company.

**iii) Shareholding Pattern of Top Ten Shareholders (Other than Directors, Promoters and Holders of GDRs and ADRs)**

S. No.	Name of the Shareholders	Shareholder at the beginning of the year as on 01.04.2021		Shareholder at the end of the year as on 31.3.2022		Change in shareholding during the year	
		No of Shares	% of total shares of the Company	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company
1	Gyanmay Investment Advisors LLP	51,00,000	6.21	34,54,578	4.21	16,45,422	(2.00)
2	Nomura India Investment Fund Mother Fund <sup>^</sup>	0	0	31,06,931	3.79	31,06,931	3.79
3	Jupiter India Fund	18,16,729	2.21	14,13,794	1.72	4,02,935	(0.49)
4	Goldstone Power Private Limited	39,00,000	4.75	10,80,000	1.32	(28,20,000)	(3.43)
5	Blackrock Global Funds – India Fund <sup>^</sup>	0	0	6,44,369	0.79	6,44,369	0.79
6	Employees Provident Fund Board Managed by Nomura Asset Management Malaysia SD BHD <sup>^</sup>	0	0	6,41,718	0.78	6,41,718	0.78
7	Ashwin Kumar Kothari <sup>^</sup>	0	0	5,00,000	0.61	5,00,000	0.61
8	Siddharth Iyer	8,00,000	0.97	5,00,000	0.61	(3,00,000)	(0.36)
9	Rakesh Rajkrishan Aggarwal <sup>^</sup>	10,000	0.01	4,56,525	0.56	4,46,525	0.55
10	Ramesh Lingamaneni <sup>^</sup>	0	0	4,33,692	0.53	4,33,692	0.53

**Notes:**

<sup>^</sup> Not in the List of Top 10 Shareholders as on 01.04.2021. The same has been reflected above since the shareholder were one of the Top 10 shareholders as on 31.03.2022.

**iv) Shareholding of Directors and Key Managerial Personnel:**

As on 31<sup>st</sup> March, 2022 the details of the shareholding of Directors and Key Managerial Personnel of the Company are as under:

S. No.	For Each of the Directors	Shareholding at the beginning of the year		Date	Increase/Decrease	Reason	Cumulative Share-holding during theyear	
		No. of shares	% of total shares of the Company				No. of shares	% of total shares of the Company
<b>A DIRECTORS</b>								
1.	Mr. K.V. Pradeep	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
2.	Mr. M. Gopalakrishna	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
3.	Mr. B. Appa Rao	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
4.	Justice Mrs. Gyan Sudha Misra (Retd.)	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
5.	Mrs. Chintalapudi Lakshmi Kumari	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
6.	Mr. Peketi Rajesh Reddy	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
7.	Mr. Chilappagari Laxmi Rajam	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
<b>B KEY MANAGERIAL PERSONNEL (KMP)</b>								
1.	Mr. B. Sharat Chandra (Chief Financial Officer)	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA
2.	Mr. P. Hanuman Prasad (Company Secretary)	Nil	NA	01-04-21 to 31-03-22	Nil	NA	Nil	NA



## V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment  
(Rs.in Lakhs)

	Secured Loans Excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	662.07	147.37	-	809.44
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>662.07</b>	<b>147.37</b>	<b>-</b>	<b>809.44</b>
<b>Change in Indebtedness during the financial year</b>				
• Addition	-859.37	-5,055.50	-	-5,914.87
• Reduction	58.90	68.55	-	127.45
<b>Net (Increase)/Decrease</b>	<b>-800.47</b>	<b>-4,986.95</b>	<b>-</b>	<b>-5,787.42</b>
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	1,462.54	4,978.82	-	6,441.36
ii) Interest due but not paid	-	155.50	-	155.50
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	<b>1,462.54</b>	<b>5,134.32</b>	<b>-</b>	<b>6,596.86</b>

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

(Rs.in Lakhs)

S. No.	Particulars of Remuneration	Name of MD		Total Amount
		Mr. K.V. Pradeep*	Dr. P.V. Ramesh#	
1.	Gross salary (a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites under Section 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under	124.38	11.00	135.38
2.	Stock Option		-	
3.	Sweat Equity		-	
4.	Commission - as % of profit - others, specify...		-	
5.	Others (PF Contribution)		-	
	<b>Total (A)</b>	<b>124.38</b>	<b>11.00</b>	<b>135.38</b>
	Ceiling as per the Act	In terms of Section 197 of the Companies Act, 2013 (Act) Ceiling on remuneration payable is 5% of the Net Profit After Tax and for making payment over and above, in terms of the Schedule V of the Act, approval of the shareholders by way of Special Resolution is required. As such, shareholders have accorded their approval in the AGM held on 27 <sup>th</sup> September, 2021 for making above consideration to Mr. K.V. Pradeep, Managing Director effective from 29 <sup>th</sup> July, 2021.		

\*Mr. K.V. Pradeep was appointed as a Managing Director w.e.f. 29<sup>th</sup> July, 2021.

#Dr. P.V. Ramesh Resigned w.e.f. 12<sup>th</sup> May, 2021.

**B. Remuneration to other directors:**
**(Rs. in lakhs)**

Sl. No.	Particulars of Remuneration	Name of the Independent Director				Name of the Non-Executive & Non Independent Director			Total Amount
		Mr. M. Gopala Krishna	Mr. B. Appa Rao	Justice Mrs. Gyan Sudha Misra (Retd.)	Mrs. Ch. Lakshmi Kumari	Mr. K.V. Pradeep	Mr. Ch. Laxmi Rajam	Mr. P. Rajesh Reddy	
1.	Independent Directors								
	• Fee for attending board /committee meetings	7.00	7.00	5.25	5.00	-	-	-	24.25
	• Commission	0.00	0.00	0.00	0.00	-	-	-	0.00
	• Others, please specify	0.00	0.00	0.00	0.00	-	-	-	0.00
	<b>Total (1)</b>	<b>7.00</b>	<b>7.00</b>	<b>5.25</b>	<b>5.00</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>24.25</b>
2.	Other Non-Executive Directors								
	• Fee for attending board /committee meetings	-	-	-	-	2.50	0.50	1.50	4.50
	• Commission	-	-	-	-	-	-	-	-
	• Others, please specify	-	-	-	-	-	-	-	-
	<b>Total (2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>2.50</b>	<b>0.50</b>	<b>1.50</b>	<b>4.50</b>
	<b>Total (B)=(1+2)</b>	<b>7.00</b>	<b>7.00</b>	<b>5.25</b>	<b>5.00</b>	<b>2.50</b>	<b>0.50</b>	<b>1.50</b>	<b>28.75</b>
	Overall Ceiling as per the Act	In terms of Section 197 of the Companies Act, 2013 Sitting fee payable to each Non- Executive Director shall not exceed Rs. 1 Lakh per meeting of Board of Directors or Committee thereof.							

\*Mr. K.V. Pradeep has been appointed as a Managing Director w.e.f. 29<sup>th</sup> July, 2021, prior to that, he was a Non-Executive Director.

**C. Remuneration To Key Managerial Personnel other than MD/Manager/WTD**
**(Rs. in lakhs)**

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961	--	28.51	62.11	90.62
	(b) Value of perquisites under Section 17(2) Income-tax Act, 1961	--	--	--	--
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961	--	--	--	--
2	Stock Option	--	--	--	--
3	Sweat Equity	--	--	--	--

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
4	Commission - as % of profit - others, specify	--	--	--	--
5	Others, please specify -PerformanceLinkedAllowance -Employer Contribution to PF	--	2.50 0.22	13.50 0.22	16.00 0.44
	<b>Total</b>	--	<b>31.23</b>	<b>75.83</b>	<b>107.06</b>

## VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD/NCLT /COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>B. DIRECTORS</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty			NIL		
Punishment			NIL		
Compounding			NIL		

## REPORT ON CORPORATE GOVERNANCE

### Company's Philosophy on Code of Governance

The Company envisages the attainment of highest level of transparency in all facets of its operations and in all its interactions with its shareholders, employees and the Company. The Company is committed to the best governance norms. It strongly believes in setting the high standards in all its endeavors.

### Board of Directors

The composition of the Board is in conformity with Regulation 17 and 17A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149 of the Companies Act, 2013. As on 31<sup>st</sup> March, 2022, Board was comprised of Seven Directors, out of whom, One is Executive Director and Six are Non-Executive Directors which includes Four Independent Directors.

\*Dr. P.V. Ramesh (Managing Director) of the Company Resigned w.e.f. 12<sup>th</sup> May, 2021. Mr. K V Pradeep has been appointed as a Managing Director of the Company w.e.f. 29<sup>th</sup> July, 2021, and his appointment as a Managing Director has been approved by the members by passing a special resolution in the 21<sup>st</sup> Annual General Meeting held on 27<sup>th</sup> September, 2021. Further he has been appointed as a Chairman of the Board w.e.f. 28<sup>th</sup> October, 2021.

None of the Directors on the Board holds directorships in more than ten public companies. None of the Independent Directors serves as an independent director in more than Seven listed entities. The Directors bring with them rich and varied experience in different fields of corporate functioning.

### a) Composition and Category of Directors

Name of the Director	Category	Designation	No. of Shares held in the Company
Mr. K.V. Pradeep <sup>®</sup>	Executive	Chairman & Managing Director	Nil
Mr. Chilappagari Laxmi Rajam	Non-Executive	Director	Nil
Mr. Peketi Rajesh Reddy	Non-Executive	Director	Nil
Mr. M. Gopalakrishna	Non-Executive	Independent Director	Nil
Justice Mrs. Gyan Sudha Misra (Retd.)	Non-Executive	Independent Director	Nil
Mr. B. Appa Rao	Non-Executive	Independent Director	Nil
Mrs. Chintalapudi Lakshmi Kumari	Non-Executive	Independent Director	Nil
Dr. P.V. Ramesh <sup>®</sup>	Executive	Managing Director	Nil

Notes :

<sup>®</sup>Mr. K.V. Pradeep has been appointed as Managing Director w.e.f. 29<sup>th</sup> July, 2021 and as a Chairman w.e.f. 28<sup>th</sup> October, 2021.

<sup>®</sup>Dr. P.V. Ramesh resigned from the position of Managing Director w.e.f. 12<sup>th</sup> May, 2021.

### b) Details of attendance of Directors at the AGM, Board Meetings with particulars of their Directorship and Chairmanship /Membership of Board /Committees in other Companies are as under:

Eight (08) Board Meetings were held during the Financial Year ended 31<sup>st</sup> March, 2022 i.e., on 12<sup>th</sup> May, 2021, 16<sup>th</sup> June, 2021, 29<sup>th</sup> July, 2021, 25<sup>th</sup> August, 2021, 28<sup>th</sup> October, 2021,

9<sup>th</sup> November, 2021, 29<sup>th</sup> January, 2022 and 04<sup>th</sup> March 2022. The necessary quorum was present for all the meetings. The maximum interval between any two meetings did not exceed 120 days.

Name of the director	Attendance of Board meetings		Attendance at AGM held on 27 <sup>th</sup> September, 2021	No. of other directorships held <sup>#</sup>	No. of other Board Committees <sup>#</sup>		Name of the Listed entities holding directorship & category of such directorship held including Olectra Greentech Limited
	Held	Present			As a Member <sup>§</sup>	As a Chairperson <sup>§</sup>	
Mr. K.V. Pradeep	8	8	Yes	0	0	0	Olectra Greentech Limited & Executive
Mr. Chilappagari Laxmi Rajam	8	1	No	7	1	1	Olectra Greentech Limited Non Executive Director
Mr. Peketi Rajesh Reddy	8	3	Yes	11	3	1	Olectra Greentech Limited Non Executive Director
Mr. M. Gopala Krishna	8	8	Yes	8	7	2	Independent Director in the following companies: (a) Suven Life Sciences Limited (b) BGR Energy Systems Limited (c) Pitti Engineering Limited (d) The Andhra Petrochemicals Limited (e) Olectra Greentech Limited
Justice Mrs. Gyan Sudha Misra (Retd.)	8	8	Yes	5	6	2	Independent Director in the following companies: (a) Indiabulls Housing Finance Limited (b) Yaarii Digital Integrated Services (c) Indiabulls Real Estate Limited (d) Ruchi Soya Industries Limited (e) Olectra Greentech Limited
Mr. B. Appa Rao	8	8	Yes	2	0	0	Olectra Greentech Limited – Independent Director
Mrs. Chintalapudi Laksmi Kumari	8	8	Yes	0	1	0	Olectra Greentech Limited – Independent Director

<sup>#</sup>Excluding Olectra Greentech Limited, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

<sup>§</sup>Only Audit Committee and Stakeholders' Relationship Committee are considered as per Regulation 26 of SEBI (LODR) Regulations, 2015.

### c) Relationship among Directors

There is no inter-se relationship among the directors of the Company. The Company doesn't have any pecuniary relationship with any of the non-executive directors.

### d) Skills / Expertise / Competencies of the Board of Directors

As stipulated under Schedule-V of the SEBI (LODR) Regulations, 2015, core skills/expertise/competencies, as required in the context of the business and sector for it to function effectively and those actually available with the Board have been identified by the Board of Directors.

Chart/Matrix of such core skills/expertise/competencies is given in the Table below:

S. No.	Areas of Skills/ Expertise/ Competence	Name of Directors						
		Mr. K.V. Pradeep	Mr. Chillapagari Laxmi Rajam	Mr. Peketi Rajesh Reddy	Mr. M. Gopala Krishna	Mr. B. Appa Rao	Justice Mrs. Gyan Sudha Misra (Retd)	Mrs. Chintalapudi Lakshmi Kumari
1.	Leadership	✓	✓	✓	✓	✓	✓	✓
2.	Strategy	✓	✓	✓	✓	✓	✓	✓
3.	Operations	✓	✓	✓	✓	✓	✓	✓
4.	Technology	✓	✓	✓	✓	✓	✓	✓
5.	Finance	✓	✓	✓	✓	✓	✓	✓
6.	Governance	✓	✓	✓	✓	✓	✓	✓
7.	Government/ Regulatory Affairs	✓	✓	✓	✓	✓	✓	✓

#### e) Independent Directors

The Independent Directors of the Company have been appointed in terms of the requirements of the applicable provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015 after considering their management expertise and wide range of experience. In the opinion of the board, the independent directors fulfil the conditions specified in SEBI (LODR) Regulations, 2015 and they are Independent of the management.

No Independent Director resigned during the Financial Year 2021-22. Pursuant to a notification dated 22<sup>nd</sup> October, 2019 issued by the Ministry of Corporate Affairs, all Independent directors have completed the registration with the Independent Directors Databank. Requisite disclosures have been received from the directors in this regard.

One separate meeting of Independent Directors of the Company was held during the financial year on 4<sup>th</sup> March, 2022 in that meeting the Independent Directors:

- i) Reviewed the performance of Non-Independent Directors and Board as whole.
- ii) Reviewed the performance of Executive Directors and the Chairman of the Board.
- iii) Assessed the quality, quantity and timeliness of flow of information between the Company management and the Board.
- iv) All Independent Directors were present at the Meeting.

#### f) Familiarization Programme for Independent Directors

The Independent Directors of the Company are eminent personalities having wide experience in the field of business, finance, education, industry, commerce and administration. Their presence on the Board has been advantageous and fruitful in taking business decisions.

Independent Directors have been appointed as per the applicable provisions of the Companies Act, 2013 and the applicable Regulations of Securities and Exchange Board of India (LODR) Regulations, 2015, after considering their management expertise and wide range of experience. All Independent Directors who are in the Board, have been given induction and orientation training with respect to the Company's vision, strategic direction, core values, including ethics, corporate governance practices, financial matters, business operations, their roles, rights, responsibilities in the Company, Code for the Independent Directors and the Board Members,

updates on business model, nature of industry, operations and financial performance of the Company along with the significant developments in the Company, policies of the Company on Corporate Social Responsibility, Remuneration Criteria, Vigil Mechanism, Related Party Transactions, Risk Management etc., updates on significant amendments in corporate and other laws and its impact on the Company. All Independent Directors were also requested to access the necessary documents, brochures, Code of Ethics & Business Conducts, Letter of Appointments, Annual Reports and Internal Policies available at our website [www.olectra.com](http://www.olectra.com) to enable them to familiarize with the Company's procedures and practices.

Periodic presentations are made by Senior Management and Internal Auditors at the Board/Committee meetings on business and performance updates of the Company, global business environment, business risks and its mitigation strategy, impact of regulatory changes on strategy etc.

A formal familiarization programme was conducted about the amendments in the Companies Act, Rules prescribed thereunder, SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, SEBI (Prohibition of Insider Trading) Regulations, 2015, SEBI (Substantial Acquisition of shares and Takeovers) Regulations, 2011 and all other applicable laws to the Company.

It is the general practice of the Company to notify the changes in all the applicable laws from time to time in Board Meetings conducted.

The details of the Familiarization Programme for Independent Directors is disclosed on the Company's website at <https://olectra.com/other-disclosures/>.

## COMMITTEES OF THE BOARD

Currently, there are 5 Board Committees – Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, Risk Management Committee and Corporate Social Responsibility Committee. The terms of reference of the Board Committees are determined by the Board from time to time in terms of the applicable regulations. The following are the details of the respective committees and its meetings during the year.

### 1) Audit Committee

#### a) Composition, Names of Members and Chairperson

As on 31<sup>st</sup> March, 2022 the Audit Committee had 3 (Three) Independent Directors and an Executive Director of the Company.

The Company Secretary acts as the Secretary to the Audit Committee. Six (6) Audit Committee Meetings were held during the Financial Year 2021-22 i.e., 16<sup>th</sup> June 2021, 29<sup>th</sup> July, 2021, 25<sup>th</sup> August, 2021, 9<sup>th</sup> November, 2021, 29<sup>th</sup> January, 2022 and 4<sup>th</sup> March, 2022:

Name	Category	Designation	No. of meetings attended
Mr. B. Appa Rao	Independent Director	Chairperson	6/6
Mr. M. Gopalakrishna	Independent Director	Member	6/6
Mr. K.V. Pradeep	Managing Director	Member	5/6
Mrs. Ch. Lakshmi Kumari <sup>®</sup>	Independent Director	Member	1/2

<sup>®</sup>Mrs. Ch. Lakshmi Kumari, Independent Director, was appointed as a member of Audit Committee w.e.f 29<sup>th</sup> January, 2022.

## b) Terms of reference

The terms of reference of the Audit Committee are as per Regulation 18 of SEBI (LODR) Regulations, 2015 read with Section 177 of the Companies Act, 2013. They are as follows:

- i) Recommend appointment, remuneration and terms of appointment of auditors of the Company;
- ii) Approve payment to statutory auditors for any other services rendered by them;
- iii) Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- iv) Examine the financial statement(s) and the auditors' report thereon;
- v) Approve or any subsequent modification of transactions of the Company with related parties;
- vi) Oversight the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- vii) Review, with the management, the quarterly financial statements before submission to the Board for approval;
- viii) Review, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a) matters required to be included in the Director's Responsibility Statement to be included in the Board's Report in terms of Section 134(3)(c) of the Companies Act, 2013;
  - b) changes, if any, in accounting policies and practices and reasons for the same;
  - c) major accounting entries involving estimates based on the exercise of judgment by management;
  - d) significant adjustments made in the financial statements arising out of audit findings;
  - e) compliance with listing and other legal requirements relating to financial statements;
  - f) disclosure of any related party transactions;
  - g) modified opinion(s) in the draft audit report;
- ix) Review, with the management, the statement of uses/application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the board to take up steps in this matter;
- x) Scrutinize inter-corporate loans and investments;
- xi) Valuation of undertakings or assets of the Company, wherever it is necessary;
- xii) Evaluate internal financial controls and risk management systems;
- xiii) Review with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- xiv) Review the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- xv) Discuss with internal auditors of any significant findings and follow up there on;
- xvi) Review the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- xvii) Discuss with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;



- xviii) Look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- xix) Review the functioning of the whistle blower mechanism;
- xx) Approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
- xxi) Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/amendment or modification as may be applicable;
- xxii) Reviewing the utilization of loans and/ or advances from/investment by the Holding Company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances/investments existing as on the date of coming into force of this provision;
- xxiii) Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the listed entity and its shareholders.
- xxiv) Review management discussion and analysis of financial condition and results of operations;
- xxv) Review management letters/letters of internal control weaknesses issued by the statutory auditors;
- xxvi) Review internal audit reports relating to internal control weaknesses;
- xxvii) Review the appointment, removal and terms of remuneration of the chief internal auditor;
- xxviii) Review statement of deviations:
  - a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (LODR) Regulations, 2015;
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (LODR) Regulations, 2015.

## II) Nomination and Remuneration Committee (NRC)

### a) Composition, Names of Members and Chairperson

As on 31<sup>st</sup> March, 2022, the Nomination and Remuneration Committee (NRC) had Four Independent Directors. The Company Secretary acts as the Secretary to the NRC. Six (6) NRC meetings were held during the Financial Year 2021-22 i.e., 12<sup>th</sup> May, 2021, 29<sup>th</sup> July, 2021, 25<sup>th</sup> August, 2021, 28<sup>th</sup> October, 2021, 29<sup>th</sup> January, 2022 and 4<sup>th</sup> March 2022.

Name	Category	Designation	No. of meetings attended
Mr. B. Appa Rao	Independent Director	Chairperson	6/6
Mr. M. Gopalakrishna	Independent Director	Member	6/6
Justice Mrs. Gyan Sudha Misra (Retd.)	Independent Director	Member	5/6
Mrs. Ch. Lakshmi Kumari <sup>®</sup>	Independent Director	Member	3/4
Mr. K V Pradeep <sup>§</sup>	Managing Director	Member	2/2

<sup>®</sup> Mrs. Ch. Lakshmi Kumari, Independent Director, was appointed as a member of Nomination and Remuneration Committee w.e.f. 29<sup>th</sup> July, 2021. She attended Three meetings of Nomination and Remuneration Committee held on 25<sup>th</sup> August, 2021, 28<sup>th</sup> October, 2021 and 4<sup>th</sup> March, 2022.

<sup>§</sup> During the year under review, Mr. K.V. Pradeep, on being appointed as a Managing Director of the Company w.e.f. 29<sup>th</sup> July, 2021, vacated the position of Member of the Committee and his position was replaced by Mrs. Ch. Lakshmi Kumari.

## b) Terms of reference

The terms of reference of the Nomination and Remuneration Committee are as per Regulation 19 of SEBI (LODR) Regulations, 2015 read with Section 178 of the Companies Act, 2013. They are as follows:

- Formulate the criteria for determining qualifications, attributes, and independence of a director.
- Identify the persons who are qualified to become Directors and who may be appointed in senior management in accordance with criteria laid down, recommend to the Board their appointment and removal.
- Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- Devising a policy on diversity of Board of Directors.
- Recommend to the Board appointment and removal of Directors and senior management and carryout evaluation of every Director`s performance.
- Review the remuneration policy of the Company, relating to the remuneration for the Directors, Key Managerial Persons and other employees from time to time.
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of Independent Directors.
- Recommend to the board, all remuneration, in whatever form, payable to senior management.

## c) Performance Evaluation

Pursuant to the provisions of the Companies Act, 2013 and Securities and Exchange Board of India (LODR) Regulations, 2015, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as

well as the evaluation of the working of its Audit, Nomination and Remuneration Committees.

A structured questionnaire was prepared after taking into consideration various parameters such as attendance and participation in meetings, monitoring corporate governance practices, independence of judgment, culture, execution and performance of specific duties, obligations and safeguarding the interests of the Company etc.

A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. The Directors expressed their satisfaction with the evaluation process.

### ➤ **Separate Meeting of Independent Directors:**

The Independent Directors of the Company at its meeting held on 4<sup>th</sup> March, 2022

- (a) reviewed the performance of the Non-Independent Directors and Board,
- (b) reviewed the performance of the Chairperson of the Board of the Company and
- (c) assessed the quality, quantity and timeliness of flow of information between the Company management and the Board. All the Independent Directors attended the meeting.

The Members of the Committee evaluated the performance of all the Directors. The Independent Directors decided that since the performance of the Non- Independent Directors is good, the term of their appointment be continued.

The Independent Directors after reviewing the performance of the Chairman decided that the Chairman has good experience, knowledge and understanding of the Board's functioning and his performance is excellent.

The Independent Directors decided that the information flow between the Company's Management and the Board is good.

➤ **Evaluation by Board:**

The Board carried out the annual performance evaluation of its own performance, the Directors individually (excluding the director being evaluated) as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, effectiveness in developing Corporate Governance structure to fulfil its responsibilities, execution and performance of specific duties etc. The Board decided that the performance of Individual Directors, its own performance and working of the committees is good.

All Independent Directors have furnished a declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act and the Securities and Exchange Board of India (LODR) Regulations, 2015.

➤ **Evaluation by Nomination and Remuneration Committee:**

The performance evaluation criteria for all the Directors are determined

by the Nomination and Remuneration Committee. An indicative list of factors on which evaluation was carried out includes participation and contribution by a Director, commitment, effective deployment of knowledge and expertise, integrity and maintenance of confidentiality and independence of behaviour and judgment.

**d) Board Diversity:**

Pursuant to the relevant provisions of the Companies Act, 2013 and Regulation 19(4) read with Part D of Schedule II of SEBI (LODR) Regulations 2015, the Company has framed a policy on Board diversity, pursuant to that policy, the Company is having optimum combination of Directors from the different areas / fields like Production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development, Human Resources etc. Further, Board also consists of four Independent Directors, two of whom are Woman Directors having vast experience in different areas including finance.

**e) Remuneration of Directors**

➤ **Policy for selection and appointment of Directors/KMPs and their Remuneration;**

The Nomination and Remuneration Committee has adopted a policy namely Nomination and Remuneration Policy which, inter alia, deals with the manner of selection of Board of Directors, Managing Director & KMP's, evaluation of their performance and to fix their remuneration. The policy is hosted on the website of the Company <https://olectra.com/policies/>.

➤ **Remuneration**

The Non-Executive Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board

meetings. Commission may be paid within monitoring limit approved by the shareholders subject to the limit not exceeding 1% of the profits of the Company computed as per applicable provisions of the Act.

A Non-Executive Director shall be entitled to receive sitting fees for each meeting of the Board attended by him/her, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014;

Apart from receiving the Sitting Fees from the Company, the Non-Executive Directors do not have any pecuniary relationship or transactions with the Company.

➤ **CEO/Executive Director – Criteria for selection/appointment**

For the purpose of selection of the CEO/Executive Director including Managing Director, the Nomination and Remuneration Committee shall identify persons of integrity who possess relevant expertise, experience and leadership qualities required for the position and shall take into consideration recommendation, if any, received from any member of the Board. The Committee will also ensure that the incumbent fulfils such other criteria with regard to age and other qualifications as laid down under the Companies Act, 2013 or other applicable laws.

➤ **Remuneration for the CEO/Executive Director**

At the time of appointment or reappointment, the CEO/Executive Director including Managing Director shall be paid as may be recommended

by the Nomination and Remuneration Committee and such remuneration as may be mutually agreed between the Company and the concerned appointee within the overall limits prescribed under the Companies Act, 2013.

The remuneration shall be subject to the approval of the Members of the Company (if necessary) in General Meeting.

The remuneration of the CEO, Executive Director including Managing Director, comprises only either in the form of fixed component or commission. The fixed component comprises salary, allowances, perquisites, amenities and retiree benefits.

➤ **Remuneration Policy for the Senior Management Employees**

In determining the remuneration of the Senior Management Employees (as per the Nomination & Remuneration Policy of the Company) the Nomination and Remuneration Committee shall ensure the relationship of remuneration and performance benchmark is clear.

The Managing Director will carry out the individual performance review based on the standard appraisal matrix and shall take into account the appraisal score card and other factors mentioned herein above, whilst recommending the annual increment and performance incentive to the Nomination and Remuneration Committee for its review and approval.

- a) All pecuniary relationship or transactions of the Non-Executive Directors:

The Company has not entered into any pecuniary transactions (including stock options) with the Non-Executive Directors.

b) Remuneration and Sitting Fees paid to Directors during the Financial Year 2021-22:

The total remuneration paid to Non-Executive Directors of the Company during FY 2021-22 is as under:

Name of the Director	Sitting Fees (Rs.)	
	Board Meetings	Committee Meetings
Mr. M. Gopalakrishna	4,00,000	3,00,000
Mr. B. Appa Rao	4,00,000	3,00,000
Justice Mrs. Gyan Sudha Misra (Retd.)	4,00,000	1,25,000
Mrs. Chintalapudi Lakshmi Kumari	4,00,000	1,00,000
Mr. K.V. Pradeep <sup>@</sup>	1,50,000	1,00,000
Mr. Chilappagari Laxmi Rajam	50,000	-
Mr. Peketi Rajesh Reddy	1,50,000	-

<sup>@</sup>Mr. K.V. Pradeep has been appointed as a Managing Director w.e.f. 29<sup>th</sup> July, 2021.

The total remuneration paid to Managing Director and Executive Director of the Company during the Financial Year 2021-22 is as under:

Details	Rs. in Lakhs	
	Mr. K.V. Pradeep (Managing Director) *	Dr. P.V. Ramesh (Managing Director) <sup>&amp;</sup>
Gross Salary		
a) Salary as per Sec 17(1) of The Income Tax Act, 1961	124.38	11.00
b) Value of perquisites as per Sec 17(2) of The Income Tax Act, 1961	-	-
c) Profits in lieu of salary as per Sec 17(3) of The Income Tax Act, 1961	-	-
Stock Option	-	-
Sweat Equity	-	-
Commission	-	-
- As a % of Profit		
- Others, specify		
Others, please specify Employer Contribution to PF	-	-
Total Remuneration	124.38	11.00

\*Appointed as a Managing Director w.e.f. 29<sup>th</sup> July, 2021.

<sup>&</sup>Resigned w.e.f 12<sup>th</sup> May, 2021

There was no Employee Stock Option Scheme during the Financial Year ended 31<sup>st</sup> March, 2022.

Based on the recommendation of Nomination and Remuneration Committee, Board of Directors in their meeting held on 25<sup>th</sup> June, 2022 (subject to approval of the members of the Company and such

other consents or approvals as may be required), approved to increase the remuneration payable to Mr. K. V. Pradeep, Managing Director of the Company to Rs. 29,16,667 (Twenty Nine Lakhs Sixteen Thousand Six Hundred and Sixty Seven Rupees only) Per Month w.e.f. 01<sup>st</sup> April, 2022 on the following terms and conditions,:

1. Tenure: 3 (Three) years w.e.f. 29<sup>th</sup> July, 2021.
2. Salary of Rs. 15,71,544/- Per Month (Rupees Fifteen Lakhs Seventy-One Thousand Five Hundred and Forty-Four only) Per Month .

Perquisites/Allowances

- i) House Rent Allowance at Rs. 6,28,617/- Per Month (Rupees Six Lakhs Twenty-Eight Thousand Six Hundred and Seventeen only).
- ii) Other allowances including for Leave Travel, Conveyance, Subscription to Professional Journals and Medical costs etc. not exceeding Rs. 7,16,506 /- Per Month (Rupees Seven Lakhs Sixteen Thousand Five Hundred and Six only).
- iii) Company's contribution towards Provident Fund and payment of Gratuity as per applicable laws. Such contribution to the Provident Fund to the extent it singly or together are not taxable under the Income Tax Act, 1961 and towards gratuity at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included in the computation of the ceiling on remuneration specified in Section II of Part II of Schedule-V to the Companies Act, 2013.
- iv) Provision of car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be chargeable to Mr. K.V. Pradeep.

No stock options have been given to Mr. K.V. Pradeep. He is not holding any equity shares in the company.

### III) Stakeholders' Relationship Committee

The Stakeholders' Relationship Committee specifically considers and resolves all grievances of shareholders including complaints related to transfer/transmission of shares, loss of share certificates, non-receipt of annual report and non-receipt of declared dividend.

#### a) Composition, Name of Members and Chairperson

As on 31<sup>st</sup> March, 2022, the Stakeholders' Relationship Committee had 2 Independent Directors and a Executive Director of the Company. The Company Secretary Mr. P. Hanuman Prasad, acts as the Secretary and he is also designated as Compliance Officer pursuant to the requirements of Listing Regulations.

Four (4) Stakeholders' Grievance Committee meetings were held during the Financial Year 2021-22 i.e., 16<sup>th</sup> June, 2021, 29<sup>th</sup> July, 2021, 9<sup>th</sup> November, 2021 and 29<sup>th</sup> January, 2022.

Name	Category	Designation	No.of meetings attended
Mr. B. Appa Rao	Independent Director	Chairperson	4/4
Mr. M. Gopalakrishna	Independent Director	Member	4/4
Mr. K.V. Pradeep	Managing Director	Member	4/4

**b) Number of Shareholder complaints received and redressed during the Financial Year 2021-22:**

Particulars	No. of Complaints
No. of shareholders' complaints as on 1 <sup>st</sup> April, 2021	0
No. of shareholders' complaints received during 2021-22	0
No. of shareholders' complaints not solved to their satisfaction	0
No. of shareholders' complaints pending as on 31 <sup>st</sup> March, 2022	0

**IV) Risk Management Committee**

Regulation 21 of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 mandates constitution of the Risk Management Committee. The Committee is required to lay down the procedures to inform the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company. During the financial year 2021-22, two meetings of the Risk Management Committee were held on 29<sup>th</sup> January, 2022 and 4<sup>th</sup> March, 2022.

**a) Composition, Names of Members and Chairperson**

Composition of the Risk Management Committee as on 31<sup>st</sup> March, 2022 is as follows:

Name	Category	Designation	No. of Meetings attended
Mr. M. Gopalakrishna	Independent Director	Chairman	2/2
Mr. K.V. Pradeep	Managing Director	Member	2/2
Mr. Shunmugavel H.	Vice President – E-bus Division	Member	2/2

**b) Terms of reference**

The terms of reference of the Risk Management Committee as per Regulation 21 of SEBI (LODR) Regulations, 2015 are as follows:

1. To assist the Board in formulating the Risk Management Plan and Practices.
2. To monitor and review Risk Management Plan and practices of the Company as approved by the Board.
3. To formulate a detailed risk management policy which shall include:
  - i) A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  - ii) Measures for risk mitigation including systems and processes for internal control of identified risks.
  - iii) Business continuity plan.
4. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
5. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

6. To periodically review the risk management policy, at least once in two years or as necessary including consideration of the changing industry dynamics and evolving complexity;
7. To keep the board of directors informed periodically about the nature and content of its discussions, recommendations and actions to be taken;
8. To review the appointment, removal and terms of remuneration of the Chief Risk Officer(if any)."

## GENERAL BODY MEETINGS

### a) Location and time, where last three Annual General Meetings held:

Year	Location	Date	Time
2020-21	The Meeting was held through Video conferencing/ Other Audio Visual Means at S-22, 3 <sup>rd</sup> Floor, Technocrat Industrial Estate, Balanagar, Hyderabad-500037	27.09.2021	12.30 P.M.
2019-20	The Meeting was held through Video conferencing/ Other Audio Visual Means at S-22, 3 <sup>rd</sup> Floor, Technocrat Industrial Estate, Balanagar, Hyderabad-500037	12.09.2020	11.30 A.M
2018-19	Plot No:1 & 9, Phase II, IDA, Cherlapally, Hyderabad – 500 051	09.09.2019	03.30 P.M

### b) Special resolution passed in the previous three Annual General Meetings:

AGM	Special resolution
2020-21	<ol style="list-style-type: none"> <li>1. Appointment of Mr. Venkateswara Pradeep Karumuru (Mr. K.V. Pradeep) (DIN: 02331853) as Managing Director.</li> <li>2. Alteration of The Articles of Association of the Company.</li> <li>3. Ratification of appointment and remuneration paid to Dr. P.V. Ramesh (DIN: 02836069) as Managing Director.</li> </ol>
2019-20	To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013:
2018-19	<ol style="list-style-type: none"> <li>1. Re-appointment of Mr. M. Gopalakrishna as an independent director.</li> <li>2. Re-appointment of Mr. B. Appa Rao as an Independent Director.</li> <li>3. Sale, Transfer or Disposal of shares held by the Company in Evey Trans Private Limited, Wholly Owned Subsidiary Company.</li> <li>4. Approval for Conversion of Loan(s) Into Equity.</li> </ol>

### c) Whether any Extra-Ordinary General meeting held:

During the year under review no Extraordinary General Meeting was held.

### d) Whether any special resolution passed last year through postal ballot:

During the year under review, no postal ballot was conducted.



## MEANS OF COMMUNICATION

- Quarterly Results: The Quarterly Unaudited and the Annual Audited Financial Results as approved and taken on record are immediately intimated to the stock exchanges, where the equity shares of the Company are listed.
- Newspapers wherein results normally published: The Financial Express (National Newspaper) and Nava Telangana (Regional newspaper)
- Website, where displayed : [www.olectra.com](http://www.olectra.com)
- Whether it also displays official news releases: In addition to Financial Results, all material events have been disclosing to the Stock Exchanges and the same are being placed in the Company's website.
- Presentations made to institutional investors or to the analysts :

The Schedule of Earning Calls, Analyst/Institutional Investors' meet, presentation made thereat, Audio Recordings, Transcripts are filed with the National Stock Exchange India Limited and BSE Limited. The same are also available on the Company's website at <https://olectra.com/investor-grievances/>.

## GENERAL SHAREHOLDER INFORMATION

- Annual General Meeting will be held on Monday, the 27<sup>th</sup> September, 2022 at 12:30 P.M. through Video Conference/ Other Audio Visual Means (e- AGM)
- Financial Year : 01<sup>st</sup> April, 2021 to 31<sup>st</sup> March, 2022
- Dividend Payment date: before 27<sup>th</sup> October, 2022
- Listing on Stock Exchanges:

Stock Exchange	Address	Security id / Symbol	Scrip Code	ISIN
BSE Limited (BSE)	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001	OLECTRA	532439	INE260D01016
National Stock Exchange of India Limited (NSE)	Exchange Plaza, Bandra- Kurla Complex, Bandra (E), Mumbai-400 051	OLECTRA	NA	

The Annual Listing Fee for the FY 2022-23 were paid to both the Stock Exchanges.

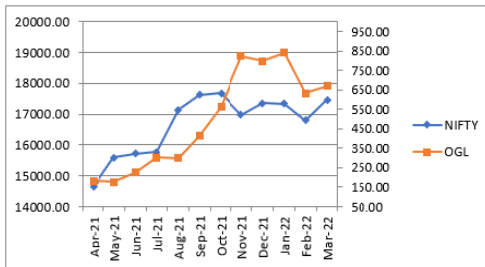
- Market Price Data – high, low and the volume of shares traded during each month in last Financial Year 2020-21 – on BSE and NSE:

2021-22	BSE			NSE		
	High (Rs.)	Low (Rs.)	Volume Traded (Nos)	High (Rs.)	Low (Rs.)	Volume Traded (Nos)
April 2021	228.40	179.50	7,90,965	228.40	178.20	62,85,275
May 2021	195.00	169.00	9,89,538	193.95	169.10	43,37,260
June 2021	226.50	170.00	38,32,194	226.50	166.10	1,90,68,607
July 2021	301.60	221.20	31,13,565	303.35	221.20	1,45,78,818
August 2021	348.95	275.70	16,39,016	344.00	274.55	67,25,338
September 2021	443.50	290.55	12,91,502	447.75	295.00	1,14,39,989
October 2021	602.10	404.25	9,29,593	598.90	406.00	54,56,158
November 2021	912.00	560.00	10,50,615	907.70	568.00	75,94,738

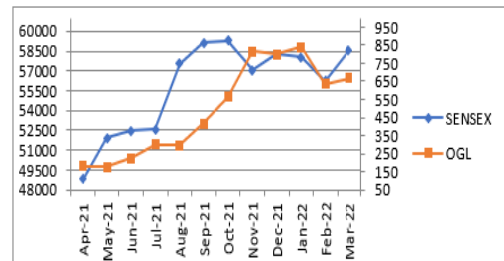
2021-22	BSE			NSE		
Month	High (Rs.)	Low (Rs.)	Volume Traded (Nos)	High (Rs.)	Low (Rs.)	Volume Traded (Nos)
December 2021	940.45	740.00	4,74,376	941.20	743.50	39,12,072
January 2022	880.00	725.95	7,89,614	877.80	725.15	43,00,584
February 2022	887.15	577.65	10,92,998	888.80	575.40	52,39,737
March 2022	699.95	565.00	9,36,182	697.00	566.00	38,30,737

## Share Performance

Olectra Greentech Limited Vs NIFTY



Olectra Greentech Limited Vs SENSEX



f) The securities of the Company are not suspended from trading.

### g) Registrar and Share Transfer Agents:

M/s. Aarathi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500 029, is the Registrar and Share Transfer Agent of the Company. Phone No: 040-27638111, 27634445; Fax No: 040-27632184, e-mail: [info@aarthiconsultants.com](mailto:info@aarthiconsultants.com).

### h) Share Transfer System

Registrar and Share Transfer Agent, M/s. Aarathi Consultants Private Limited, handles share transfer under the overall supervision of the Stakeholder's Relationship Committee of the Company.

As per press release (PR No.: 49/2018) by Securities Exchange Board of India dated 03<sup>rd</sup> December, 2018, read with SEBI circulars dated 06<sup>th</sup> November, 2018, 07<sup>th</sup> September, 2020, 02<sup>nd</sup> December, 2020, Regulation 40(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, shares which are lodged for transfer are mandatorily to be held in dematerialized form w.e.f. 01<sup>st</sup> April, 2019.

Members may please note that SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated November 03<sup>rd</sup> 2021, read together with SEBI Circular SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/687 dated December 14, 2021, mandates all the listed companies to record PAN, Address with PIN Code, E-mail ID, Mobile Number, Bank Account Details, Specimen Signature and Nomination by holders of physical securities. Shareholders were requested to ensure the above details are updated with the RTA before April 1, 2023, since folios for which the above details are not available thereafter shall be marked frozen and the RTA shall not be able process any service requests or complaints received from the holder(s)/ claimant(s), till PAN, KYC details and Nomination Documents/details are updated. Accordingly, requisite communication has been sent to the Physical Shareholders to update the requisite KYC details.

Further, SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the Listed Companies to issue securities in demat form only while

processing service requests viz. Issue of duplicate securities certificate, claim from Unclaimed Suspense Account, Renewal/Exchange of securities certificate, Endorsement, Sub-division/ Splitting of securities certificate, Consolidation of securities certificates/folios, Transmission and Transposition. Accordingly, Shareholders are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website under the weblink at <https://olectra.com/investor-service-request/> and on the website of the Company's RTA at <https://www.aarthiconsultants.com/>. It may be noted that any service request can be processed only after the folio is KYC compliant. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or RTA, for assistance in this regard.

Trading of equity shares on BSE and NSE is permitted only in dematerialized form.

**i) Distribution of Shareholding as on 31<sup>st</sup> March, 2022:**

i) According to Category of Shareholders:

Category	No. of shares	% to share capital
Promoters	4,10,53,000	50.02%
Foreign portfolio Investors	71,81,856	8.75%
FIs / Banks	29,259	0.04%
NBFCs Registered with RBI	4,000	0.00%
Private Corporate Bodies	69,87,285	8.51%
Indian Public	2,58,64,770	31.51%
NRIs / OCBs	5,78,101	0.70%
Clearing Members	1,33,980	0.16%
IEPF	2,43,154	0.30%
Trust	5,280	0.01%
Foreign National	52	0.00%
<b>Total</b>	<b>8,20,80,737</b>	<b>100.00%</b>

ii) According to number of equity shares held:

Category	No. of Shareholders		No. of Shares	
	Total	%	Total	%
1 – 5000	1,16,303	97.97	81,13,214	9.88
5001 – 10000	1,120	0.94	20,48,452	2.50
10001 – 20000	625	0.53	22,86,359	2.79
20001 – 30000	178	0.15	10,84,368	1.32
30001 – 40000	142	0.12	12,94,984	1.58
40001 – 50000	65	0.05	7,39,758	0.90
50001 – 100000	126	0.11	22,56,808	2.75
100001 and above	158	0.13	6,42,56,794	78.28
<b>Total</b>	<b>1,18,717</b>	<b>100.00</b>	<b>8,20,80,737</b>	<b>100.00</b>

**j) Dematerialization of shares and liquidity:**

8,20,08,969 equity shares i.e. 99.91% of the Company's shares are dematerialized as on 31<sup>st</sup> March, 2022.

k) Outstanding Global Depository Receipts or American Depository Receipts or Warrants or any Convertible Instruments, conversion date and likely impact on equity: Nil

**l) Plant Location:**

**UNIT – I**

Plot No.1 & 9, IDA, Phase II, Cherlapally, Hyderabad-500 051.

**UNIT – II**

Plot No. L-19, L-23, Green Industrial park, Polepally Village, Jadcherla, Mahbubnagar-509302.

**m) Address for Correspondence**

The Company Secretary Olectra Greentech Limited

S-22, 3<sup>rd</sup> floor, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana-500037.

Email id; [cs@olectra.com](mailto:cs@olectra.com)

n) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year – During FY 2021-22 credit rating has been upgraded to BBB+ positive outlook from BBB+ stable outlook by ICRA and there is no change in the credit rating from IND ratings (i.e. remains continued as BBB+ stable outlook).

**OTHER DISCLOSURES**

a) As per the Accounting Standards issued by the Institute of Chartered Accountants of India, details of related party transactions are at Schedule 33 of Notes to Accounts. However, these transactions are not likely to have potential conflict with the interests of the Company at large.

b) There were no non-compliances by the Company on any matter related to Capital Markets during the last three years.

c) In pursuant to the provisions of the Section 177 (9) & (10) of the Companies Act, 2013 read with Regulation 22 of Securities Exchange Board of India (LODR) Regulations, 2015, the Board adopted a Vigil Mechanism called 'Whistle Blower Policy' for Directors and employees to report genuine concerns viz., unethical behaviour, actual or suspected, fraud or violation of Company's code of conduct or ethics policy to the Audit Committee of the Company. The Vigil Mechanism Policy provides adequate safeguards against victimization of employees who avail of the mechanism, in addition to direct access to the Chairman of the Audit committee in appropriate or exceptional cases. No person has been denied access to the Chairman of the Audit Committee.

d) The Company has complied with all the mandatory requirements of SEBI (LODR) Regulations, 2015.

The directors have taken cognizance of the non-mandatory requirements of Regulation 27 of SEBI (LODR) Regulations, 2015 and shall adopt the same at appropriate time.

e) The policy on dealing with related party transactions is displayed on the website of the Company and its web link is <https://olectra.com/policies/>.

f) The Company is not required to disclose commodity price risks and commodity hedging activities since it is not involved into them.

g) Details of utilization of funds raised through preferential allotment:

Pursuant to Regulation 32 (1) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we hereby inform you, that there is no deviation or Variation in use of the funds raised from MEIL Holdings Limited and Goldstone Power Private Limited against issue of equity shares as well as warrants on preferential basis.

- h) A certificate from M/s. VCSR & Associates, Practicing Company Secretaries, stating that none of the Directors on the board of the Company have been debarred or disqualified from being appointed or continuing as Directors of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority is annexed to the Corporate Governance Report.
- i) During the Financial Year 2021-22, the Board has accepted all the recommendations of its Committees.
- j) Total fees for all services paid by the Company and its subsidiaries, on a consolidated basis, to the statutory auditor and all entities in the network firm/network entity of which the statutory auditor is a parties given below:

(Rs. in Lakhs)

Particulars	31-Mar-2022
Statutory audit fee (including limited review)	8.25
<b>Total</b>	<b>8.25</b>

- k) No. of complaints received and redressed by the Internal Complaints Committee regarding Sexual Harassment under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 during the Financial Year 2021-2022:

Particulars	No. of Complaints
No. of Sexual Harassment Complaints as on 01.04.2021	Nil
No. of Sexual Harassment Complaints received during 2021-2022	Nil
No. of Sexual Harassment Complaints not resolved to their satisfaction.	Nil
No. of Sexual Harassment Complaints pending as on 31.03.2022.	Nil
<b>Total</b>	<b>Nil</b>

- l) Disclosures in Relation to Loans and Advances in the Nature of Loans to Firms/Companies in which Directors are interested by the Company and its Subsidiaries:

Sr. No.	Name of Firm/company to which Loans or Advances have been provided	Amount	Name of the Interested Director	Nature of Interest	Name and Status of the Disclosing Entity
Nil					

- m) In Compliance with Regulation 43A of the SEBI (LODR) Regulations, 2015 the Board of Directors of the Company has adopted Dividend distribution policy of the Company. The said policy is available on the Company's website <https://olectra.com/policies/>.

#### Disclosure as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015:

The status of compliance with discretionary requirements as specified in Part E of Schedule II of SEBI (LODR) Regulations, 2015 is provided below.

- a. Non-Executive Chairman's Office: The Company has Chairman & Managing Director who is an Executive Chairman.

- b. Shareholders' Rights: The quarterly and half yearly financial performance are submitted to the Stock Exchange(s), published in newspapers and hosted on the website of the Company. Even the significant events are promptly and immediately informed to the Stock Exchange(s). Hence, none of these are sent to the shareholders separately.
- c. Modified opinion(s) in audit report: The Company's Financial Statements for the year 2021-22 do not contain any audit qualifications.
- d. Reporting of Internal Auditor: The Internal Auditors report directly to the Audit Committee.

#### **Compliance with Corporate Governance:**

The Company has complied with the Corporate Governance requirements specified in Regulations 17 to 27 and Regulation 46 (2)(b) to (i) of SEBI (LODR) Regulations, 2015.

#### **Certificate from Managing Director and Chief Financial Officer of the Company**

The Compliance Certificate, as specified in Part B of Schedule II under Regulation 17(8) of Securities and Exchange Board of India (LODR) Regulations, 2015 from the Chairman & Managing Director and Chief Financial Officer was placed before the Board of Directors of the Company in its meeting held on 02<sup>nd</sup> May, 2022 is annexed to the Corporate Governance Report.

#### **Declaration signed by Managing Director**

The Declaration, in terms of Part D of Schedule V of Securities and Exchange Board of India (LODR) Regulations, 2015 from the Managing Director is annexed to the Corporate Governance Report.

#### **Compliance Certificate from Secretarial Auditor of the Company**

The Company has obtained, in terms of Part E of Schedule V of Securities and Exchange Board of India (LODR) Regulations, 2015, a Compliance Certificate from secretarial auditor of the Company is annexed to the Corporate Governance Report.

Disclosure with respect to Demat suspense account/unclaimed suspense account: As on 31<sup>st</sup> March, 2022 shares in Demat Suspense Account and /or Unclaimed Suspense Account are Nil.

#### **For and on behalf of the Board**

Sd/-

**K.V. Pradeep**

Chairman & Managing Director

DIN: 02331853

Sd/-

**Peketi Rajesh Reddy**

Director

DIN: 02758291

Place: Hyderabad

Date: 01<sup>st</sup> September, 2022

## CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members

**Olectra Greentech Limited**

Hyderabad

We, M/s. VCSR & Associates, Company Secretaries have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s. OLECTRA GREENTECH LIMITED having CIN: L34100TG2000PLC035451 and having registered office at S-22, 3rd Floor, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana - 500037 India (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2022 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority

S.No.	Name of the Director	DIN	Designation
1.	Mr. Venkateswara Pradeep Karumuru	02331853	Chairman & Managing Director
2.	Mr. Boppudi Apparao	00004309	Independent Director
3.	Mr. Gopala krishna Muddusetty	00088454	Independent Director
4.	Justice Mrs. Gyan Sudha Misra	07577265	Independent Director
5.	Mrs. Lakshmi Kumari Chintalapudi	09023799	Independent Director
6.	Mr. Rajam Laxmi Chilappagari	00029156	Director
7.	Mr. Rajesh Reddy Peketi	02758291	Director

Ensuring the eligibility of for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For VCSR & Associates**  
Company Secretaries

Sd/-

**Ch Veeranjanyulu**

Partner

Place: Hyderabad  
Date : 23<sup>rd</sup> August, 2022

CP NO. 6392, M No. F6121  
UDIN: F006121D000831099

## **Certificate from Managing Director and Chief Financial Officer**

We, K V Pradeep, Chairman & Managing Director of the Company and B. Sharat Chandra, Chief Financial Officer of the Company, certify that we have reviewed financial statements and the cash flow statement for the year ended 31<sup>st</sup> March, 2022 and to best of our knowledge and belief:

- The statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
- The statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

To the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violation of the Company's code of conduct.

We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

we have indicated to the auditors and the Audit committee:

- (1) significant changes in internal control over financial reporting during the period;
- (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- (3) there were no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the listed entity's internal control system over financial reporting.

Place : Hyderabad  
Date : 2<sup>nd</sup> May, 2022

Sd/-  
**K.V. Pradeep**  
Chairman & Managing Director  
DIN: 02331853

Sd/-  
**B. Sharat Chandra**  
Chief Financial Officer



**ANNUAL DECLARATION BY THE CHAIRMAN & MANAGING DIRECTOR PURSUANT TO THE REGULATION 34(3) READ WITH SCHEDULE V OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, K.V. Pradeep, Chairman & Managing Director of Olectra Greentech Limited, hereby declare that as required by Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, all the members of the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Company's Code of ethics and business Conduct for the Financial Year 2021-22.

**For Olectra Greentech Limited**

Sd/-

**K.V. Pradeep**

Chairman & Managing Director  
DIN: 02331853

Place: Hyderabad  
Date : 2<sup>nd</sup> May, 2022

## **Secretarial Auditors Certificate on compliance of conditions of Corporate Governance as per Regulation 34 read with Schedule V of the SEBI (LODR) Regulation, 2015**

To  
The Members of  
**OLECTRA GREENTECH LIMITED**  
Hyderabad.

We have examined the compliances of requirements of Corporate Governance by **M/s. Olectra Greentech Limited**, for the year ended on 31st March, 2022 as stipulated under regulation 17 to 27, clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of the SEBI (LODR) Regulation, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to review of the procedures and implementations thereof adopted by the Company for ensuring compliance with the conditions of the certificate of Corporate Governance as stipulated in the said Regulations. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management;

We certify that no investor grievances are pending for a period exceeding one month against the Company as per the records maintained by the Company/RTA.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and applicable clauses from (b) to (i) of Regulation 46(2) and para C, D and E of Schedule V the SEBI (LODR) Regulation, 2015.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For For VCSR & Associates**  
Company Secretaries

Sd/-

**Ch Veeranjanyulu**

Partner

CP No. 6392, M No. F6121  
UDIN: F006121D000831187

Place: Hyderabad  
Date: 23<sup>rd</sup> August, 2022

## MANAGEMENT DISCUSSION ANALYSIS AND BUSINESS OUTLOOK

### A) Electric Bus

#### Industry Structure and Development:

Public transport provides easy convenient and economic movement of people and is the backbone of any economy as it contributes to a healthier environment by reducing fuel consumption and improving air quality. It also helps traffic management and enhances work opportunities. One of the critical concerns for governments has been reduction of carbon footprints, we have witnessed this objective as India is a signatory to many multilateral treaties and an active participant committed to achieve a sustainable green planet as its legacy for the future generations. Government has been continuously incentivizing and promoting sustainable growth for a green and clean India. The Government of India for faster adoption of the electric vehicles through various incentives with the objective to promote electric vehicles as a sustainable alternative to the conventional diesel/petrol vehicles viz., Faster Adoption and Manufacturing of Hybrid and Electric Vehicles – I (FAME - I) was Launched in 2017-18 which received enthusiastic response and as such the Government of India launched FAME II in 2019-20 and made it operational till March 2024. Under these schemes the State Transport Undertakings (STUs), Smart Cities, Municipal Corporations and other Govt organizations got financial assistance which helped them to adopt sustainable technological advancement by way of electric buses. It is encouraging electric vehicle transportation in the cities and rural areas. Under FAME and other State Governments schemes and EV policies, the electric bus deployment for public mobility has become a reality and have been picked up for a wider adoption across India.

The Government of India is on a national mission of electric mobility and faster adoption of electric vehicles (EVs). India's 2030 EV ambition as signaled by Niti Aayog, states that only electric vehicles will be sold in India after 2030, demands a cumulative investment of Rs. 12.5 trillion (US\$ 180 billion) for vehicle production and wide spread charging infrastructure. This is also likely to boost the demand of auto components from local manufacturers.

A notable surge in demand for Electric vehicles was witnessed in the financial year 2021-22 when 41 unique govt tenders were floated across India for procurement of 10,195 Nos Electric Buses. This includes aggregated demand of 5,450 Electric Buses by Convergence Energy Services Limited (CESL). Apart from Intracity operations of Electric buses, Intercity requirements were also witnessed during FY 21-22. KSRTC, MSRTC tenders are few to name in this direction. Intercity will open the doors for higher industry potential segments across India.

Electric buses have helped STUs in reducing their capital and operational costs through Gross Cost Contract (GCC)/wet lease contracts without a need for financial arrangements. This helped them to modernize their old fleets to give better service/comfort to the passengers by providing them pollution free travel.

Most of the STUs have understood the technical feasibility, financial soundness, economic viability and operational compatibility of E-Buses, including routes and schedules management leading the transition to Electric Buses. Some other STUs are yet to switch over to Electric Buses.

Covid had adversely impacted the production, supply chain & deployment

of buses in first half of the FY 2021-22, however, the 2<sup>nd</sup> half of the FY witnessed growth in demand, supply and deployment of buses. Private bus sector which was badly hit by Covid has also started recovering. Business enquiry inflow started for Private bus purchases which has higher potential going forward.

The Vision of NITI Aayog that only electric vehicles should be sold in India after 2030 would result in a reduction of 156 million tons in Diesel and Petrol consumption which will help India to save import bill and reduction of carbon foot print.

### **Outlook**

Global volatility and frequent price changes impacted diesel prices in the last financial year. Increase in diesel prices and higher targets for reduction in carbon foot print paved the way for rapid growth and faster transition to Electric Bus market. Central and State Governments have been incentivizing and promoting adoption of EVs.

Convergence Energy Services Limited (CESL) under Grand Challenge1 has successfully aggregated demand for 5,450 electric buses on behalf of various STUs. NITI Aayog has mandated procurement of an additional volume of approximately 50,000 electric buses under Grand challenge 2.0 during the next few years.

The current Climate Policy in India is providing the environment to accelerate the adoption and implementation of the EV movement. The transition to electric buses, requires policy and support of the State Governments, State Transport Undertakings (STUs) and State Transport Corporations. A better understanding of the technology and policy landscape, will accelerate the benefits of quick transition to electric vehicles.

India has approximately 2.45 Lakh public transport buses and need additionally more

than 2 Lakh buses to cater to the demand and to improve ratio of buses per 1000 population which is far below the ratio when compared to countries like China, Brazil, Mexico.

Many states have already announced their respective State EV Policy while other states are expected to do so. All States are focusing on deploying Electric Buses in Public transport. With long range buses, STUs have started working on Intercity Electric buses. State Governments like Maharashtra, Gujarat, Tamilnadu, Telangana, Delhi, Goa, Karnataka are aspiring to completely switch to Electric fleet and are also providing special benefits for electric vehicles. Various Electric vehicle policies have been introduced or under consideration at state level to give upfront subsidies for electric vehicle adoption, setting up of charging stations and exemption of MV tax, registration fees, permit fees and rebates in power tariff for charging which will promote the manufacturing and adoption of EVs on a larger scale.

### **Opportunities**

Public and Private transport fleets are expected early adoption of Electric Buses due to continuous increase in diesel prices. Diesel cost contributes to 40 to 50% of cost per kilometer, hence price increase in diesel will impact very high in the operations.

NITI Aayog mandated Convergence Energy Services Limited (CESL) for an additional procurement of 50,000 Electric buses in the next few years. This number is less than 10% of total buses running in India. The STUs apart from operating city buses are also interested in intercity operations. Similarly, the private operators, mufassil operators, school bus operators, airport transfers and pilgrim/tourist operators etc., are interested in adopting EVs. This is expected to propel huge demand for EVs in the coming years.

Our Company is quickly augmenting its manufacturing capacity in Electric Vehicles to cater to the growing demand for Electric Vehicles in India. The Company has already acquired 150 Acres of Land at Seetharampur, Hyderabad from Telangana State Industrial Infrastructure Corporation (TSIIC) for setting up of a New Green Field EV Manufacturing Facility with an initial capacity of 5000 vehicles per year and expandable to 10,000 vehicles per year. It is also exploring the possibilities of related diversifications.

### **Segment wise Performance**

The Company has been performing well in terms of its market presence and share. It has bagged orders and awarded LOA for 550 Buses in the Financial Year 2020-21 and 400 Buses in the financial year 2021-22. In the recent past the Company has also bagged significant orders for electric buses.

Your Company is a pioneer in bringing Electric Buses to the Indian market and our continuing focus on electric buses highlights our endeavor towards making public transport safe, economical, comfortable and more sustainable by being a pollution free ride with lower operational costs.

During the year, your Company sold 259 E-buses as against 88 e-buses sold in the previous year registering a growth of 194%.

The Company through its extensive R&D has developed an Electric Tipper which is a major breakthrough and the first of its kind in our country and could be a game changer in infrastructure development at relatively lower cost. The Company has successfully begun heavy-duty Electric Tipper trials as part of its initiative to expand its product portfolio into the truck segment.

The Company is continuing with its system improvements and cost reduction exercises without compromising on quality, productivity and improved profitability.

### **Risks, Concerns and Threats**

The Company has bagged several orders despite the impact of Covid 19. Supply chain constraints caused by Covid 19 and recent adversities in international peace due to various on-going conflicts amongst nations; the supply chain for all segments have been adversely impacted (including the supply chain for electric buses). These facts have impacted the streamlining of the supply ecosystem. In the changed international dynamics along with the Covid 19 after effects adversities, uncertainties and economic trends are expected to continue for an some extended period.

To mitigate these concerns, the Company has extended its ecosystem and more tie ups have been made with regard to component suppliers to meet exigent requirements on a timely basis. The Company has been exploring further opportunities of cost-effective production with usage of minimal manpower intervention and adoption of precise Artificial Intelligence based manufacturing process to face the challenge of aggressive pricing for the future orders/tenders. The Company has also been investing on engaging the suitable managerial and skilled manpower for effective and efficient production planning and execution.

### **B) Insulators Industry Outlook**

India is the third largest producer and second largest consumer of electricity in the world and had an installed power capacity of more than 402 GW. Electricity generation reached 1491.85 billion units (BU) in FY2021-22.

The Indian energy market is expected to grow at a Compound Annual Growth Rate (CAGR) of more than 3% during the period of 2022- 2027. At present, the Indian power market is undergoing a significant transformation phase owing to the efforts

taken by the government to improve electricity access in the country along with its plans to increase the share of renewables in the country's power generation mix. The Indian power market was reasonably unaffected by the COVID-19 pandemic as electricity has been categorized as an essential service. However, the lockdown measures imposed by the government in the country have caused a reduction in electricity demand in many commercial and industrial categories in 2020 and 2021. Factors such as population growth in India is a strong propeller for the power market. The degree of urbanization in the country will also have significant implications on the trend of energy consumption because of the increase in demand from industries that use energy for construction and manufacture.

Increasing investments toward the modernization of aging grid infrastructure along with rapid industrialization, urbanization will drive the India electric insulators market. Rising investments for the expansion of electric networks along with investment targets supporting the complete value chain of power transmission, generation, and distribution will further propel the industry dynamics.

Ongoing shift towards generation of electricity from cost-competitive renewable energy sources will further complement the industry landscape. Rising need for electricity in areas that lack grid infrastructure along with the need for network expansion will stimulate the industry growth. Investments by regulators at national & state levels to increase the availability of electricity will further fuel the insulator business landscape. The Government of India is focusing on the vision 'Power for All' to accelerate capacity addition in the country. The capacity enhancement will increase the demand for insulators and other power related equipments. The overall situation of

insulator market which witnessed a slow down during 2020-21 and 2021-22 is expected to improve in 2022-23.

### Opportunities

The union budget 2022-23 provides a consistent and balanced intervention to promote the long-term growth and sustainability of energy goals. It is encouraging to note the focus of the present budget on clean energy transition and climate action. The projected 9.2% economic growth is partly driven by clean energy interventions across sectors. The blueprint for Amrit Kaal (100 years of independence) strategically acknowledges energy transition and climate action as key pillars.

The budget very aptly provides the ecosystem for sectoral growth with multiple mainstream and allied sector interventions. The clean energy agenda is not only complimented by sectoral interventions but also by a balanced and strategic set of interventions across sectors such as 2,00,000 Saksham Aganwadis powered by clean energy, 400 energy-efficient Vande Bharat Trains and provisioning for decentralised renewable energy under vibrant village programs etc.

In addition to new power demand, the need for modernization of existing infrastructure and suit the technological innovations in the power industry ecosystem will be seen positively impacting the insulator market revenue. Growing electricity demand coupled with growing concern for safe transmission & distribution of electricity and the expanding grid infrastructure, will boost the global insulator market size. Major factors driving the insulator market trends upwards will be aging equipment, the ever-expanding gap between the demand and supply in electricity distribution and an increasing emphasis on power generation for capacity addition. An increase in

favorable legislative measures to promote unhindered electricity supply in the developing countries will further strengthen the insulator market growth.

The composite insulator segment is estimated to be the fastest growing segment. Composite insulators consist of silicone rubber housing and sheds, fiberglass core rod and metal end fittings. Composite insulators have certain advantages such as lightweight, improved transmission line aesthetics, less gunshot damage, high shock resistance, and ease of installation. These advantages make composite insulators more suitable over conventional porcelain insulators.

### **Risks Concerns and Threats:**

The after effects of Covid 19 pandemic is impacting the supply chain of raw materials and increasing costs. The continuing Russia-Ukraine war is causing shortage of gas supply (both domestic and commercial) in Europe and worldwide crude availability.

Transmission and Distribution tenders are getting delayed due to price increase of basic raw materials and the Engineering, Procurement and Construction (EPC) projects are not being executed anticipating reduction in prices. Additionally, the high costs involved in upgrading existing Transmission and Distribution infrastructure will prove to be a major restraining factor for the insulator industry across the globe. Meanwhile the small and unorganized sector of the insulator industry is providing stiff competition with low prices by compromising the quality of their products.

Olectra is also working on process and productivity improvement and evaluating possible cost-effective measures to mitigate the increase in the raw material prices. It is also working on strategic tie ups with

vendors and customers to have consistent supply of raw material at regulated prices to support our end customers in the long run.

### **Segment Wise Performance**

Thermal sources such as coal, oil, and natural gas, account for 76.9% of the total power generated in India is likely to dominate the Indian Power Market. Non-conventional renewable power is growing rapidly due to abundant sunshine, wind and hydel sources.

High-voltage electric insulators demand will grow on account of their widespread deployment across various types of transmission infrastructures. Increasing high-capacity transmission networks to carry electrical signals over long distance will further stimulate the product demand. Developments made by manufacturers to upgrade the technical and physical features will act as a major strategic element to compete in the HV electric insulators industry.

Ongoing retrofitting of the existing networks along with growing investments to enhance electricity generation will boost the market for electric utilities and insulators. Increasing emphasis on the integration of wide-ranging frequency transmission links along with initiatives for electrification programs will further stimulate the product demand.

Olectra is one of the largest manufacturers of composite insulators in India. We are focusing on further R&D to improve design, product quality and manufacturing excellence to gain competitive advantage across the industry in India and export across the world our high-quality insulators with good operational performance are well accepted. Olectra is already exporting composite insulators to USA, Africa and Asia. .

### C) Discussion on Financial Performance and operational performance

The net sales of the Company increased by 111.18% from Rs. 27,722.20 Lakhs in FY 2020-21 to Rs. 58,543.10 Lakhs in FY 2021-22. This was due to higher number of e-bus deliveries and increase in their operational performance. The Company's net profit was Rs. 3,569.81 Lakhs for FY 2021-22 as compared to Net profit of Rs. 1,220.73 Lakhs for the FY 2020-21.

#### i) Internal Control systems and their adequacy

The internal audit, other financial systems, controls and checks in the Company are considered adequate and commensurate with the size and nature of operations providing sufficient assurance about safe guarding of all assets, authorizing transactions, recording and timely reporting.

#### ii) Material Developments in Human Resource/Industry Relations front, including number of people employed

Industrial relations are good and harmonious. The Company recognize the importance and contribution of human resources for its continued growth and development. As on 31st March, 2022, the Company has a total strength of 337 employees.

Details of significant changes (i.e. changes amounting to 25% or more compared to the previous financial year) in key financial ratios are as follows:

Financial Ratio	Standalone		Change (%)	Reasons for Change
	FY 2021-22	FY 2020-21		
Interest Coverage Ratio	6.89	3.15	118.73%	The Ratios are positive in current year due to higher operational profits
Debtors Turnover Ratio	1.87	0.9	107.40%	
Operating Profit Margin (%)	15.16%	11.65%	30.13%	
Net Profit Margin (%)	6.10%	4.43%	37.65%	
Return on Network	4.68%	1.64%	185.37%	

### D) Business impact due to COVID-19 Pandemic and disturbances in international peace

The global economic recovery faced a setback during the second half of FY 2021-22 due to resurfacing of COVID-19 infections in form of its new variants like the omicron variant. The outbreak of conflict amongst different countries impacted the international peace and the same impacted in the global trading as such almost every industry has undergone through further adversities in the form of supply disruptions, all these contributed to elevated inflationary levels and changes in the monetary policy,

rise in the counterparty risk and actions across advanced economies and emerging market economies.

FY21-22 started amidst second wave of COVID-19, which was associated with unexpectedly higher rates of mortality relative to the first wave. Consequent to the severity of Covid-19 second wave, economic activity as measured through mobility indicators nosedived in the first half resulting in a slow start to FY 2021-22.

Yet, unlike in the first wave, wherein the economy had come to a standstill under a nationwide lockdown, the impact on



economic activity was relatively contained in the second wave, with restrictions on mobility being regionalized and nuanced. Urban demand, as reflected in some high frequency indicators – electricity consumption; port cargo; steel consumption; e-way bills; and toll collections – recorded sequential moderation during April-May 2021. The economic strife at various levels gave some push to the global economy, however, the international peace being compromised during the end of FY has further aggravated the economy and added up to the adversities of Covid 19.

Although many parts of the world appear to be moving past the acute phase of the COVID-19 crisis, a close watch is required on the new variants that are emerging in some parts of the world. Moreover, recent lockdowns in key manufacturing and international trade hubs will likely compound supply disruptions elsewhere. The war dynamics at various international entities is yet another threat to the market uplift and recovery.

### **E Bus Segment:**

As lock downs were imposed in various states for certain period in the months of April and May 2021 and also due to halts in public transportation of STUs in

many cities, the sales made by OGL during April to September almost negligible. Further deliveries were also delayed and deferred due to a) delayed site readiness for the purpose of charging infrastructure & b) customer clearances for deployment of buses.

### **Insulator Segment:**

During the first half of FY 2021-22, sales in the insulator segment were subdued due to delays in the finalization of orders by the customers across domestic and international markets.

### **Cautionary Statement**

The Statement in this section describes the Company's objectives, projections, estimates, expectations and predictions some of which may be "forward looking statements" within the meaning of the applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand/supply and price movements in the domestic and overseas markets in which the Company operates, changes in the Government regulations, tax laws and other related factors.

Information as required under Section 197 of the Act read with Rule 5(1) of Chapter XIII, Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

**a) The ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year;**

Non-Executive Director	Ratio to Median Remuneration
Mr. M. Gopalakrishna	Not Applicable
Mr. B. Apparao	Not Applicable
Justice Mrs. Gyan Sudha Misra (Retd.)	Not Applicable
Mrs. Chintalapudi Lakshmi Kumari	Not Applicable
Mr. Chilappagari Laxmi Rajam	Not Applicable
Mr. Peketri Rajesh Reddy	Not Applicable
<b>Whole Time Directors</b>	
Mr. K. V. Pradeep	54.32:1
*Dr. P.V. Ramesh	35.58:1

Non-Executive Directors do not having any specific remuneration other than receiving sitting fees for attending the Board & Committee Meetings.

\*Dr. P.V. Ramesh resigned w.e.f. 12<sup>th</sup> May, 2021.

**b) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary or Manager, if any, in the Financial Year;**

Name of the Person	Designation	Percentage of increase in remuneration
*Mr. K. V. Pradeep	Chairman & Managing Director	0.00
Mr. B. Sharat Chandra	Chief Financial Officer	10.00
Mr. P. Hanuman Prasad	Company Secretary	10.00

\*Mr. K. V. Pradeep appointed w.e.f. 29<sup>th</sup> July, 2021.

**c) The percentage increase in the median remuneration of employees in the Financial Year: 19.51%**

**d) The number of permanent employees on the rolls of the Company as on 31<sup>st</sup> March, 2022: 309**

**e) Average percentile increases already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration; 10.11%**

**f) Affirmation that the remuneration is as per the remuneration policy of the Company**

The Company's remuneration policy is driven by the performance of the individual employees and the Company. The Company follows a compensation mix of fixed pay, benefits and performance based variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company. The nomination and remuneration committee continuously reviews the compensation of our Managing Director and senior executives to align both the short-term business objective of the Company and to link compensation with the achievement of measurable performance goals.

**Particulars of Conservation of energy / technology absorption, foreign exchange earnings and outgoings:**

Information required to be furnished as per the Rule 8 (3) of Companies (Accounts) Rules, 2014 is furnished below:

**A) Electric Bus Division****1. CONSERVATION OF ENERGY****i) Energy Conservation Measures taken (or) under implementation;**

- Focused drive in energy savings has been initiated in the manufacturing plant to conserve energy by implementing the following:
  - a) Refurbishment of pneumatic line and replacement of damaged spares have been undertaken for arresting of leakages which has resulted in effective running & cut-off of Air compressor.
  - b) Timers introduced at DG area to save energy during non-working hours.
  - c) Replaced 3.5 X 95 sq.mm with 3.5 X 185 sq.mm at PCC-1 cable to eliminate potential risk
  - d) Auto door closing mechanism has been implemented to make effective running hours of AC in the office area.
- Company is continuing the usage of Cloud based data monitoring system to monitor power consumption of all Electric Bus fleet which will help to identify power losses in different business segments and help in overall data mapping on performance of the fleet in terms of energy consumption. The cumulative data is evaluated to make the whole ecosystem efficient.
- As an improvement to the above, Company is in the process of deploying cloud-based energy meters for all chargers that draws power from Company power lines. This will enable us to find & improve the energy conservation within our network.
- Constant and consistent review is carried out to conserve the energy in all corners.

**ii) Additional investment and proposals if any, being implemented for reduction of energy consumption:**

Additional/new measures will be initiated for further reduction in energy consumption based on

- technical evaluation
- operational evaluation and
- economic evaluation

**iii) Impact of above measures, result in reduction of energy consumption and consequent impact on the cost of production of goods**

The measures taken during the year has ensured optimum use of energy and increased efficiency. Accordingly, while the production has increased significantly in the FY

2021-22 the energy consumption has been curtailed below the proportionate level, hence the revenue / power consumption ratio is observed to have improved significantly.

#### iv) Consumption of Energy Particulars for manufacturing

<b>Electricity Purchased</b>	<b>FY 2021-22</b>	<b>FY 2020-21</b>
<b>A. Purchased</b>		
Units – KWH	5,98,580	3,47,754
Total Amount-In Rupees	66,69,437	35,11,159
Rate/Unit-In Rupees	11.14	10.10
<b>B. Own Generation through Diesel Generator</b>		
Units-KWH	9,650	855
Total Amount-In Rupees	1,85,280	18,700
Rate/Unit-In Rupees	19.20	21.87

## 2. TECHNOLOGY ABSORPTION:

### i) Specific Areas in which R & D carried out by the Company:

The Company have commissioned chassis line to locally produce the Chassis. First few of the chassis have been rolled out, the same have undergone stringent 4 Poster tests at ICAT and clearance is available for production.

The Company is consistently been pursuing towards localization of EV components.

EV component supply chain is being constantly evaluated by R&D to ensure improved quality & cost competitiveness.

### ii) Benefits derived as results of the above R & D:

Greater focus is given to modular design to facilitate ready to assemble mode. This will enhance the productivity & reduce the cost of production.

Poka-Yoke mechanism is being adopted in the assembly process to ensure better production quality and reduce or prevent human error.

New suppliers are being engaged & their products are tested to create supply chain flexibility for manufacturing.

New product portfolios have been pursued and as a result of dedicated R&D efforts, the Company is able to demonstrate its foray in the E-Tipper segment, the vehicles are under advanced stage of testing and certification clearances. Other applications are being evaluated simultaneously.

### iii) Future Plan of Action:

The Company plans to improve the existing processes and continue with

- Lean manufacturing & streamlining the flow in line with VSM for improved productivity hence high-level estimate savings in energy consumption.
- Value engineering, vendor development & improved inventory management to reduce the RMC & overall cost of production.

- c. Improved quality processes & implementation of structured quality gates to sustain & improve the quality of buses delivered to our customer(s).
- d. Always exploring & providing new customer experiences by giving advanced products & systems to our customer(s).
- e. Green Field Project designing & implementing is planned with high energy efficient Green Buildings, Facilities and Equipments.

## B) Insulator Division:

### 1. CONSERVATION OF ENERGY

#### INSULATORS

##### i) Energy Conservation Measures taken or under implementation

- a) During the FY 21-22, the Company has optimized the utilization of chillers by interconnecting the chiller lines between which has resulted in 20% reduction in energy consumption on Utilities.
- b) With consistent maintenance of the Power factor at optimal level there was no power loss observed.

##### ii) Additional investment and proposals if any, being implemented for reduction of consumption of energy

Additional/new measures will be initiated for further reduction in energy consumption based on technical evaluation which is in an ongoing process, upon completion of the evaluations appropriate measures will be implemented accordingly.

##### iii) Impact of measures at (a) and (b) for reduction of energy consumption and consequent impact on the cost of production of goods

The measures taken during the FY 21-22 has ensured optimum use of energy and increased Efficiency and ensured lower use of energy per insulator.

##### iv) Consumption of Energy Particulars

Electricity	FY 2021-22	FY 2020-21
<b>B. Purchased</b>		
Units-KWH	32,40,441	36,48,090
Total Amount-In Rupees	2,55,66,624	2,89,33,596
Rate/Unit-In Rupees	7.89	7.93
<b>B. Own Generation through Diesel Generator</b>		
Units-KWH	12,167	37,959
Total Amount-In Rupees	4,72,553	10,66,288
Rate/Unit-In Rupees	38.8	28.1

Note: Increased Diesel price & short time usage of DG with less load led to increase in Rate/Unit

## B) TECHNOLOGY ABSORPTION:

### INSULATORS DIVISION

#### i) Specific Areas in which R&D carried out by the Company:

The Company has been continuing its Research and Development activities to optimize the productivity and performance. The designs of Insulators have been optimized for improvement in quality & performance, standardization and value engineering.

Worked on new compositions for compound and FRP for better quality as well as cost effective offering.

Introduced new products for Exports which in turn increased the overall export value.

Worked on high performance FRP rod development which will improve the life of the insulators in severe service conditions.

Further the Company has been working continuously on new compositions for Compound and FRP to enhance the performance of the Insulator and also working on new processes to detect the defects.

#### ii) Benefits derived as results of the above R&D:

- i. New designs and products have been developed to meet the specific requests of an international customer.
- ii. Improved quality and cost-effective Products.
- iii. Optimized raw-material consumption.

#### iii) Future Plan of Action:

The Company plans to improve the existing processes to take value engineering projects.

## 3. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. in Lakhs)

Particulars	2021-22	2020-21
a) Value of Imports on CIF Basis		
• Raw Materials	3,112.12	2,512.52
• Capital Goods	0.00	13.36
b) Expenditure in Foreign Currency		
• Travelling Expenses	22.49	0.00
• Others	0.00	0.00
c) Earnings in Foreign Currency (on receipt basis)		
• Export of Goods (FOB Basis)	1,785.61	1,116.51
• Deemed Exports	42.35	74.73

**BUSINESS RESPONSIBILITY REPORT  
for the Financial Year 2021-22**

[Pursuant to Regulation 34(2)(f) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

**SECTION A: GENERAL INFORMATION ABOUT THE COMPANY**

S.No.	Particulars	Company Information
1	Corporate Identity Number (CIN)	L34100TG2000PLC035451
2	Name of the Company	OLECTRA GREENTECH LIMITED
3	Registered Office address	S-22, 3 <sup>rd</sup> Floor, Technocrat Industrial Estate, Balanagar, Hyderabad, Telangana – 500 037 Email: info@olectra.com Website: www.olectra.com
4	Website	www.olectra.com
5	E-mail id	info@olectra.com
6	Financial Year reported	01 <sup>st</sup> April, 2021 to 31 <sup>st</sup> March, 2022
7	Sectors that the Company is engaged in (industrial activity code wise)	<b>NIC Code;</b> 1. 2610 2. 2910 <b>Description;</b> Manufacturing of Polymer Insulators and Electric Buses.
8	List of three key products/ services that the Company manufactures/ provides (as in the Balance Sheet)	Company manufactures wide range of Electric Buses and Composite Polymer Insulators
9	Total number of locations where business activity is undertaken by the Company	1) Plot No. 1&9, Phase II, IDA, Cherlapally, Hyderabad – 500 051. 2) Plot No. L-19-L-23, Green Industrial Park, Polepally Village, Jedcharla, Mahbubnagar - 509 302
9 (i)	Number of International Locations	<b>Nil</b>
9 (ii)	Number of National Locations	Registered Office; S-22, 3 <sup>rd</sup> Floor, Technocrat Industrial Estate Balanagar, Hyderabad, Telangana – 500 037 Regional Office: 2 <sup>nd</sup> Floor, Niryat Bhavan, Rao Tularam Marg, Opp. Army Hospital Research & Referral, New Delhi – 110057 Pune Address; Pandhapur Road, Bhekrainagar, Fursungi, Pune, Maharashtra-41 2308
10	Markets served by the Company -Local/ State/National/International	The Company has significant presence nationally and also exported its products during the Financial Year 2021-2022.



**SECTION B: FINANCIAL DETAILS OF THE COMPANY**

(Rs. in Lakhs)

S.No.	Particulars	Company Information
1	Paid up capital (INR)	3,283.23
2	Total Turnover (INR)	58,543.10
3	Total profit after taxes (INR)	3,569.81
4	Total Spending on Corporate Social Responsibility (CSR) as percentage of profit after tax (%)	6.40 (2% of the average net profits of the Company made during the three immediately preceding financial years)
5	List of activities in which expenditure in 4 above has been incurred: -	The Company aims to undertake activities to promote education, to reduce inequalities faced by socially and economically backward groups and to promote sports. Please refer the <b>Annexure-2</b> of the Director's Report in this Annual Report 2021-22 for information on CSR activities.

**SECTION C: OTHER DETAILS**

S.No.	Particulars	Company Information
1	Company Subsidiaries / Joint Ventures	Subsidiary Companies; 1) Evey Trans (GTC) Private Limited  Joint ventures; 1) SSISPL-OGL-BYD Consortium (Company with 100% Stake)
2	Subsidiaries/ Joint Ventures participating in Company's Business Responsibility (BR) initiatives	The Company, keeps all its subsidiaries informed about the Business Responsibility initiatives. It also encourages its subsidiaries to participate in such initiatives.
3	Other entities (e.g. suppliers, distributors etc.) participating in Company's BR initiatives	Nil

**SECTION D: BR INFORMATION**
**1. Details of Director/Directors responsible for BR**

(a) Details of the Director/Director responsible for implementation of the BR policy/policies

S.No.	Particulars	Company Information
1	DIN	02331853
2	Name	Mr. K.V. Pradeep
3	Designation	Chairman & Managing Director

b) Details of BR head

S.No.	Particulars	Company Information
1	DIN	02331853
2	Name	Mr. K.V. Pradeep
3	Designation	Chairman & Managing Director
4	Telephone Number	040-46989999
5	E-mail- ID	info@olectra.com

## 2. Principle-wise (as per NVGs) BR Policy/policies

### (a) Details of compliance (Reply in Y/N)

The National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business released by the Ministry of Corporate Affairs has adopted nine areas of Business Responsibility. These are as follows:

P1	Business should conduct and govern themselves with Ethics, Transparency and Accountability
P2	Business should provide goods and services that are safe and contribute to Sustainability throughout their life cycle
P3	Business should promote the well-being of all employees
P4	Business should respect the interests of and be responsive towards all stakeholders, especially those who are disadvantaged, vulnerable and marginalized
P5	Business should respect and promote human rights
P6	Business should respect, protect and make efforts to restore the environment
P7	Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner
P8	Business should support inclusive growth and equitable development
P9	Business should engage with and provide value to their Customers and consumers in a responsible manner

### Details of compliance (Y/N)

S.No.	Principle-wise Policies	P1	P2	P3	P4	P5	P6	P7	P8	P9
1	Do you have a policy/policy for?	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Has the policy being formulated in consultation with the relevant stakeholders?	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Does the policy conform to any national / international standards? If yes, specify? (50words)	Yes. The policies are based on the National Voluntary Guidelines on Social, Environmental and Economic Responsibilities of Business' released by the Ministry of Corporate Affairs.								
4	Has the policy being approved by the Board? If yes, has it been signed by MD/ owner/ CEO/ appropriate Board Director?	Y	Y	Y	Y	Y	Y	Y	Y	Y
5	Does the Company have a specified committee of the Board/ Director/ Official to oversee the implementation of the policy?	Y	Y	Y	Y	Y	Y	Y	Y	Y

6	Indicate the link for the policy to be viewed online?	<a href="https://olectra.com/wp-content/uploads/Whistle-Blower-Poly.pdf">https://olectra.com/wp-content/uploads/Whistle-Blower-Poly.pdf</a> <a href="https://olectra.com/code-of-ethics/">https://olectra.com/code-of-ethics/</a> <a href="https://olectra.com/wp-content/uploads/Olectra-CSR-policy-1.pdf">https://olectra.com/wp-content/uploads/Olectra-CSR-policy-1.pdf</a> <a href="https://olectra.com/wp-content/uploads/archival-policy.pdf">https://olectra.com/wp-content/uploads/archival-policy.pdf</a> <a href="https://olectra.com/wp-content/uploads/determination-of-materiality-for-disclosures.pdf">https://olectra.com/wp-content/uploads/determination-of-materiality-for-disclosures.pdf</a> <a href="https://olectra.com/other-disclosures/">https://olectra.com/other-disclosures/</a> <a href="https://olectra.com/wp-content/uploads/Olectra-familiarization-Programme-31.03.2022.pdf">https://olectra.com/wp-content/uploads/Olectra-familiarization-Programme-31.03.2022.pdf</a> <a href="https://olectra.com/wp-content/uploads/Nomination-and-Remuneration-Policy.pdf">https://olectra.com/wp-content/uploads/Nomination-and-Remuneration-Policy.pdf</a> <a href="https://olectra.com/wp-content/uploads/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-Unpublished-Price-Sensitive-Information.pdf">https://olectra.com/wp-content/uploads/Code-of-Practices-and-Procedures-for-Fair-Disclosure-of-Unpublished-Price-Sensitive-Information.pdf</a> <a href="https://olectra.com/wp-content/uploads/code-of-internal-procedure-policy-09.01.2021-3.pdf">https://olectra.com/wp-content/uploads/code-of-internal-procedure-policy-09.01.2021-3.pdf</a> <a href="https://olectra.com/wp-content/uploads/Policy-on-Material-Subsidiary.pdf">https://olectra.com/wp-content/uploads/Policy-on-Material-Subsidiary.pdf</a> <a href="https://olectra.com/wp-content/uploads/code-of-independent-directors-gil-f.pdf">https://olectra.com/wp-content/uploads/code-of-independent-directors-gil-f.pdf</a> <a href="https://olectra.com/wp-content/uploads/Policy-on-Related-Party-Transactions.pdf">https://olectra.com/wp-content/uploads/Policy-on-Related-Party-Transactions.pdf</a>									
7	Has the policy been formally communicated to all relevant internal and external stakeholders?	Yes, the policies have been communicated to all internal and external stakeholders.									
8	Does the Company have in-house structure to implement the policy/policies?	<table border="1" style="width: 100%; text-align: center;"> <tr> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> <td>Y</td> </tr> </table>	Y	Y	Y	Y	Y	Y	Y	Y	Y
Y	Y	Y	Y	Y	Y	Y	Y	Y			
9	Does the Company have a grievance redressal mechanism related to the policy/policies to address stakeholders' grievances related to the policy/policies?	Yes, any grievances or feedback to the policies can be sent to Compliance Officer of the Company at <a href="mailto:cs@olectra.com">cs@olectra.com</a>									
10	Has the Company carried out independent audit/ evaluation of the working of this policy by an internal or external agency?	<p>The Company is working on Developing and improving its system for evaluating for the implementation of the policies.</p> <p>The Policies are evaluated internally from time to time and updated whenever required.</p> <p>The head of the respective departments are made responsible for effective implementation of the policies.</p>									

(b) If answer to the question at serial number 1 against any principle, is 'No', please explain why: (Tick up to 2 options) - **Not applicable**

**No. Questions**

1. The Company has not understood the Principles
2. The Company is not at a stage where it finds itself in a position to formulate and implement the policies on specified principles
3. The Company does not have financial or manpower resources available for the task
4. It is planned to be done within next 6 months
5. It is planned to be done within the next 1 year
6. Any other reason (please)

**3. Business Responsibility (BR) Governance:**

S.No.	Particulars	Company Information
3.a	Indicate the frequency at which the Board of Directors, Committee of the Board or CEO to assess the BR performance of the Company. Within 3 months, 3-6 months, Annually, More than 1 year	The performance on aspects of BR is reviewed by the Company's Management on periodical basis and at least once a year put up to the Board.
3.b	Does the Company publish a BR or a Sustainability Report? What is the hyperlink for viewing this report? How frequently it is published?	The Company publishes the information on Business Responsibility which forms part of the Annual Report of the Company. The same will be disclosed on the website of the Company at <a href="https://oletra.com/annual-reports/">https://oletra.com/annual-reports/</a> .

**SECTION E: PRINCIPLE-WISE PERFORMANCE**

**Principle 1: Business should conduct and govern themselves with Ethics, Transparency and Accountability**

Oletra Greentech Limited puts a strong emphasis on ethical corporate citizenship and establishment of good corporate culture. It has always believed in adhering to the best governance practices to ensure protection of interests of all stakeholders of the Company in tandem with healthy growth of the Company.

The Company has always discouraged practices that are abusive, corrupt, or anti-competitive. Our philosophy is to conduct the business with high ethical standards in our dealings with all the stakeholders that include employees, customers, suppliers, government and the community. The Company has a strong and effective Whistle Blower Policy which aims to deter and detect actual or suspected misconduct. It has been established to ensure that genuine concerns of misconduct/unlawful conduct, which an individual believes may be taking place within the organization, are raised at an early stage in a responsible and confidential manner. This mechanism also provides for adequate safeguards against victimization of employees who avail of the mechanism. Any employee may report such incident without fear to the Chairman of the Audit Committee of the Company. The Whistle Blower Policy may be accessed on the Company's website at <https://oletra.com/wp-content/uploads/Whistle-Blower-Polyy.pdf>.

1. Does the policy relating to ethics, bribery and corruption cover only the Company? Yes/No. Does it extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/ Others?

Olectra Greentech Limited (OGL) is committed to act professionally, fairly and with integrity in all its transactions. The Company has established a 'Vigil Mechanism' for Directors and employees to report their genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of Company's Code of Conduct. As an integral part of such Vigil Mechanism, the Whistle Blower Policy of OGL has been formulated with a view to empower the Directors and employees of OGL, to detect and report any improper activity within the Company. Further, OGL has also adopted "Code of Conduct for Directors and Senior Management" which captures the behavioral and ethical standards. The Company obtains an annual confirmation affirming compliance with the Code from the Directors, Key Managerial Persons and the senior management every year. These policies are applicable to all the employees of the Company and its other stake holders are free to adopt them.

2. How many stakeholder complaints have been received in the past financial year and what percentage was satisfactorily resolved by the management? If so, provide details thereof, in about 50 word or so.

	Pending as on 31-03-2021	Received during 2021-22	Redressed during 2021-22	Pending as on 31-03-2022
Customer Complaints	0	0	0	0
Investor Complaints	0	0	0	0
Consumer cases	0	0	0	0

**Principle 2: Business should provide goods and services that are safe and contribute to Sustainability throughout their life cycle**

1. List up to 3 of your products or services whose design has incorporated social or environmental concerns risks and / or opportunities.

Our electric vehicles including electric buses are a salient warrior to address the most challenging concerns of mankind viz., global warming, climate change, uncontrolled carbon emissions, scarcity of fossil fuels and sustainable mobility. We have deployed 829 buses across India.

Our buses have completed around six (6) crores kms on Indian roads saving around 2 crore litres of diesel and 1900 crore rupees saved as fuel cost. We have helped reduce carbon emissions of around 53,600 tons in the transport sector across multiple cities in India, which is equivalent to planting around 25 lakh trees.

Olectra is a pioneer in Electric Bus manufacturing and it has developed various buses models to cater to the needs of the end customer. Olectra has been successfully operating its K9 buses (which is a 12-meter bus) K7 (which is a 9-meter bus) and K6 (which is a 7-meter bus) all these buses have a customizable seating capacity and is aesthetically designed and proven for its long range operations. Olectra has deployed its C9 buses as 'Puri Bus Service', this 12-meter bus is 49-seater and has been designed for long distance and intercity operations, it offers comfortable pushback seats along with state-of-the-art interiors and functionalities.

The Government of India's with an intention to incentives and promote electric vehicles launched schemes like FAME-I, II, PLI and NCAP, with these schemes the State Transport Undertakings (STUs), Smart cities, Municipal Corporations & other govt entities got financial assistance which in turn helped them to embrace and adopt to the sustainable technological advancement in the form of electric buses, accordingly, under various contracts Olectra has delivered approximately

769 buses to 13 State Transport Undertakings/Corporations under GCC model on wet lease and approximately 60 buses as outright sale to various State Transport Undertakings/Corporations. The successful operations of these buses over a period has not only reduced the carbon footprints but it has also embarked a sustainable ecosystem in public mobility. The cost effectiveness in comparison to the regular diesel buses has also promoted faster adoption of the electric buses amongst various government and non-government agencies.

2. For each such product, provide the following details in respect of resource use (energy, water, raw material etc.) per unit of product (optional):

(a) Reduction during sourcing/production/distribution achieved since the previous year throughout the value chain?

At Olectra, our goal is to develop, manufacture, and deliver electric buses, charging infrastructure with Zero Defects. In coordination with our ecosystem of associates, suppliers and business partners, we are improving our sustainability practices in terms of higher battery range on single charge, enhanced safety measures and comfort of passengers. We have taken up significant initiatives and use recycled materials efficiently wherever possible.

(b) Reduction during usage by consumers (energy, water) has been achieved since the previous year?

Our designs are in tune with international standards. Our buses reduce the use of fossil fuels leading to reduction of CO<sub>2</sub> emissions and offers a cost effective mobility to the public.

3. Does the Company have procedures in place for sustainable sourcing (including transportation)?  
- Yes

(a) If yes, what percentage of your inputs was sourced sustainably? Also, provide details thereof, in about 50 words or so.

Olectra Greentech Limited global supply chain is complex in nature which involves sourcing raw materials and services from different parts of the world and the Company adopted to responsible sourcing practices at all the stages of its supply chain over a period of time inspite of socioeconomic and cultural constraints across the countries to ensure long term sustainability.

The Company had a responsible sourcing policy which was made applicable to all its suppliers and requires hygienic working conditions, payment of minimum wages and safety standards are followed by all the employees involved throughout its supply chain globally in strict adherence to the international labour policies.

4. Has the Company taken any steps to procure goods and services from local & small producers, including communities surrounding their place of work? Yes

(a) If yes, what steps have been taken to improve their capacity and capability of local and small vendors?

The Company procures various components for electric Buses as well as for Polymer Insulators from small vendors and supplier under the ambit of MSME covering all over India. The Company is focused on indigenization of its key components of electric buses and as such local production and local sourcing are done at all given opportunities. The Company has been sourcing all the packaging material and other related products from local and small vendors since inception.

5. Does the Company have a mechanism to recycle products and waste? If yes what is the percentage of recycling of products and waste (separately as <5%, 5-10%, >10%). Also, provide details thereof, in about 50 words or so.

The Government of India's with an intention to incentives and promote electric vehicles launched

schemes like FAME-I, II, PLI and NCAP, with these schemes the State Transport Undertakings (STUs), Smart cities, Municipal Corporations & other govt entities got financial assistance which in turn helped them to embrace and adopt to the sustainable technological advancement in the form of electric buses, accordingly, under various contracts Olectra has delivered approximately 769 buses to 13 State Transport Undertakings/Corporations under GCC model on wet lease and approximately 60 buses as outright sale to various State Transport Undertakings/Corporations. The successful operations of these buses over a period has not only reduced the carbon footprints but it has also embarked a sustainable ecosystem in public mobility. The cost effectiveness in comparison to the regular diesel buses has also promoted faster adoption of the electric buses amongst various government and non-government agencies.

The Company continuously strives for excellence in its processes and practices and as such it uses possible recycling in its products and thus it thereby reduces its waste generation during the production process.

### Principle 3: Business should promote the well- being of all employees

We believe that our human capital is one of the most valuable resources to tap the perennial growth of business. Company’s Code of Conduct provides guidelines for employee wellbeing related to participation, freedom, gender equality, good environment and harassment free workplace. A strong mechanism is established for deployment of guidelines and grievance redressing mechanism.

1. Please indicate the Total number of employees: 337.
2. Please indicate the Total number of employees hired on contractual basis: 527
3. Please indicate the Number of permanent women employees: 3
4. Please indicate the Number of permanent employees with disabilities: Nil
5. Do you have an employee association that is recognized by management: No
6. What percentage of your permanent employees is members of this recognized employee association? Not applicable
7. Please indicate the Number of complaints relating to child labour, forced labour, involuntary labour, sexual harassment in the last financial year and pending, as on the end of the financial year. -

S.No.	Category	No of complaints filed during the Financial Year 2020-21	No of complaints pending as on end of the Financial Year 2021-22
1	Child labor/forced labor/ involuntary labor	Nil	Nil
2	Sexual harassment	Nil	Nil
3	Discriminatory employment	Nil	Nil

8. **What percentage of your under mentioned employees were given safety & skill upgradation training in the last year?**

(a) Permanent Employees	100%
(b) Permanent Women Employees	100%
(c) Casual/Temporary/Contractual Employees	100%
(d) Employees with Disabilities	NA

**Principle 4: Business should respect the interests of and be responsive towards all Stakeholders, especially those who are disadvantaged, vulnerable and marginalized.**

1. Has the Company mapped its internal and external stakeholders? Yes

The Company has always acknowledged the vital contribution of all stakeholders such as employees, communities, suppliers, customers, regulatory bodies, industry associations, shareholders, academic institutes and media in building a sustainable business and has accorded importance to their voices and concerns.

The Company has been at regular intervals conducted meetings with its various stake holders to understand their concerns. This allowed us to understand the needs and expectations of our stakeholders better.

2. Out of the above, has the Company identified the disadvantaged, vulnerable & marginalized stakeholders. No

By regular meeting with all the stakeholder of the Company and timely addressing of their concerns by involving various business divisions of the organization has avoided in any of the stakeholders being disadvantaged, vulnerable & marginalized.

3. Are there any special initiatives taken by the Company to engage with the disadvantaged, vulnerable and marginalized stakeholders. If so, provide details thereof, in about 50 words or so.

Not Applicable

**Principle 5: Business should respect and promote human rights**

1. Does the policy of the Company on human rights cover only the Company or extend to the Group/Joint Ventures/Suppliers/Contractors/NGOs/Others?

The Company has a robust policy in place which instill in the day to day operations as an assurance of Human rights at work place and it is applicable to all members of the OGL group. The members are given liberty to report any violations of the said policies, or share their concerns confidentially through e-mail, and access to Committee members as per the respective policies. This policy is applicable to its employees and its other stake holders are free to adopt them.

2. How many stakeholder complaints have been received in the past financial year and what percent was satisfactorily resolved by the management?

The Company has not received any complaints in the last financial year

**Principle 6: Business should respect, protect and make efforts to restore the environment**

1. Does the policy related to Principle 6 cover only the Company or extends to the Group/Joint Ventures/Suppliers/Contractors/NGOs/others.

The Company being the manufacturer of electric vehicle gives utmost priority and respect to environmental safety, protection and sustainable mobility option and thereby has helped various customers to reduce their carbon footprints. In furtherance, considerable amount of tress and fossil fuel has been saved and which continues over a period of usage of electric vehicles of the Company. The applicable policies of the Company have a zero tolerance to environmental pollution and these policies are applicable to the Company employees and other stake holders are free to adopt them.

2. Does the Company have strategies/ initiatives to address global environmental issues such as climate change, global warming, etc.? Y/N. If yes, please give hyperlink for webpage etc.



Many facets of respecting and protecting environment are embedded in the Company's operations as well as in its products. Through our Company Electric Vehicles Operations, the Company reduced approx. 18,600 tonnes. CO<sub>2</sub> in tailpipe emission, during the year (and approx 53,700 tonnes till date) under review and this way Company has contributed a major part to safeguard environment by reducing air pollution.

3. Does the Company identify and assess potential environmental risks?

We are into the business of the Manufacturing Electric Buses which will reduce fossil fuel consumption and thereby pollution in the country and Electric Vehicle itself is one of the strongest measures to mitigate the Pollution. Potential environmental risks are constantly being assessed as part of the Company's risk management identification process. A considerable amount of tress and fossil fuel has been saved and which continues over a period of usage of electric vehicles of the Company.

4. Does the Company have any project related to Clean Development Mechanism? If so, provide details thereof, in about 50 words or so. Also, if Yes, whether any environmental compliance report is filed?

Not Applicable

5. Has the Company undertaken any other initiatives on – clean technology, energy efficiency, renewable energy, etc. Y/N. If yes, please give hyperlink for web page etc.

The Company has taken various initiatives for conservation of energy / technology absorption and same has been reported in Annexure-9 which forms part of the Annual Report.

6. Are the Emissions/Waste generated by the Company within the permissible limits given by CPCB/SPCB for the financial year being reported?

All emissions and waste generated by the Company are within the permissible limits given by CPCB/SPCB.

7. Number of show cause/ legal notices received from CPCB/SPCB which are pending (i.e. not resolved to satisfaction) as on end of Financial Year.

Nil

**Principle 7: Business, when engaged in influencing public and regulatory policy, should do so in a responsible manner**

1. Is your Company a member of any trade and chamber or association? If Yes, Name only those major ones that your business deals with:

- (a) Federation of Indian Export Organization (FIEO)
- (b) Federation of Telangana Chambers of Commerce and Industry
- (c) Engineering Export Promotion Council
- (d) Andhra Chamber of Commerce
- (e) Indian Chamber of Commerce
- (f) Confederation of Indian Industry (CII)

2. Have you advocated/lobbied through above associations for the advancement or improvement of public good? Yes/No; if yes specify the broad areas (drop box: Governance and Administration, Economic Reforms, Inclusive Development Policies, Energy security, Water, Food Security, Sustainable Business Principles, Others)

The Company associated with above institutions with an intention of mutual learning and contribution in development of processes.

### Principle 8: Business should support inclusive growth and equitable development

The Company believe that in order to have a growth and equitable development, the Company has to work in proper co-ordination with its ecosystem. The Company also believes that social, environmental and economic values are interlinked and we belong to an Interdependent Ecosystem comprising Shareholders, Consumers, Associates, Employees, Government, Environment and Society. We are committed to ensure a positive impact of our existence on all these stakeholders. It's our continuous endeavour to integrate sustainability considerations in all our business decisions.

1. Does the Company have specified programmes/initiatives/projects in pursuit of the policy related to Principle 8? If yes details thereof.

The Company as part of its corporate social responsibility involved in various programmes and projects that creates a better country for the future generations. The details of various programmes undertaken by the Company are given in 'Annexure 2 of the Directors Report, which forms part of the Annual Report.

2. Are the programmes/projects undertaken through in-house team/own foundation/external NGO/government structures/any other organization?

The aforesaid projects have been carried out by the Company through external organizations.

3. Have you done any impact assessment of your initiative?

The CSR committee internally evaluates the CSR initiatives at the end of each year to understand the efficacy of the programme in terms of delivery of desired benefits to the community and to gain insights for improving the design and delivery of future initiatives. However, impact assessment is not applicable to the Company.

4. What is your Company's direct contribution to community development projects- Amount in INR and the details of the projects undertaken.

The Company aims to undertake activities to reduce inequalities faced by socially and economically backward groups and promoting sports. Please refer the Annexure 2 of the Director's Report in this Annual Report 2021-22 for information on CSR activities.

5. Have you taken steps to ensure that this community development initiative is successfully adopted by the community? Please explain in 50 words, or so.

The Company's CSR initiatives are rolled out with non-profit organizations. This helps in increasing reach as well as ensuring the adoption of initiative by communities.

### Principle 9: Business should engage with and provide value to their Customers and consumers in a responsible manner

All the customer concerns which were received in the reporting period have been resolved and there are no complaints or consumer cases pending as on the end of the Financial Year. There are no cases filed by any customer or consumer against the Company during the Financial Year 2021-22. The Company has various checks and balances to ensure that the business of the Company is done in a fair and responsible manner.

Information with reference to BRR framework:

No.	Questions	Information
9.1	What percentage of customer complaints/ consumer cases are pending as on the end of financial year.	Following is the status of customer complaints/ consumer cases as on the end of the Financial Year ended on 31 <sup>st</sup> March, 2022: a) Customers Complaints – Nil b) Consumer cases - Nil

No.	Questions	Information
9.2	Does the Company display product information on the product label, over and above what is mandated as per local laws? Yes/No/N.A. / Remarks (additional information)-Yes	The Company adheres to all the applicable regulations regarding product labelling and displays relevant information on it.
9.3	Is there any case filed by any stakeholder against the Company regarding unfair trade practices, irresponsible advertising and/or anticompetitive behaviour during the last five years and pending as on end of financial year. If so, provide details thereof, in about 50 words or so.	No case has been filed by any stakeholder related to the subject (mentioned under point 9.3) and no case is pending as at the end of Financial Year ended on 31 <sup>st</sup> March, 2022.
9.4	Did your Company carry out any consumer survey/ consumer satisfaction trends?	The Company regularly carries out consumer satisfaction surveys continuously to understand their requirements and preferences and to develop better products.

**For Olectra Greentech Limited**

Sd/-

**K. V. Pradeep**

Chairman & Managing Director

DIN : 02331853

Place: Hyderabad

Date: 01<sup>st</sup> September, 2022

## INDEPENDENT AUDITOR'S REPORT

To  
The Members Of  
**Olectra Greentech Limited,**  
Hyderabad

### Report on the Audit of the Standalone Financial Statements

#### Opinion

We have audited the accompanying standalone financial statements of **M/s OLECTRA GREENTECH LIMITED** ("the Company"), which comprises the Standalone Balance Sheet as at March 31, 2022, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2022, the profit and total comprehensive income, changes in equity and its cash flows for the year ended on that date.

#### Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report

Sl. No.	Key Audit Matters	Procedures Performed / Auditor's Response:
<b>1.</b>	<p><b>Assessment of provision for warranty obligations:</b></p> <p>The Company has provided for product warranty obligation of Rs. 1002.25 lakhs during the current Financial Year. Out of total amount provided over the years, the warranty obligation as on the date of balance sheet is Rs. 1918.76 lakhs. We determined this matter as key audit matter since the product warranty obligations and estimations thereof are determined by management using a model which incorporates historical information on the type of product, nature, frequency and average cost of warranty claims, the estimates regarding possible future incidences of product failures and discount rate. Changes in estimated frequency and amount of future warranty claims can materially affect warranty expenses.</p>	<p><b>Our audit procedure included:</b></p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the design, implementation and operating effectiveness of management's relevant internal controls with regards to the appropriateness of recording of warranty obligations, provisioning for warranty, and the periodic review of provision so created.</li> <li>• Evaluating the model used by the management for provisioning of warranty to evaluate on the appropriateness of the methodology followed by the management and the mathematical accuracy of the model</li> <li>• Review of the historical cost inputs and the sales of the relevant period</li> <li>• Checking for the consistency of the same methodology being adopted by the Company</li> </ul>

### **Information Other than the Standalone Financial Statements and Auditor's Report Thereon**

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Standalone Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company

and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

### **Auditor's Responsibilities for the Audit of the Standalone Financial Statements**

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and

whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid standalone financial statements have been kept by the Company so far as it appears from our examination of those books.
- c) The standalone Balance Sheet, the standalone Statement of Profit and Loss including Other Comprehensive Income, standalone Statement of Changes in Equity and the standalone Statement of Cash Flow dealt with by this Report are in agreement with the relevant books of account.
- d) In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act, read with of the Companies (Accounts) Rules, 2015, as amended.
- e) On the basis of the written representations received from the directors as on March 31, 2022, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested

(either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided above, contain any material misstatement.

- h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

- The Company have pending litigations, the liabilities in respect of which is either provided for or disclosed as contingent liabilities - Refer Note 32 of the Notes on accounts to the standalone financial statements. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements;
- The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

2. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 of the Act.

3. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

For **Sarath & Associates**  
Chartered Accountants  
FRN: 005120S

Sd/-  
**CA. V Sai Roopkumar**  
Partner  
MNo: 213734  
UDIN: 22213734AIHXBU7533

Place : Hyderabad  
Date : 02-05-2022



## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **OLECTRA GREENTECH LIMITED**

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **OLECTRA GREENTECH LIMITED** (“the Company”) as of March 31, 2022 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Board of Directors of the Company is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial

Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Company.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of

the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sarath & Associates**

Chartered Accountants

FRN: 005120S

Sd/-

**CA. V Sai Roopkumar**

Partner

MNo: 213734

UDIN: 22213734AIHXBU7533

Place : Hyderabad

Date : 02-05-2022

## ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

### (Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of OLECTRA GREENTECH LIMITED

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i. In respect of the Company's Property, Plant and Equipment and Intangible Assets:
  - (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of right-of-use assets.
  - (B) The Company has maintained proper records showing full particulars of intangible assets.
  - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
  - (c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, we report that the title deeds of all immovable properties (other than immovable properties, where company has recognised as PPE based on Agreement for Sale as described in notes to accounts 4 ;and also where the company is the lessee and respective lease agreements are duly executed in favour of the lessee), disclosed in the financial statements included under Property, Plant and Equipment are held in the name of the Company as at the balance sheet date.

The relevant details are as under :-

Description of property	Gross carrying value	Held in name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in name of company*
Land admeasuring 150 Acres at IP Seetharampur, Shabad Village & Mandal, Telangana	Rs. 4,748.51 Lakhs	Agreement of Sale was registered in the name of the Company. However, Final Sale Deed is to be executed	NO	From Nov 2021 onwards	Please refer Note No.4 of the Financial Statements

- (d) As per information and explanations provided to us and on the basis of examination of records, the Company has not revalued any of its Property, Plant and Equipment (including right-of-use assets) and intangible assets during the year.
  - (e) As per information and explanations provided to us and on the basis of examination of records, there are no proceedings initiated during the year or are pending against the Company as at March 31, 2022 for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (as amended in 2016) and rules made thereunder.
- ii. (a) The physical verification of inventory has been conducted at reasonable intervals by the management during the year and as per the information and explanations provided to us no material discrepancies were noticed on such verification.

- (b) As per the information and explanation provided to us and based on examination of records of the company, during the FY 2021-22, the Company has been sanctioned working capital facility in excess of Rs. 5 crores, in aggregate from banks on the basis of security of current assets of the company and the company filed quarterly returns or statements for such loan with the banks. In our opinion and according to the information and explanations given to us, the quarterly returns or statements comprising stock statements, book debt statements, statements on ageing analysis of the debtors and other stipulated financial information filed by the Company with such banks are in agreement with the unaudited books of account of the Company of the respective quarters and no material discrepancies have been observed.
- iii. As per the information and explanations provided to us and on the basis of our examination of records of the company, the company has not provided any guarantee or security or granted any unsecured loans or secured or unsecured advances in the nature of loans to companies, firms, limited liability partnerships or any other parties during the year. The Company has made investments in companies during the year. The company has not made investments in or granted any unsecured loans to firms, limited liability partnership firm during the year.
- (a) The Company has not provided any loans or advances in the nature of loans or stood guarantee or provided security to any other entity during the year. However, there are balances outstanding at the end of the year for the loans provided by the company during preceding Financial Years as follows:

Name of the Entity	Nature of Relation	Outstanding Loan Amount (Rs. In Lakhs)
SSISPL-OGL-BYD Consortium	Joint Venture	184.14
M/s. Trinity Infra Venture Limited	Others	527.57

- (b) The company has invested in the un quoted equity instruments in the following entities:

**EVEY Trans (GTC) Private Limited – 5,100 Shares**

**EVEY Trans (UJJ) Private Limited – 3,400 Shares**

**EVEY Trans (JAB) Private Limited – 2,600 Shares**

As per the information and explanations provided to us and on the basis of our examination of records, investments made and the terms and conditions, prima facie, are not prejudicial to the interest of the company. The Company has not provided any guarantee or security or granted any advances in the nature of loan during the year.

- (c) As per the information and explanation provided to us and on the basis of examination of the records of the company, in respect of loans granted by the Company, in our opinion, the schedule of repayment of principal and payment of interest has been stipulated and the repayments of principal amounts and receipts of interest have generally been regular as per stipulation.
- (d) As per the information and explanations provided to us and on the basis of examination of records of the company, in respect of loans granted by the Company, there is no overdue amount remaining outstanding as at the balance sheet date.
- (e) As per the information and explanations provided to us and on the basis of examination of records of the company, no loan granted by the Company which has fallen due during the year, has been renewed or extended or fresh loans granted to settle the overdue of existing loans given to the same parties.

- (f) As per the information and explanations provided to us and on the basis of examination of records of the company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment during the year.
- iv. As per the information and explanation provided to us and on the basis of examination of records of the company, in our opinion the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantees, and securities provided, as applicable.
- v. As per the information and explanation provided to us, the Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.
- vi. We have broadly reviewed the books of accounts and records maintained by the company in respect of products where, pursuant to the rules made by the central government of India, the maintenance of cost records has been specified under the sub-section (1) of section 148 of the Companies Act 2013 and are of the opinion that prima facie, the prescribed accounts and records have been made and maintained. However, we have not carried out any detailed examination of the records with a view to determine whether they are accurate or complete.
- vii. In respect of statutory dues:
- (a) As per the information and explanation provided to us and on the basis of examination of records of the company, in our opinion, the Company has been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Duty of Custom, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Duty of Custom, Cess and other material statutory dues in arrears as at March 31, 2022 for a period of more than six months from the date they became payable.

- (b) As per the information and explanation provided to us and on the basis of examination of records of the company, details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2022, on account of disputes are given below:

Name of Statute	Nature of Dues	Period to which the amount relates	Forum where dispute is pending	Amount of dispute (Rs. in Lakhs)	Amount deposited (Rs. In Lakhs)
Income Tax	Income Tax	AY 2014-2015	CIT(A)	255.12	41.39
Income Tax	Income Tax	AY 2017-2018	CIT(A)	119.28	55.67
Income Tax	Income Tax	AY 2018-2019	ITAT	111.83	0.40

- viii. As per the information and explanation provided to us and on the basis of examination of records of the company, there were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- ix. (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and government.

- (b) As per the information and explanation provided to us, the Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (c) In our opinion and according to the information and explanation given to us, the company has utilised the money obtained by way of term loans during the year for the purposes for which they were obtained.
- (d) On an overall examination of the financial statements of the Company and as per the information and explanations provided to us, funds raised on short-term basis have, prima facie, not been used during the year for long-term purposes by the Company.
- (e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates, joint venture during the year.

However, the company has availed a loan of Rs.232.60 lakhs during the financial year 2020-21 from Rural Electrification Corporation Limited (REC). The same was sanctioned for procurement of TSRTC Project buses by SSISPL-OGL-BYD Consortium, Joint venture of the Company. As per arrangement between Company, REC and SSISPL-OGL-BYD Consortium (JV), the loan was sanctioned to the Company which in turn was passed on to the JV carrying the same interest rate being charged by REC. Details are as mentioned below:

Nature of fund taken	Name of Lender	Amount involved (Rs. Lakhs)	Name of the Joint Venture	Nature of Transaction for which fund utilized	Outstanding Balance (Rs. Lakhs)
Term Loan	Rural Electrical Corporation Ltd	232.60	SSISPL-OGL-BYD Consortium	Procurement of Buses	184.14

- (f) As per the information and explanation provided to us, the Company has not raised any loans during the year on the pledge of securities held in subsidiaries, associates, joint ventures and hence reporting on clause 3(ix)(f) of the Order is not applicable.
- x. As per the information and explanation provided to us,
  - (a) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the year and hence reporting under clause 3(x)(a) of the Order is not applicable.
  - (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully or partly or optionally) and hence reporting under clause 3(x)(b) of the Order is not applicable.
- xi. As per the information and explanation provided to us,
  - (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.
  - (b) No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
  - (c) We have taken into consideration the whistle blower complaints received by the Company during the year (and up to the date of this report), while determining the nature, timing and extent of our audit procedures.
- xii. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

- xiii. In our opinion and according to the information and explanation provided to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable Indian accounting Standards.
- xiv. (a) Based on the information and explanation provided to us, in our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have considered, the internal audit reports for the year under audit, issued to the Company during the year and till date, in determining the nature, timing and extent of our audit procedures.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or persons connected with its directors. Hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. (a) In our opinion, the Company is not required to be registered under section 451A of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a), (b) and (c) of the Order is not applicable.
- (b) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable
- xix. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

**For Sarath & Associates**

Chartered Accountants

FRN: 005120S

Sd/-

**CA. V Sai Roopkumar**

Partner

MNo: 213734

UDIN: 22213734AIHXB7533

Place : Hyderabad  
Date : 02-05-2022

## STANDALONE BALANCE SHEET

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	As at 31 March 2022	As at 31 March 2021
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	27,562.68	24,473.25
Capital work-in-progress	4	127.00	-
Intangible assets	5	1,323.33	451.27
Financial assets			
Investments	6	3,224.63	3,223.52
Loans	7	184.14	222.91
Others	14	6,728.56	5,011.04
Other non current assets	8	1,000.00	1,000.00
Deferred tax assets, net	9	-	771.26
		<b>40,150.34</b>	<b>35,153.25</b>
<b>Current assets</b>			
Inventories	10	5,873.20	6,226.75
Financial assets			
Trade receivables	11	36,678.65	26,047.91
Cash and cash equivalents	12	1,791.02	1,074.48
Other bank balances	13	17,982.48	7,691.56
Loans	7	527.57	1,400.00
Others	14	5,254.02	8,684.97
Current tax assets		894.15	665.06
Other current assets	8	7,502.30	3,610.73
		<b>76,503.39</b>	<b>55,401.46</b>
		<b>1,16,653.73</b>	<b>90,554.71</b>
<b>Total assets</b>			
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity share capital	15	3,283.23	3,283.23
Other equity	16	74,822.15	71,143.27
		<b>78,105.38</b>	<b>74,426.50</b>
<b>Total equity</b>			
<b>Liabilities</b>			
<b>Non-current liabilities</b>			
Financial Liabilities			
Borrowings	17	5,246.40	392.72
Provisions	18	2,208.40	1,363.17
Deferred tax liabilities, net	9	1,152.93	-
		<b>8,607.73</b>	<b>1,755.89</b>
<b>Current liabilities</b>			
Financial Liabilities			
Borrowings	17	1,350.46	416.72
Trade payables			
- total outstanding dues of micro enterprises and small enterprises	19	1,328.57	1,022.96
- total outstanding dues of creditors other than micro enterprises and small enterprises	19	22,944.89	9,301.65
Other financial liabilities	20	3,805.15	2,879.00
Provisions	18	11.96	19.56
Other current liabilities	21	476.04	458.12
Current tax liabilities		23.55	274.31
		<b>29,940.62</b>	<b>14,372.32</b>
		<b>38,548.35</b>	<b>16,128.21</b>
		<b>1,16,653.73</b>	<b>90,554.71</b>
<b>Total liabilities</b>			
<b>Total equity and liabilities</b>			
		<b>1,16,653.73</b>	<b>90,554.71</b>
<b>Notes forming part of standalone financial statements</b>		<b>1-51</b>	

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

**for Sarath & Associates**

Chartered Accountants

ICAI Firm Registration Number: 005120S

for and on behalf of the Board of Directors of

**Olectra Greentech Limited**

CIN: L34100TG2000PLC035451

Sd/-

**V. Sai Roop Kumar**

Partner

Membership No.: 213734

Sd/-

**K.V. Pradeep**

Chairman and Managing Director

DIN: 02331853

Sd/-

**B. Appa Rao**

Director

DIN: 00004309

Sd/-

**B Sharat Chandra**

Chief Financial Officer

Sd/-

**P. Hanuman Prasad**

Company Secretary

Membership No.: A22525

Place : Hyderabad

Date : 02<sup>nd</sup> May 2022



## STANDALONE STATEMENT OF PROFIT AND LOSS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue from operations	22	58,543.10	27,722.20
Other income	23	787.37	1,143.25
<b>Total income</b>		<b>59,330.47</b>	<b>28,865.45</b>
<b>Expenses</b>			
Cost of materials consumed	24	41,525.54	15,667.15
Changes in inventories and work in progress	25	786.96	2,232.28
Employee benefits expenses	26	3,078.84	2,816.38
Other operating expenses	27	2,371.84	3,069.09
Depreciation and amortisation expense	28	2,485.28	889.42
Finance costs	29	926.87	742.63
Other expenses	30	2,693.78	1,849.63
<b>Total expenses</b>		<b>53,869.11</b>	<b>27,266.58</b>
<b>Profit/(Loss) before exceptional items and tax</b>		<b>5,461.36</b>	<b>1,598.87</b>
<b>Exceptional items:</b>			
Profit on sale of investment in a subsidiary company	45	1.00	-
Employee Severance cost	45	(255.81)	-
<b>Profit/(Loss) before tax</b>		<b>5,206.55</b>	<b>1,598.87</b>
<b>Tax expense</b>			
Current tax	31	(250.76)	188.85
Deferred tax	31	1,887.50	189.29
<b>Total tax expense</b>		<b>1,636.74</b>	<b>378.14</b>
<b>Profit/(Loss) for the year</b>		<b>3,569.81</b>	<b>1,220.73</b>
<b>Other comprehensive income/(loss)</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Re-measurement gains/ (losses) on defined benefit plan		145.75	9.19
Income-tax effect	31	(36.69)	(2.68)
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>109.06</b>	<b>6.51</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>3,678.87</b>	<b>1,227.24</b>
<b>Earnings per equity share (nominal value of INR 4) in INR</b>			
Basic	39	4.35	1.49
Diluted	39	4.35	1.49
<b>Notes forming part of standalone financial statements</b>	<b>1-51</b>		

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached  
**for Sarath & Associates**  
 Chartered Accountants  
 ICAI Firm Registration Number: 0051205

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
 CIN: L34100TG2000PLC035451

Sd/-  
**V. Sai Roop Kumar**  
 Partner  
 Membership No.: 213734

Sd/-  
**K.V. Pradeep**  
 Chairman and Managing Director  
 DIN: 02331853

Sd/-  
**B. Appa Rao**  
 Director  
 DIN: 00004309

Place : Hyderabad  
 Date : 02<sup>nd</sup> May 2022

Sd/-  
**B Sharat Chandra**  
 Chief Financial Officer

Sd/-  
**P. Hanuman Prasad**  
 Company Secretary  
 Membership No.: A22525

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2022

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### a. Equity Share Capital

	No. of shares	Amount
Balance as at March 31, 2021	8,20,80,737	3,283.23
Changes in equity share capital due to prior period errors	-	-
Restated balance at March 31, 2021	8,20,80,737	3,283.23
Changes in equity share capital during the Year	-	-
<b>Balance as at March 31, 2022</b>	<b>8,20,80,737</b>	<b>3,283.23</b>

### b. Other equity

Particulars	Money received against Share Warrants	Reserves and Surplus				Other comprehensive income	Total
		Capital Reserve	Securities premium	General reserve	Retained earnings		
<b>At March 31, 2021</b>							
Profit for the year	-	3,988.06	64,499.13	1,486.32	1,251.72	(81.96)	71,143.27
Additions during the year	-	-	-	-	3,569.81	-	3,569.81
Forfeiture of Share Warrants	-	-	-	-	-	-	-
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	-	-	-	-
Income-tax effect	-	-	-	-	-	145.75	145.75
<b>At March 31, 2022</b>	<b>-</b>	<b>3,988.06</b>	<b>64,499.13</b>	<b>1,486.32</b>	<b>4,821.53</b>	<b>27.10</b>	<b>74,822.15</b>

### Notes forming part of standalone financial statements 1-51

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached

**for Sarath & Associates**

Chartered Accountants

ICAI Firm Registration Number: 0051205

Sd/-

**V. Sai Roop Kumar**

Partner

Membership No.: 213734

Place : Hyderabad

Date : 02<sup>nd</sup> May 2022

for and on behalf of the Board of Directors of

**Olectra Greentech Limited**

CIN: L34100TG2000PLC035451

Sd/-

**K. V. Pradeep**

Chairman and Managing Director

DIN: 02331853

Sd/-

**B Sharat Chandra**

Chief Financial Officer

Sd/-

**B. Appa Rao**

Director

DIN: 00004309

Sd/-

**P. Hanuman Prasad**

Company Secretary

Membership No.: A22525

## STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2021

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### a. Equity Share Capital

	No. of shares	Amount
Balance as at March 31, 2020	8,20,80,737	3,283.23
Changes in equity share capital due to prior period errors	-	-
Restated balance at March 31, 2020	8,20,80,737	3,283.23
Changes in equity share capital during the Year	-	-
<b>Balance as at March 31, 2021</b>	<b>8,20,80,737</b>	<b>3,283.23</b>

### b. Other equity

Particulars	Money received against Share Warrants	Reserves and Surplus				Other comprehensive income	Total
		Capital Reserve	Securities premium	General reserve	Retained earnings		
<b>At March 31, 2020</b>	3,988.06	-	64,499.13	1,486.32	30.99	(88.47)	69,916.03
Profit for the year	-	-	-	-	1,220.73	-	1,220.73
Additions during the year	-	3,988.06	-	-	-	-	3,988.06
Forfeiture of Share Warrants	(3,988.06)	-	-	-	-	-	(3,988.06)
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	-	9.19	9.19
Income-tax effect	-	-	-	-	-	(2.68)	(2.68)
<b>At March 31, 2021</b>	<b>-</b>	<b>3,988.06</b>	<b>64,499.13</b>	<b>1,486.32</b>	<b>1,251.72</b>	<b>(81.96)</b>	<b>71,143.27</b>

### Notes forming part of standalone financial statements 1-51

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached  
**for Sarath & Associates**  
 Chartered Accountants  
 ICAI Firm Registration Number: 005120S  
 Sd/-

**V. Sai Roop Kumar**  
 Partner  
 Membership No.: 213734

Place : Hyderabad  
 Date : 02<sup>nd</sup> May 2022

for and on behalf of the Board of Directors of

**Olectra Greentech Limited**

CIN: L34100TG2000PLC035451

Sd/-  
**K.V. Pradeep**  
 Chairman and Managing Director  
 DIN: 02331853  
 Sd/-

**B Sharat Chandra**  
 Chief Financial Officer

Sd/-  
**B. Appa Rao**  
 Director  
 DIN: 00004309  
 Sd/-

**P Hanuman Prasad**  
 Company Secretary  
 Membership No.: A22525

## STANDALONE STATEMENT OF CASH FLOWS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>I. Cash flows from operating activities</b>		
<b>Profit before tax</b>	<b>5,206.55</b>	<b>1,598.87</b>
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation & Amortisation	2,267.08	717.14
Amortisation of intangible assets	218.20	172.28
Finance income (including fair value change in financial instruments)	(686.91)	(1,075.71)
Profit on sale of investment in a subsidiary company	(1.00)	-
Finance costs (including fair value change in financial instruments)	926.87	742.63
Re-measurement losses on defined benefit plans	145.75	9.19
<b>Operating profit before working capital changes</b>	<b>8,076.54</b>	<b>2,164.40</b>
Changes in working capital:		
Adjustment for (increase)/decrease in operating assets		
Trade receivables	(10,630.74)	9,772.46
Inventories	353.55	1,845.83
Loans - Non current	38.77	(174.42)
Loans - current	872.43	5,424.55
Other financial assets - current & non current	1,713.43	3,768.41
Other assets - current	(3,891.57)	(174.18)
Other assets - non current	-	7.48
Adjustment for increase/(decrease) in operating liabilities		
Trade payables	13,948.85	(235.09)
Other financial liabilities - current	926.15	1,581.24
Other current liabilities	17.92	6.29
Provisions	837.63	311.45
<b>Cash generated from operations</b>	<b>12,262.96</b>	<b>24,298.42</b>
Income taxes paid	(229.08)	(321.54)
<b>Net cash generated from/(used in) operating activities</b>	<b>12,033.88</b>	<b>23,976.88</b>

(Contd.)

## STANDALONE STATEMENT OF CASH FLOWS (Contd.)

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>II. Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangibles (including capital work in progress)	(6,573.77)	(15,979.13)
(Investments in)/ redemption of bank deposits (having original maturity of more than three months and less than 1 year) - net	(10,290.92)	(2,798.74)
(Investment)/ redemption of Investments/Mutual Funds	(1.11)	(3,222.26)
Profit on sale of investment in a subsidiary company	1.00	-
Interest received (finance income)	686.91	1,075.71
<b>Net cash used in investing activities</b>	<b>(16,177.89)</b>	<b>(20,924.42)</b>
<b>III. Cash flows from financing activities</b>		
Proceeds from/(repayment of) long-term borrowings, net	4,853.68	109.97
Proceeds from/(repayment of) short-term borrowings, net	933.74	(1,524.24)
Interest paid	(926.87)	(742.63)
<b>Net cash provided by financing activities</b>	<b>4,860.55</b>	<b>(2,156.90)</b>
<b>Net increase in cash and cash equivalents (I+II+III)</b>	<b>716.54</b>	<b>895.56</b>
Cash and cash equivalents at the beginning of the year	1,074.48	178.92
<b>Cash and cash equivalents at the end of the year (refer note below)</b>	<b>1,791.02</b>	<b>1,074.48</b>
<b>Note:</b>		
<b>Cash and cash equivalents comprise:</b>		
Cash on hand	0.22	0.60
Balances with banks:		
- in current accounts	1,790.80	1,073.88
	<b>1,791.02</b>	<b>1,074.48</b>
<b>Notes forming part of standalone financial statements</b>	<b>1-51</b>	

The accompanying notes are an integral part of the standalone financial statements.

As per our report of even date attached  
for **Sarath & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 005120S

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-  
**V. Sai Roop Kumar**  
Partner  
Membership No.: 213734

Sd/-  
**K.V. Pradeep**  
Chairman and Managing Director  
DIN: 02331853

Sd/-  
**B. Appa Rao**  
Director  
DIN: 00004309

Place : Hyderabad  
Date : 02<sup>nd</sup> May 2022

Sd/-  
**B Sharat Chandra**  
Chief Financial Officer

Sd/-  
**P. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 1. General Information

Olectra Greentech Limited (Formerly known as Goldstone Infratech Limited) ('the Company') is a Public Limited Company incorporated in India, having its registered office at Hyderabad, India. The Company is primarily engaged in the manufacturing of composite polymer insulators and electrical buses. The Company is listed in the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

### 2. Basis of preparation of financial statements

#### 2.1 Statement of Compliance

These financial statements are prepared under the historical cost convention on the accrual basis except for items mentioned in point 2.2. These financial statements comply with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Act") (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements were authorised for issue by the Company's Board of Directors on May 02, 2022.

Details of the accounting policies are included in Note 3.

#### 2.2 Basis of measurement

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;

- long term borrowings are measured at amortized cost using the effective interest rate method.

#### 2.3 Functional currency

The financial statements are presented in Indian rupees Lakhs, which is the functional currency of the company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

All amounts are in Indian Rupee Lakhs except share data, unless otherwise stated.

#### 2.4 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

#### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within twelve months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

#### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within twelve months after the reporting date; or

- d) the company does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

## 2.5 Critical accounting judgements and key sources of estimation uncertainty

In the application of the company's accounting policies, which are described in note 3, the management of the company are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the company's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

### Provision and contingent liability

On an ongoing basis, company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for

but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.

### Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2022 management assessed that the useful lives represent the expected utility of the assets to the company. Further, there is no significant change in the useful lives as compared to previous year.

## 2.6 Measurement of fair values

A number of the company's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

### 3. Significant accounting policies

#### 3.1 Revenue recognition

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration which the company expects to receive in exchange for those products or services. The company's revenues are derived from sale of goods and services.

- Revenue from sale of goods is recognized where control is transferred to the company's customers at the time of shipment to or receipt of goods by the customers.
- Service income, is recognized as and when the underlying services are performed. Upfront non-refundable payments received under these arrangements continue to be deferred and are recognized over the expected period that related services are to be performed.
- Dividend income is accounted for when the right to receive the income is established.
- Difference between the sale price and carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction.
- Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

#### 3.2 Leases

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

##### Company as a lessee

The Company accounts for each lease component within the contract as a lease separately from non-lease components of the

contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Company recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Company measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Company uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Company



is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Company recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Company recognises any remaining amount of the re-measurement in statement of profit and loss.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

### **3.3 Foreign currencies**

In preparing the financial statements of the company, transactions in currencies other than the company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

### **3.4 Borrowing costs**

Specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the

cost of such asset till such time the asset is ready for its intended use and borrowing costs are being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

## **3.5 Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity.

### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets

and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously.

A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### 3.6 Earnings per share

The company presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year.

Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### 3.7 Property, plant and equipment (PPE)

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into

operation, such as repairs and maintenance, are charged to the Statement of Profit and Loss in the period in which the costs are incurred.

If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

### 3.8 Expenditure during construction period

Expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under "Other non-current Assets".

### 3.9 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the company, or the number of production or similar units expected to be obtained from the asset by the company.

The company has componentised its PPE and has separately assessed the life of major components. In case of certain classes of PPE, the company uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management's best estimation of obtaining economic benefits from those classes of assets.

Such classes of assets and their estimated

useful lives are as under:

Particulars	Useful life
Buildings	30 years
Plant and Machinery	8 to 15 years
Electrical Equipment	10 years
Office Equipment	5 to 10 years
Computers	3 years
Furniture and Fixtures	10 years
Vehicles	8 to 10 years
Leasehold Improvements	15 years

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

### 3.10 Intangible assets and amortisation

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

#### Amortization

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset.

Software, Design and development is amortised over a period of five years. Technical knowhow is amortised over a period of eight years.

### 3.11 Inventories

#### Inventories are valued as follows:

- **Raw materials, stores & spare parts and packing materials:**

Valued at lower of cost and net realisable value (NRV). However, these items are

considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on FIFO basis.

- **Work-in- progress (WIP), finished goods and stock-in-trade:**

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### 3.12 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

### 3.13 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the company are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

### 3.14 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the company receives non-monetary grants, the asset and the grant are accounted at fair value and recognised in the statement of profit and loss over the expected useful life of the asset.

### 3.15 Impairment of non financial assets

The carrying amounts of the company's non-financial assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of

impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are companyed together into the smallest company of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or companies of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favorable change in the estimates used to determine the recoverable amount.

### 3.16 Employee benefits

#### Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Defined contribution plans

The company's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

#### Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

### Termination benefits

Termination benefits are recognized as an expense when the company is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the company has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

### Other long-term employee benefits

The company's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

### 3.17 Provisions

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

#### Warranties:

The estimated liability for product warranties is recorded when products are sold based on technical evaluation/management's best estimate of expenditure required to settle the possible future warranty claims.

The timing of outflows will vary as and when warranty claim will arise being typically upto

six years. The Company also has back-to-back contractual arrangement with its suppliers in the event that a vehicle fault is proven to be a supplier's fault.

### 3.18 Contingent liabilities & contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### 3.19 Financial instruments

#### a. Recognition and Initial recognition

The company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition.

A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

#### b. Classification and Subsequent measurement

##### Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the company changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

#### Financial assets: Business model assessment

The company makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management. The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration

of the financial assets to the duration of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the company's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated - e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the company's continuing recognition of the assets.

Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest.

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the company considers the contractual terms of the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the company considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the company's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract.

Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

### **Financial liabilities:**

Classification, Subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### **c. Derecognition**

#### **Financial assets**

The company derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the company neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

## Financial liabilities

The company derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The company also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit.

### d. Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### e. Impairment

The company recognises loss allowances for expected credit losses on financial assets measured at amortised cost;

At each reporting date, the company assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVTOCI) are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the company on terms that the company would not consider otherwise;

- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The company measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the company is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information



and analysis, based on the company's historical experience and informed credit assessment and including forward-looking information.

### **Measurement of expected credit losses**

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the company in accordance with the contract and the cash flows that the company expects to receive). Presentation of allowance for expected credit losses in the balance sheet

Loss allowances for financial assets

measured at amortised cost are deducted from the gross carrying amount of the assets.

### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the company determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the company's procedures for recovery of amounts due.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 4. Property, plant and equipment

Particulars	Land*	Buildings	Plant and Machinery	Electrical Equipment	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Leasehold Improvements	Right of Use Asset	Total	Capital work-in-progress
<b>Deemed Cost</b>												
At April 1, 2020	4,275.05	1,717.57	3,706.90	123.25	48.50	174.63	76.76	798.68	1.26	850.43	11,773.03	-
Additions	-	17.56	1,132.35	-	3.24	10.58	-	14,942.71	-	-	16,106.44	-
Deletions	-	-	-	-	-	-	-	271.28	-	850.43	1,121.71	-
<b>At March 31, 2021</b>	<b>4,275.05</b>	<b>1,735.13</b>	<b>4,839.25</b>	<b>123.25</b>	<b>51.74</b>	<b>185.21</b>	<b>76.76</b>	<b>15,470.11</b>	<b>1.26</b>	-	<b>26,757.76</b>	-
Additions	4,748.51	209.78	479.86	24.44	7.88	41.01	-	55.21	-	-	5,566.69	127.00
Deletions	150.83	71.01	103.47	-	-	-	-	-	-	-	325.31	-
<b>At March 31, 2022</b>	<b>8,872.73</b>	<b>1,873.90</b>	<b>5,205.25</b>	<b>147.69</b>	<b>59.62</b>	<b>226.22</b>	<b>76.76</b>	<b>15,535.72</b>	<b>1.26</b>	-	<b>31,999.14</b>	<b>127.00</b>
<b>Accumulated depreciation</b>												
At April 1, 2020	-	134.01	1,165.02	49.78	13.91	77.16	10.19	180.46	1.26	145.46	1,777.25	-
Charge for the year	-	59.66	384.55	9.68	8.15	49.17	7.28	198.65	-	-	717.14	-
Less: Adjustments	-	-	-	-	-	-	-	64.42	-	145.46	209.88	-
<b>At March 31, 2021</b>	<b>-</b>	<b>193.67</b>	<b>1,549.57</b>	<b>59.46</b>	<b>22.06</b>	<b>126.33</b>	<b>17.47</b>	<b>314.69</b>	<b>1.26</b>	-	<b>2,284.51</b>	-
Charge for the year	-	59.14	521.35	10.59	8.54	41.93	7.27	1,618.26	-	-	2,267.08	-
Less: Adjustments	-	16.32	98.81	-	-	-	-	-	-	-	115.13	-
<b>At March 31, 2022</b>	<b>-</b>	<b>236.49</b>	<b>1,972.12</b>	<b>70.05</b>	<b>30.60</b>	<b>168.26</b>	<b>24.74</b>	<b>1,932.95</b>	<b>1.26</b>	-	<b>4,436.46</b>	-
<b>Carrying amount</b>												
At March 31, 2021	4,275.05	1,541.46	3,289.68	63.79	29.68	58.88	59.29	15,155.42	-	-	24,473.25	-
At March 31, 2022	8,872.73	1,637.41	3,243.53	77.64	29.02	57.96	52.02	13,592.37	-	-	27,562.68	127.00

\*Additions shown under "Land" in current year comprises of 150 acres of Land allotted to the Company by Telangana State Industrial Infrastructure Corporation Limited (TSIIC) for setting up a factory for "EV Manufacturing Facility" at IP Seetharampur, Shabad Village & Mandal, Ranga Reddy District, Telangana. The Company being in possession of the Land allotted and on full payment of consideration for the cost of the land has executed and registered an agreement of sale. The Final sale deed will be executed and registered on fulfillment of the stipulated conditions as per the agreement of sale and on commencement of commercial production.

### Capital work-in-progress ageing schedule for the year ended March 31, 2022 :

Particulars	Amounts in capital work-in-progress for a period of			Total
	Less than one year	1 - 2 years	2 - 3 years	
Projects in progress	127.00	-	-	127.00
Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>127.00</b>	<b>-</b>	<b>-</b>	<b>127.00</b>

### Capital work-in-progress ageing schedule for the year ended March 31, 2021 :

Particulars	Amounts in capital work-in-progress for a period of			Total
	Less than one year	1 - 2 years	2 - 3 years	
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

There is no Capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	Software, Design & Development	Technical know how	Total
<b>5 Intangible assets</b>			
<b>Cost</b>			
<b>At April 1, 2020</b>	866.60	-	866.60
Additions	31.01	-	31.01
<b>At March 31, 2021</b>	<b>897.61</b>	<b>-</b>	<b>897.61</b>
Additions	47.86	1,042.40	1,090.26
<b>At March 31, 2022</b>	<b>945.47</b>	<b>1,042.40</b>	<b>1,987.87</b>
<b>Accumulated depreciation</b>			
<b>At April 1, 2020</b>	274.06	-	274.06
Amortisation expense	172.28	-	172.28
<b>At March 31, 2021</b>	<b>446.34</b>	<b>-</b>	<b>446.34</b>
Amortisation expense	176.87	41.33	218.20
<b>At March 31, 2022</b>	<b>623.21</b>	<b>41.33</b>	<b>664.54</b>
<b>Carrying amount</b>			
<b>At March 31, 2021</b>	<b>451.27</b>	<b>-</b>	<b>451.27</b>
<b>At March 31, 2022</b>	<b>322.26</b>	<b>1,001.07</b>	<b>1,323.33</b>
		<b>31 March 2022</b>	<b>31 March 2021</b>
<b>6 Investments</b>			
<b>Non-current</b>			
<i>Investments carried at deemed cost</i>			
<i>Unquoted equity shares</i>			
<i>Investments in subsidiaries/ JV</i>			
60,10,000 (March 31, 2020: 60,10,000) equity shares of ₹10 each in TF Solar Power Private Limited*		-	-
2,600 (March 31, 2021: 2600) equity shares of ₹10 each in EVEY Trans (SMC) Private Limited		0.26	0.26
2,600 (March 31, 2021: 2600) equity shares of ₹10 each in EVEY Trans (SIL) Private Limited		0.26	0.26
5,100 (March 31, 2021: NIL) equity shares of ₹10 each in EVEY Trans (GTC) Private Limited		0.51	-
3,400 (March 31, 2021: NIL) equity shares of ₹10 each in EVEY Trans (UJJ) Private Limited		0.34	-
2,600 (March 31, 2021: NIL) equity shares of ₹10 each in EVEY Trans (JAB) Private Limited		0.26	-
In SSISPL-OGL-BYD Consortium		3,223.00	3,223.00
<b>Total</b>		<b>3,224.63</b>	<b>3,223.52</b>

\* Refer Note 45

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>7 Loans (Unsecured, considered good unless otherwise stated)</b>		
<b>Non-current</b>		
Loan to Related Parties [Refer Note- 17(A)]	184.14	222.91
<b>Total</b>	<b>184.14</b>	<b>222.91</b>
<b>Current</b>		
Inter-corporate Loans	527.57	1,400.00
<b>Total</b>	<b>527.57</b>	<b>1,400.00</b>
<b>8 Other assets</b>		
<b>Non-Current assets</b>		
Unsecured, considered good		
Capital advances		
- others (refer Note below)	1,000.00	1,000.00
<b>Total</b>	<b>1,000.00</b>	<b>1,000.00</b>

**Note:-** The company had entered into an MOU with MLR Motors Private Limited (MLR). As per the terms and conditions of MOU, Capital advance amount of Rs. 1000 lakhs was paid towards acquisition of land for setting up electric bus project. As MLR had failed to honour its obligations and failed to take appropriate measures and steps to implement the provisions of MOU in terms of completing the acquisition of land etc., the company had asked for refund of aforesaid advance paid to them. Instead of refunding the advance, MLR had fraudulently allotted shares for the aforesaid advance by creating back dated allotment of shares, which the Company has refused to accept and the matter has been referred to NCLT for declaring the alleged allotment of shares of the value of Rs. 1,000 lakhs to the company as null and void and direct MLR motors to refund the amount along with Interest. The Company believes that the above advance amount will be realised in due course.

	31 March 2022	31 March 2021
<b>Current assets</b>		
Unsecured, considered good		
Advances other than capital advances		
Staff advances	7.27	15.32
Supplier advances	1,492.18	530.46
Prepaid expenses	359.71	190.15
Balances with Government Departments	5,643.14	2,874.80
<b>Total</b>	<b>7,502.30</b>	<b>3,610.73</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>9 Deferred tax asset/(liability), net</b>		
Deferred tax asset		
- Provision allowed under tax on payment basis	78.01	142.11
- Expected credit loss/ Fair Valuation of financial assets	612.17	417.28
- Carried Forward of Losses	-	798.41
- MAT credit entitlement	-	551.44
<b>Total</b>	<b>690.18</b>	<b>1,909.24</b>
Deferred tax liability		
- Tangible and Intangible assets	(1,840.93)	(1,130.73)
- Fair valuation of financial liabilities	(2.18)	(7.25)
<b>Total</b>	<b>(1,843.11)</b>	<b>(1,137.98)</b>
<b>Deferred tax asset/(liability), net</b>	<b>(1,152.93)</b>	<b>771.26</b>
<b>10 Inventories</b>		
Raw materials		
- Insulators	1,176.44	1,197.86
- E Bus material	2,711.49	2,256.66
Work in progress		
- Insulators	291.54	456.15
- E Bus	1,693.73	2,316.08
<b>Total</b>	<b>5,873.20</b>	<b>6,226.75</b>
<b>11 Trade receivables</b>		
Unsecured, considered good	13,484.88	9,616.78
From related parties	24,210.50	17,450.74
	<b>37,695.38</b>	<b>27,067.52</b>
Less: Allowance for doubtful receivables	(1,016.73)	(1,019.61)
<b>Total</b>	<b>36,678.65</b>	<b>26,047.91</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### Trade Receivables ageing schedule for the period ended March 31, 2022

Particulars	Not Due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables							
– considered good	12,710.45	17,075.49	3,468.04	2,843.65	359.61	1,238.14	37,695.38
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
– considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Allowance for doubtful debts (expected credit loss allowance)							(1,016.73)
<b>Total</b>	<b>12,710.45</b>	<b>17,075.49</b>	<b>3,468.04</b>	<b>2,843.65</b>	<b>359.61</b>	<b>1,238.14</b>	<b>36,678.65</b>

### Trade Receivables ageing schedule for the period ended March 31, 2021

Particulars	Not Due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables							
– considered good	10,770.66	14,173.65	423.57	425.71	413.28	860.65	27,067.52
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
– considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Allowance for doubtful debts (expected credit loss allowance)							(1,019.61)
<b>Total</b>	<b>10,770.66</b>	<b>14,173.65</b>	<b>423.57</b>	<b>425.71</b>	<b>413.28</b>	<b>860.65</b>	<b>26,047.91</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>12 Cash and cash equivalents</b>		
Balances with banks:		
- On current accounts	1,790.80	1,073.88
Cash on hand	0.22	0.60
<b>Total</b>	<b>1,791.02</b>	<b>1,074.48</b>
<b>13 Other Bank balances</b>		
Term deposits with Banks with original maturities of more than 3 months and less than 1 year*	17,982.48	7,691.56
<b>Total</b>	<b>17,982.48</b>	<b>7,691.56</b>
*Includes margin money deposits against bank guarantees and letter of credits.		
	31 March 2022	31 March 2021
<b>14 Others (Unsecured, considered good unless otherwise stated)</b>		
<b>Non-Current</b>		
Security deposits	217.98	222.49
In deposit accounts with banks remaining maturity for more than 12 months	6,510.58	4,788.55
	<b>6,728.56</b>	<b>5,011.04</b>
<b>Current</b>		
Security deposits		
- To Others	3.27	3.27
Secured - Earnest Money Deposits	262.65	265.87
Interest accrued	1,207.44	2,390.07
Insurance claim receivable	238.97	43.66
Subsidy receivable	2,428.00	4,780.00
Unbilled revenue*	85.21	326.21
Recoverable from suppliers	152.00	-
Loans and advances to related party	876.48	875.89
<b>Total</b>	<b>5,254.02</b>	<b>8,684.97</b>
*Unbilled revenue earned from Annual Maintenance Contracts and other services which are recognised upon completion of service. Upon billing as per the terms of the contract, the amounts recognised as Unbilled revenue are reclassified to trade receivables.		

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>15 Share Capital</b>		
<b>Authorised Share Capital</b>		
15,00,00,000 equity shares of Rs.4/- each	6,000.00	6,000.00
<b>Issued, subscribed and fully paid-up</b>		
8,20,80,737 equity shares of Rs.4/- each fully paid-up (March 31, 2021: 8,20,80,737 equity shares))	3,283.23	3,283.23
<b>Total</b>	<b>3,283.23</b>	<b>3,283.23</b>
<b>(a) Reconciliation of shares outstanding at the beginning and end of the reporting year</b>		
<b>Particulars</b>	<b>Number of Shares</b>	<b>Value</b>
<b>Equity shares of Rs.4/- each fully paid</b>		
Balance at April 01, 2020	8,20,80,737	3,283.23
Issued during the year	-	-
<b>Balance at March 31, 2021</b>	<b>8,20,80,737</b>	<b>3,283.23</b>
Issued during the year	-	-
<b>Balance at March 31, 2022</b>	<b>8,20,80,737</b>	<b>3,283.23</b>
<b>(b) Terms / rights attached to the equity shares</b>		
<p>Equity shares of the Company have a par value of ₹4 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.</p>		
<b>(c) Details of shareholders holding more than 5% shares in the Company</b>		
<b>Particulars</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>Equity shares of Rs.4/- each fully paid</b>		
<u>MEIL Holdings Limited</u>		
Number of shares held	41,053,000	37,072,359
% of holding	50.02%	45.17%
<u>Trinity Infraventures Limited</u>		
Number of shares held	-	4,276,793
% of holding	-	5.21%
<u>Goldstone Power Private Limited</u>		
Number of shares held	1,080,000	3,900,000
% of holding	1.32%	4.75%
<u>Gyanmay Investment Advisors LLP</u>		
Number of shares held	3,454,578	5,100,000
% of holding	4.21%	6.21%



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### (d) Details of shareholding of promoters:

	31 March 2022			31 March 2021		
	No of Shares	% of Holding	% Change during the year	No of Shares	% of Holding	% Change during the year
Equity shares of Rs.4/- each fully paid						
Trinity Infracventures Limited*				4,276,793	5.21%	-3.85%
L P Sashi Kumar*				409,350	0.50%	-0.15%
P S Parthasarathy*				37,000	0.05%	-
Goldstone power private limited*				3,900,000	4.75%	-1.83%
MEIL Holdings Limited	41,053,000	50.02%	4.85%	37,072,359	45.17%	-

\*Reclassified from promoter to public category with effect from 15 March 2022 and hence their shareholding as at 31 March 2022 is not shown above.

Particulars	31 March 2022	31 March 2021
<b>16 Other equity</b>		
<b>Securities premium</b>		
Opening balance	64,499.13	64,499.13
Add: Premium on fresh issue	-	-
Closing balance	<b>64,499.13</b>	<b>64,499.13</b>
Securities premium consists of the difference between the face value of the equity shares and the consideration received in respect of shares issued.		
<b>Money received against Share Warrants</b>		
Opening balance	-	3,988.06
Additions during the year	-	-
Forfeited during the year	-	(3,988.06)
Conversions during the year	-	-
Closing balance	-	-
The Company had issued & allotted 91,00,000 warrants to MEIL Holding Limited (MHL) on 10th October 2018 and an amount equivalent to 25% of the consideration has been received at the time of allotment of warrants and balance 75% of such consideration was to be paid before the allotment of the equity shares upon exercise of option against warrants within a period of 18 months from the date of issue of warrants. As MHL has not exercised the said option and not paid the 75% balance consideration within the period of 18 months from the date of issue of warrants, the amount already paid by MHL (25%) has been forfeited on 10th April 2020.		

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>Capital Reserve</b>		
Opening balance	3,988.06	-
Additions during the year	-	3,988.06
Closing balance	<b>3,988.06</b>	<b>3,988.06</b>
It represents amount received towards Share warrants which was forfeited on 10th April 2020.		
<b>General reserve</b>		
Opening balance	1,486.32	1,486.32
Add: Transfers during the year	-	-
Closing balance	<b>1,486.32</b>	<b>1,486.32</b>
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.		
<b>Retained earnings</b>		
Opening balance	1,251.72	30.99
Profit/(loss) for the year	3,569.81	1,220.73
Less: Transfers to general reserve	-	-
Closing balance	<b>4,821.53</b>	<b>1,251.72</b>
Retained earnings reflect surplus/deficit after taxes in the profit or loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.		
<b>Remeasurement of employee defined benefit plans</b>		
Opening balance	(81.96)	(88.47)
Additions during the year	109.06	6.51
Closing balance	<b>27.10</b>	<b>(81.96)</b>
<b>Total other equity</b>	<b>74,822.15</b>	<b>71,143.27</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>17 Borrowings</b>		
<b>Non-current</b>		
<b>Secured loans</b>		
Term loan		
- From Financial Institutions (refer note A below)	184.14	222.91
Vehicle loans		
- From Banks (refer note B below)	6.76	22.44
<b>Unsecured loans</b>		
Sales tax deferrment loan (refer note C below)	-	147.37
Loan from Related party (refer note E below)	5,055.50	-
<b>Total</b>	<b>5,246.40</b>	<b>392.72</b>
<b>Current</b>		
<b>Secured loans repayable on demand</b>		
- Working capital loans from State Bank of India (refer note D below)	1,255.96	396.59
- Current maturities of long term borrowings	94.50	20.13
<b>Total</b>	<b>1,350.46</b>	<b>416.72</b>

### A. Term loan from Financial Institutions:

Term loan consists of loan taken from Rural Electrical Corporation Limited in December 2020 amounting Rs. 232.60 Lakhs. The loan carries an interest rate of 10.25% repayable in 72 equal installments secured by:

- First charge by way of hypothecation of all 40 E-buses, covered in the project owned by SSISPL-OGL-BYD Consortium in respect of which the loan was sanctioned.
- First charge by way of hypothecation/ assignment of all present and future book debts, bills, receivables, monies including bank accounts, claims of all kinds and stocks including consumables and general stores in respect of the project of 40 E-buses..

The aforementioned loan was sanctioned for procurement of TSRTC project buses by SSISPL-OGL-BYD Consortium, Joint Venture of the Company. As per back to back arrangement between REC, OGL and SSISPL-OGL-BYD Consortium(JV), the loan was sanctioned to the Company which in turn was passed on to the JV carrying the same interest rate being charged by REC and the same is reflected as "Loan to Related Parties" in Note -7.

### B. Vehicle loans from Banks:

The Company has the following 3 vehicle loans::

Vehicle loans of Rs. 22.46 Lakhs & Rs. 8.49 Lakhs taken from Yes Bank on 25-07-2018 repayable in 48 installments from August 2018 to July 2022 and a vehicle loan of Rs.56 Lakhs from Yes Bank on 18-09-2018 repayable in 60 installments from October 2018 to September 2023. These loans are secured by hypothecation of the vehicles for which the loan was taken.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### C. Sales tax deferral loan:

The Company has been granted an interest free sales tax deferral loan by the Government of Andhra Pradesh. As per the terms of this scheme, the Company has to repay the amount till FY 2022-23.

### D. Working facilities from State Bank of India:

Working Capital Facilities from State Bank of India carries an interest rate ranging from 8.95% to 9.50% are secured by:

- i. Exclusive first charge on Current Assets of Insulator division of the Company both present and future
- ii. Exclusive first charge by way of equitable mortgage of Project land, factory land & building of Company
- iii. Exclusive first charge by way of equitable mortgage of immovable property of M/s Goldstone Technologies Limited
- iv. First charge on fixed assets(excluding land mentioned in ii above) of Insulator division and Second charge on the fixed assets of E-Bus division of the Company both present and future on reciprocal basis
- v. Corporate guarantee given by M/s Trinity Infraventures Limited & M/s Goldstone technologies Limited

### E. Loan from Related party

The Company during the current year has taken a unsecured loan of Rs. 4900 Lakhs from the MEIL Holdings Limited (Holding Company).The loan carries an interest rate of 9% repayable within 3 years.The loan is taken for the purpose of acquisition of land allotted by the TSIC.

	31 March 2022	31 March 2021
<b>18 Provisions</b>		
<b>Non-Current</b>		
Provision for employee benefits		
- Gratuity (refer note 36)	189.23	333.50
- Compensated absences	100.41	113.16
Product Warranties	1,918.76	916.51
<b>Total</b>	<b>2,208.40</b>	<b>1,363.17</b>
Provision for Product warranties represents the present value as management's best estimate of the future economic benefits that will be required under the Company's obligations for warranties. The estimate may vary as a result of new materials, altered manufacturing processes or other events affecting product quality.		
<b>Current</b>		
Provision for employee benefits		
- Gratuity (refer note 36)	3.09	9.21
- Compensated absences	8.87	10.35
<b>Total</b>	<b>11.96</b>	<b>19.56</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>19 Trade payables</b>		
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	1,328.57	1,022.96
- Total outstanding dues of creditors other than micro enterprises and small enterprises*	22,944.89	9,301.65
<b>Total</b>	<b>24,273.46</b>	<b>10,324.61</b>
*Includes payable to related parties	144.45	290.70

### Trade Payables ageing schedule for the period ended March 31, 2022

Particulars	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables						
- Micro enterprises and small enterprises	602.88	709.92	15.76	-	-	1,328.57
- Others	19,787.92	3,073.53	22.94	24.31	36.19	22,944.89
Disputed trade payables						
- Micro enterprises and small enterprises	-	-	-	-	-	-
- Others	-	-	-	-	-	-
<b>Total</b>	<b>20,390.80</b>	<b>3,783.45</b>	<b>38.70</b>	<b>24.31</b>	<b>36.19</b>	<b>24,273.46</b>

### Trade Payables ageing schedule for the period ended March 31, 2021

Particulars	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables						
- Micro enterprises and small enterprises	416.30	597.18	9.48	-	-	1,022.96
- Others	1,155.72	8,060.85	45.33	25.00	14.76	9,301.65
Disputed trade payables						
- Micro enterprises and small enterprises	-	-	-	-	-	-
- Others	-	-	-	-	-	-
<b>Total</b>	<b>1,572.02</b>	<b>8,658.03</b>	<b>54.81</b>	<b>25.00</b>	<b>14.76</b>	<b>10,324.61</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>20 Other financial liabilities</b>		
Interest accrued but not due on borrowings	137.67	56.82
Employee payables	174.34	166.07
Provision for expenses	3,327.59	2,490.56
Security deposits received	165.55	165.55
<b>Total</b>	<b>3,805.15</b>	<b>2,879.00</b>
<b>21 Other liabilities</b>		
<b>Current</b>		
Advance received from customers	77.35	58.28
Other advances received	30.50	23.50
Statutory liabilities	368.19	376.34
<b>Total</b>	<b>476.04</b>	<b>458.12</b>
<b>22 Revenue from operations</b>		
Revenue from sale of products	51,769.37	23,866.00
Revenue from Services	6,695.91	3,809.69
Other Operational Income	77.82	46.51
<b>Total</b>	<b>58,543.10</b>	<b>27,722.20</b>
<b>23 Other income</b>		
Interest income	686.91	1,075.71
Foreign exchange gain	95.36	67.54
Miscellaneous income	5.10	-
<b>Total</b>	<b>787.37</b>	<b>1,143.25</b>
<b>24 Cost of materials consumed</b>		
Opening Stock of raw materials and consumables	3,454.52	3,068.08
Add : Purchases during the year	41,958.95	16,053.59
	45,413.47	19,121.67
Less : Closing Stock of raw materials and consumables	3,887.93	3,454.52
<b>Total</b>	<b>41,525.54</b>	<b>15,667.15</b>
<b>25 Changes in inventories and Work in progress</b>		
Work in progress		
Inventories at the beginning of the year	2,772.23	5,004.51
Less : Inventories at the end of the year	1,985.27	2,772.23
(Increase) / Decrease in Inventories	<b>786.96</b>	<b>2,232.28</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
<b>26 Employee benefits expenses</b>		
Salaries, wages and bonus	2,966.22	2,695.19
Contribution to provident and other funds	79.13	88.87
Staff welfare expenses	33.49	32.32
<b>Total</b>	<b>3,078.84</b>	<b>2,816.38</b>
<b>27 Other operating expenses</b>		
Consumption of stores and spares	262.84	131.85
Power and fuel	357.25	354.38
Repairs to building	-	0.89
Repairs to machinery	55.86	50.74
Insurance	133.71	31.35
Testing and inspection charges	90.65	117.60
Bus Operations	1,471.53	2,382.28
<b>Total</b>	<b>2,371.84</b>	<b>3,069.09</b>
<b>28 Depreciation and amortisation expense</b>		
Depreciation of tangible assets	2,267.08	717.14
Amortization of intangible assets	218.20	172.28
<b>Total</b>	<b>2,485.28</b>	<b>889.42</b>
<b>29 Finance costs</b>		
Interest on term loans	196.16	11.97
Interest on working capital loan and cash credit	289.36	204.18
Other borrowing cost	16.39	98.38
Bank charges and commissions	424.96	428.10
<b>Total</b>	<b>926.87</b>	<b>742.63</b>
<b>30 Other expenses</b>		
Rent	178.23	175.89
Freight charges	672.53	396.40
Directors sitting fee	28.75	24.25
Rates and taxes	26.58	95.09
Office maintenance	7.10	20.64
Office electricity charges	0.07	5.37
Security charges	42.76	62.05
Telephone and postage expenses	31.89	34.17
Printing and stationary	7.16	6.50
Insurance charges	66.38	71.82
Travelling expenses	178.33	62.34
Conveyance	118.04	55.26
Repairs and maintenance - others	100.92	114.27

(Contd.)

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	31 March 2022	31 March 2021
Consultancy charges	85.83	78.05
Business promotion expenses	59.87	21.24
Exhibition expenses	-	1.57
Advertisement & Other Selling Expenses	0.97	2.56
Warranty Expenses	1,002.25	413.37
Legal fees	3.00	12.02
Listing fees	5.40	5.40
Auditors remuneration	10.00	10.00
Vehicle maintenance	9.52	11.81
Allowances for doubtful debts (net)	34.38	146.70
Loss on sale of Assets	0.18	2.51
Miscellaneous expenses	23.64	20.35
<b>Total</b>	<b>2,693.78</b>	<b>1,849.63</b>
<b>Note: Miscellaneous expenses includes amount spent for Corporate Social Responsibility</b>		
Revenue expenditure charged to statement of profit and loss in respect of Corporate Social Responsibility (CSR) activities undertaken during the year ended March, 31 2022 was Rs. 6.40 Lakhs as compared to Rs. 3.90 Lakhs for the year ended March 31, 2021.		
	31 March 2022	31 March 2021
<b>31 Tax expenses</b>		
Current income tax:		
Current income tax charge*	(250.76)	188.85
Deferred tax:		
MAT credit#	551.44	(185.96)
Relating to originating and reversal of temporary differences	1,336.06	375.25
<b>Income tax expense recognised in the statement of profit or loss</b>	<b>1,636.74</b>	<b>378.14</b>
<b>Deferred tax related to items considered in OCI during the year</b>		
Re-measurement gains/ (losses) on defined benefit plan	(36.69)	(2.68)
<b>Income tax charge to OCI</b>	<b>(36.69)</b>	<b>(2.68)</b>
*Includes tax expense reversal relating to previous year amounting Rs. 274.31 Lakhs (2020-21:Rs 85.46 Lakhs)		
# MAT Credit reversal relating to previous years amounting Rs. 551.44 Lakhs (2020-21: Rs 88.35 Lakhs)		

(Contd.)



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

<b>Reconciliation of estimated income tax expense with the accounting profit multiplied by domestic tax rate:</b>	<b>31 March 2022</b>	<b>31 March 2021</b>
Accounting profit before income tax	5,206.55	1,598.87
Tax on accounting profit at statutory income tax rate	1,310.49	465.59
Effect of Income exempt from tax/ Items not deductible	224.82	72.58
Adjustments in respect of deferred tax at different rates	(104.67)	44.51
Tax charge/(credit) on income at MAT rates	277.13	(185.96)
Others	(71.03)	(18.58)
<b>Total</b>	<b>1,636.74</b>	<b>378.14</b>
<b>Tax expense reported in the statement of profit and loss</b>	<b>1,636.74</b>	<b>378.14</b>

<b>Particulars</b>	<b>As at 31-Mar-22</b>	<b>As at 31-Mar-21</b>
<b>32 Contingent liabilities and commitments</b>		
<b>i) Contingent liabilities:</b>		
- Claims against the Company not acknowledged as debts (See Note 'a' below)	486.23	659.40
<b>ii) Commitments:</b>		
- Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	48.12	37.74

Note :- (a)

The Income Tax Department has raised demands on the Company in respect of past years on account of various disallowances, the year wise break up of which is as under:.

<b>Assessment year</b>	<b>Amount of Dispute</b>	<b>Forum where it is pending</b>
2014-2015	255.12	CIT(A)
2017-2018	119.28	CIT(A)
2018-2019	111.83	ITAT

The Company believes the possibility of any liability that may arise on account of above Income tax matters is not probable. Accordingly, no provision has been made in these financial statements as of 31 March 2022.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

<b>33 Related party disclosures</b>	
<b>a) Names of related parties and description of relationship</b>	
Holding Company	MEIL Holdings Limited
Entities having significant influence over the Company	Trinity Infraventures Limited \$
	Megha Engineering & Infrastructures Limited
Subsidiaries	TF Solar Power Private Limited #
	SSISPL-OGL-BYD Consortium (JV)
	Evey Trans (GTC) Private Limited
Associates	Evey Trans (SMC) Private Limited
	Evey Trans (SIL) Private Limited
	Evey Trans (UJJ) Private Limited
	Evey Trans (JAB) Private Limited
Subsidiaries of MEIL Holdings Limited	Evey Trans Private Limited
	Turbo Megha Airways Private Limited@
Step-down Subsidiaries of MEIL Holdings Limited	Evey Trans (UKS) Private Limited
	Evey Trans (KTC) Private Limited
	Evey Trans (NGP) Private Limited
	OHA Commute Private Limited
Step-down Subsidiaries of Megha Engineering & Infrastructures Limited	ICOMM TELE LIMITED
Subsidiary of Trinity Infraventures Limited	Trinity Cleantech Private Limited \$
Associate of Megha Engineering & Infrastructures Limited	Megha Fibre Glass Industries Limited
Key Management Personnel ("KMP")	Dr. P. V. Ramesh, Managing Director*
	Mr. K.V.Pradeep, Chairman and Managing Director*
	Mr. B. Sharat Chandra, CFO
	Mr. Hanuman Prasad, Company Secretary
<p>* 1. Dr. P.V. Ramesh appointed as Managing Director on 09-01-2021 and resigned effective from 12-05-2021</p> <p>2. Mr.K.V. Pradeep appointed as Managing Director on 29-07-2021 and additionally appointed as Chairman on 28-10-2021</p> <p># Sold on 26 July 2021 to Trinity Infraventures Ltd</p> <p>\$ Reclassified from promotor to public category with effect from 15 March 2022.</p> <p>@ Ceased to be a Subsidiary of MEIL Holdings Limited with effect from 07 October 2021.</p>	

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### b) Transactions with related parties

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Key Management Personnel</b>		
Remuneration Paid*	226.44	218.85
<b>Holding Company</b>		
Inter corporate loan	4,900.00	-
Interest Expense	172.78	-
<b>Entities having significant influence over the Company</b>		
Unsecured Loans given/ (Repaid)	(416.43)	-
Sale of goods & services	797.11	127.39
Interest Income	84.18	125.00
Purchase of Material, Capital Goods & Other Expenses	69.41	32.59
<b>Subsidiaries</b>		
Interest Income	20.43	7.31
Sale of goods & services	344.20	170.00
Equity Investment/ Investment	0.51	3,222.00
Unsecured Loans given/ (Repaid) (Net)	(38.77)	217.93
<b>Associate</b>		
Equity Investment/ Investment	0.60	0.26
Sale of goods & services	2,157.88	4,845.70
<b>Subsidiaries of Trinity &amp; MEIL Holdings</b>		
Sale of goods & services	26,210.59	1,099.57
Purchase of Material,Capital Goods& Other Expenses	60.59	13,771.87
Lease Rental Expenses	121.28	886.91
Interest Income	-	40.53
Unsecured Loans given/ (Repaid)	-	(3,365.51)
<b>Step Subsidiaries and Associates of MEIL Holdings and Megha Engineering &amp; Infrastructures Limited</b>		
Purchase of Material, Capital Goods & Other Expenses	72.62	-
Supplier advances	284.69	-
Sale of goods & services	12,131.91	5,604.23
<p>*Does not include insurance, which is paid by the Company as a whole and gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.</p>		

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### c) Details of balances receivable from and payable to related parties are as follows:

Name of Related Party	As at 31-Mar-22	As at 31-Mar-21
<b>Trade Receivables</b>		
Megha Engineering & Infrastructures Limited	0.27	122.55
Evey Trans Private Limited	12,409.23	6,308.34
Evey Trans (SMC) Private Limited	115.18	4,498.90
Evey Trans (SIL) Private Limited	29.90	627.19
Evey Trans (UKS) Private Limited	27.86	624.00
Evey Trans (KTC) Private Limited	2,642.48	5,149.16
Evey Trans (NGP) Private Limited	-	120.60
Evey Trans (GTC) Private Limited	260.85	-
SSISPL-OGL-BYD Consortium	17.60	-
OHA Commute Private Limited	8,707.77	-
<b>Inter-corporate Loans - Non - Current - Borrowings</b>		
MEIL Holdings Limited	5,055.50	-
<b>Loans &amp; Advances to Related Parties - Financial Assets (Current &amp; Non-Current)</b>		
Trinity Infraventures Limited	@	875.62
SSISPL-OGL-BYD Consortium	184.34	222.91
OHA Commute Private Limited	0.27	0.27
Evey Trans (GTC) Private Limited	0.39	-
<b>Trade Payables</b>		
Megha Fibre Glass Industries Limited	89.27	-
Megha Engineering & Infrastructures Limited	55.81	17.47
Trinity Cleantech Private Limited	@	273.23
<b>Inter-corporate Loans - Current Loans -Financial Assets</b>		
Trinity Infraventures Limited	@	1,000.00
<b>Supplier advances - Current -Other Current Assets</b>		
ICOMM TELE LIMITED	284.69	-
<b>Other advances received - Other current liabilities</b>		
SSISPL-OGL-BYD Consortium	30.50	23.50

@ Ceased to be a related party as at 31 March 2022, Hence balances, if any not shown above.

### d) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 34 Segment information

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating and geographical segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments and geographical segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources on overall basis.

The Company has two reportable segments during the year, i.e. Composite Polymer Insulators and Electric Buses.

The segment revenue, profitability, assets and liabilities are as under:

Segment Revenue	For the year ended 31 March 2022	For the year ended 31 March 2021
a) Insulator division	10,805.20	12,123.31
b) E Bus division	47,737.90	15,598.89
<b>Total revenue</b>	<b>58,543.10</b>	<b>27,722.20</b>
Segment Results	For the year ended 31 March 2022	For the year ended 31 March 2021
(Profit before tax & interest)		
a) Insulator division	883.87	1,196.88
b) E Bus division	5,129.09	652.43
<b>Total</b>	<b>6,012.96</b>	<b>1,849.31</b>
Less: (i) Interest	926.87	742.63
(ii) Unallocable expenditure (Net of Un allocable income)	(120.46)	(492.19)
<b>Total Profit before tax</b>	<b>5,206.55</b>	<b>1,598.87</b>

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>Segment Assets</b>		
a) Insulator Division	16,596.18	16,502.74
b) eBus Division	94,971.37	66,112.76
c) Unallocated	5,086.18	7,939.21
<b>Total</b>	<b>116,653.73</b>	<b>90,554.71</b>
<b>Segment Liabilities</b>		
a) Insulator Division	4,640.75	3,702.01
b) eBus Division	32,731.12	12,151.89
c) Unallocated	1,176.48	274.31
<b>Total</b>	<b>38,548.35</b>	<b>16,128.21</b>
<b>Capital Employed</b>		
a) Insulator Division	11,955.43	12,800.73
b) eBus Division	62,240.25	53,960.87
c) Unallocated	3,909.70	7,664.90
<b>Total</b>	<b>78,105.38</b>	<b>74,426.50</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 35 Auditors' remuneration include:

Particulars	31-Mar-22	31-Mar-21
Statutory audit fee (including limited review)	8.00	8.00
Tax audit fee	2.00	2.00
<b>Total</b>	<b>10.00</b>	<b>10.00</b>

### 36 Gratuity

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/exit.

The following tables summarize the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet for the plan:

Reconciliation of opening and closing balances of the present value of the defined benefit obligations::

Particulars	31-Mar-22	31-Mar-21
<b>Opening balance</b>	<b>342.71</b>	<b>377.58</b>
Current service cost	80.81	101.93
Past service cost	-	-
Interest cost	23.50	25.64
Benefits paid	(108.95)	(153.25)
Actuarial gain	(145.75)	(9.19)
<b>Closing balance</b>	<b>192.32</b>	<b>342.71</b>
Present value of projected benefit obligation at the end of the year	192.32	342.71
Fair value of plan assets at the end of the year	-	-
<b>Net liability recognised in the balance sheet</b>	<b>192.32</b>	<b>342.71</b>
Current provision	3.09	9.21
Non current provision	189.23	333.50

Expenses recognised in statement of profit and loss	31-Mar-22	31-Mar-21
Service cost	80.81	101.93
Interest cost	23.50	25.64
<b>Gratuity cost</b>	<b>104.31</b>	<b>127.57</b>
<b>Re-measurement gains/ (losses) in OCI</b>		
Actuarial gain / (loss) due to demographic assumption changes	-	-
Actuarial gain / (loss) due to financial assumption changes	(11.49)	(4.73)
Actuarial gain / (loss) due to experience adjustments	(134.26)	(4.46)
Return on plan assets greater (less) than discount rate	-	-
<b>Total expenses routed through OCI</b>	<b>(145.75)</b>	<b>(9.19)</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Assumptions	31-Mar-22	31-Mar-21
Discount rate (per annum)	7.35%	6.95%
Future salary increases	10.00%	10.00%

**A quantitative sensitivity analysis for significant assumption and its impact in percentage terms on projected benefit obligation are as follows:**

	31-Mar-22	
	Discount rate	Salary escalation rate
Impact of increase in 50 bps on projected benefit obligation	-6.83%	6.54%
Impact of decrease in 50 bps on projected benefit obligation	7.55%	-6.09%

These sensitivities have been calculated to show the movement in projected benefit obligation in isolation and assuming there are no other changes in market conditions.

### 37 Dues to Micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2022 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

Particulars	31-Mar-22	31-Mar-21
a) the principal amount due thereon remaining unpaid to any supplier at the end of each accounting year.	1,328.57	1,022.96
b) the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
c) the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act.	Nil	Nil
d) the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
e) the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	Nil	Nil

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 38 Leases

#### Where the Company is a lessee:

Effective 1st April 2019, the Company adopted Ind AS 116, Leases. This standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. There is no significant impact of the standard on the financial results of the Company. During the previous year the Company has de-recognised an amount of Rs. 704.97 Lakhs Right of use asset (presented as part of Property, plant and equipment) and Rs. 753.52 Lakhs worth Lease liability (presented as part of Financial Liabilities) as the leases to which the standard applies are closed during the previous year.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases amounting to INR 178.23 Lakhs (INR 175.89 Lakhs Previous Year) are recognised as an expense on a straight-line basis over the lease term.

### 39 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity Shares.

The following table sets out the computation of basic and diluted earnings per share:

Particulars	31-Mar-22	31-Mar-21
Profit for the year attributable to equity share holders	3,569.81	1,220.73
<b>Shares</b>		
Weighted average number of equity shares outstanding during the year – basic	8,20,80,737	8,20,80,737
Weighted average number of equity shares outstanding during the year – diluted	8,20,80,737	8,20,80,737
<b>Earnings per share</b>		
Earnings per share of par value ₹ 4 – basic (₹)	4.35	1.49
Earnings per share of par value ₹ 4 – diluted (₹)	4.35	1.49



## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 40 Fair value measurements

Financial instruments by category	31-Mar-22		31-Mar-21	
	Amortised Cost	FVTPL	Amortised Cost	FVTPL
<b>Financial assets</b>				
Investments				
- In Subsidiaries/ JV	3,224.63	-	3,223.52	-
Trade receivables	36,678.65	-	26,047.91	-
Cash and cash equivalents	1,791.02	-	1,074.48	-
Other bank balances	24,493.06	-	12,480.11	-
Loans	711.71	-	1,622.91	-
Security Deposits	483.90	-	491.63	-
Others	4,988.10	-	8,415.83	-
<b>Total Financial Assets</b>	<b>72,371.07</b>	<b>-</b>	<b>53,356.39</b>	<b>-</b>
<b>Financial Liabilities</b>				
Borrowings	6,596.86	-	809.44	-
Trade payables	24,273.46	-	10,324.61	-
Other financial liabilities	3,805.15	-	2,879.00	-
<b>Total Financial Liabilities</b>	<b>34,675.47</b>	<b>-</b>	<b>14,013.05</b>	<b>-</b>

#### Fair value hierarchy

The carrying amount of the current financial assets and current financial liabilities are considered to be same as their fair values, due to their short term nature. In absence of specified maturity period, the carrying amount of the non-current financial assets and non-current financial liabilities such as security deposits (assets) are considered to be same as their fair values.

The fair value of mutual funds is classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of Net Assets Value (NAV) declared by the mutual fund. The fair value of Financial derivative contracts has been classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of mark-to-market valuation provided by the bank, The corresponding changes in fair value of investment is disclosed as 'Other Income'.

### 41 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and refundable deposits that derive directly from its operations.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as commodity risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2022 and March 31, 2021. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2022 and March 31, 2021.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of variable rate borrowings. The Company does not enter into any interest rate swaps.

#### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	<b>Increase/decrease in interest rate</b>	<b>Effect on profit before tax</b>
<b>March 31, 2022</b>		
INR	+1%	(65.97)
INR	-1%	65.97
<b>March 31, 2021</b>		
INR	+1%	(8.09)
INR	-1%	8.09

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the receivables team.

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to ₹ 36,678.65 lakhs (March 31, 2021: ₹ 26,047.91 lakhs). The movement in allowance for credit loss in respect of trade and other receivables during the year was as follows:

Allowance for credit loss	31-Mar-22	31-Mar-21
Opening balance	1,019.61	872.91
Credit loss provided/(reversed)	(2.88)	146.70
Closing balance	1,016.73	1,019.61

The top 2 to 3 customers account for more than 50% of the revenue as of March 31, 2022 and March 31, 2021. However, the customers profile includes sale of e-buses under the Department of Heavy Industries (DHI) FAME - II frame work/ GCC Contracts to Special Purpose Vehicles (SPV's) formed for execution of contracts with the STUs and hence the concentration of revenue risk is minimal.

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

### c) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
<b>Year ended March 31, 2022</b>						
Borrowings	1,255.96	15.29	117.98	5,207.63	-	6,596.86
Trade payables	-	19,571.97	4,701.49	-	-	24,273.46
<b>Year ended March 31, 2021</b>						
Borrowings	396.59	14.56	44.34	324.88	29.07	809.44
Trade payables	-	5,636.34	4,688.27	-	-	10,324.61

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 42 Capital management

The Company's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

The capital structure as of March 31, 2022 and March 31, 2021 was as follows:

Particulars	31-Mar-22	31-Mar-21
Total equity attributable to the equity shareholders of the Company	78,105.38	74,426.50
As a percentage of total capital	92.21%	98.92%
Long term borrowings including current maturities	5,340.90	412.85
Short term borrowings	1,255.96	396.59
Total borrowings	6,596.86	809.44
As a percentage of total capital	7.79%	1.08%
<b>Total capital (equity and borrowings)</b>	<b>84,702.24</b>	<b>75,235.94</b>

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 43 Key Financial Ratios

S. No.	Ratio	Numerator	Denominator	As at 31-Mar-22	As at 31-Mar-21	Variance %	Reason
1	Current ratio	Total current assets	Total current liabilities	2.56	3.85	-34%	The current ratio has decreased mainly due to higher trade payables and working capital loans at the end of current year.
2	Debt-equity ratio	Borrowings (Current + Non-current)	Total equity	0.08	0.01	677%	The company has borrowed Rs.4900 lakhs for the purpose of acquisition of Land allotted by TSILC. The same has resulted in increase in debt equity ratio compared to the previous year.
3	Debt service coverage ratio	Earnings available for debt service = PAT + Depreciation + Interest+Loss on sale of assets	Debt service = Interest+Principal repayment during the year	24.51	53.00	-54%	The company has borrowed an amount of Rs.4900 lakhs for the purpose of acquisition of Land allotted by TSILC which is repayable within 3 years. The same has resulted in decrease in debt service coverage ratio compared to the previous year.
4	Return on equity ratio	Net profit after taxes	Average total equity	5%	2%	183%	Higher return on equity in current year is primarily on account of increase in profits.
5	Inventory turnover ratio	Cost of materials consumed and changes in inventories and work-in-progress	Average Inventory	6.99	2.50	179%	There is improvement in the turnaround time for inventory which has resulted in adequate liquidation of inventory. This has led to overall increase in the inventory turnover ratio.
6	Trade receivables turnover ratio	Revenue from operations	Average Receivables	1.87	0.90	108%	Significant Revenue growth in the current year has resulted in the higher ratio compared to the previous year.
7	Trade payables turnover ratio	Purchases of materials+Other operating expenses	Average Payables	2.56	1.83	40%	The increase is due to higher purchases/Trade payables towards the end of the year.
8	Net capital turnover ratio	Revenue from operations	Working capital = Current assets - Current liabilities	1.26	0.68	86%	Revenue growth has resulted in an improvement in the ratio.
9	Net profit ratio	Net profit after taxes	Revenue from operations	6%	4%	38%	Higher net profit ratio in current year is primarily on account of Significant increase in revenue in the current year.
10	Return on Capital employed	Earnings before interest and taxes	Capital employed = Tangible Net worth + Borrowings (current & non current) + Deferred tax liabilities	7%	3%	133%	Higher return on capital employed in current year is primarily on account of Increase in profits.
11	Return on investment (in%)*	Income generated from investment	Investments	NA	NA	-	-

\* The Company is not having any market linked investments

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 44 Recent Indian Accounting Standards

On March 23, 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2022. This notification has resulted into amendments in the following existing accounting standards which are applicable from April 1, 2022:

- i. Ind AS 101 – First time adoption of Ind AS
- ii. Ind AS 103 – Business Combination
- iii. Ind AS 109 – Financial Instrument
- iv. Ind AS 16 – Property, Plant and Equipment
- v. Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets
- vi. Ind AS 41 – Agriculture

Application of above standards are not expected to have any significant impact on the Company's financial statement.

### 45 Exceptional Items

During the current year, the Company has recognised (a) Rs.255.81 Lakhs towards one time severance cost in Insulators Division and (b) Profit on sale of wholly owned subsidiary of the Company (TF Solar Power Private Limited) to Trinity Infraventures Ltd of Rs.1 Lakhs. Accordingly, the total amount of Rs. 254.81 Lakhs has been considered as "Exceptional Items".

- 46** The Company has performed a detailed assessment of its liquidity position and the recoverability of the assets as at the balance sheet date and has concluded that based on current indicators of future economic conditions, the carrying value of the assets will be recovered. Management believes that it has fully considered all possible impact of known events in the preparation of the standalone financial results. However, given the effect of the lockdown on the overall economic activity and in particular on the automotive industry, the impact assessment of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions and the consequent impact on its business, if any, which may be different from those estimated on the date of approval of these financial statements.
- 47** The Code on Social Security, 2020 ("Code") received Presidential assent in September 2020. The Code has been published in the Gazette of India. However the related final rules have not yet been issued and the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code and the rules thereunder when they come into effect.
- 48** The Board of Directors have recommended a dividend of Rs 0.40 per share (Face value of Rs 4/- each) for the year ended March 31, 2022.
- 49** The Company has elected to exercise the option permitted under section 115 BAA of the Income Tax Act, 1961, as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company had recognised Provision for Income Tax and re-measured its Deferred Tax Liabilities based on the rates prescribed in the aforesaid section. The corresponding impact of adopting this option has also been recognised in the Statement of Profit and Loss for the year ended March 31, 2022.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 50 Other statutory information

- (i) The Company does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property.
- (ii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- (iii) The Company has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- (iv) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (v) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- (vi) The Company is in compliance with the number of layers prescribed under clause (87) of section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 (as amended).
- (vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).
- (viii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- (ix) The Company does not have any transactions with companies struck off.

### 51 Prior year comparatives

The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached  
**for Sarath & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 0051205

Sd/-

**V. Sai Roop Kumar**  
Partner  
Membership No.: 213734

Place : Hyderabad  
Date : 02<sup>nd</sup> May 2022

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-

**K.V. Pradeep**  
Chairman and Managing Director  
DIN: 02331853

Sd/-

**B Sharat Chandra**  
Chief Financial Officer

Sd/-

**B. Appa Rao**  
Director  
DIN: 00004309

Sd/-

**P. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## Independent Auditor's Report

To  
The Members of  
**Olectra Greentech Limited, Hyderabad**

### Report on the Audit of the Consolidated Financial Statements

#### Opinion

We have audited the accompanying Consolidated financial statements of **M/s OLECTRA GREENTECH LIMITED** ("the Holding Company") and its Subsidiary (Holding Company and its subsidiary together referred to as "the Group"), Associates and Joint Venture which comprises the Consolidated Balance Sheet as at March 31, 2022, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year ended on that date, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of reports of other auditors on separate financial statements/financial information of such Subsidiary, Associates, the aforesaid Consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, its Associates, Joint Venture as at 31 March 2022, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

#### Basis for Opinion

We conducted our audit of the Consolidated financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Financial Statements section of our report. We are independent of the Group including its associates and joint venture in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the Consolidated financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Consolidated financial statements.

#### Key Audit Matters

Key audit matters are those matters that, in our professional judgment and based on the consideration of reports of other auditors on separate financial statements of the components audited by them, were of most significance in our audit of the Consolidated financial statements of the current period. These matters were addressed in the context of our audit of the Consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report.



Sl. No.	Key Audit Matters	Procedures Performed / Auditor's Response:
<b>1</b>	<p><b>Assessment of provision for warranty obligations:</b></p> <p>The Holding Company has provided for product warranty obligation of Rs. 1002.25 lakhs during the current Financial Year. Out of total amount provided over the years, the warranty obligation as on the date of balance sheet is Rs. 1918.76 lakhs. We determined this matter as key audit matter since the product warranty obligations and estimations thereof are determined by management using a model which incorporates historical information on the type of product, nature, frequency and average cost of warranty claims, the estimates regarding possible future incidences of product failures and discount rate. Changes in estimated frequency and amount of future warranty claims can materially affect warranty expenses.</p>	<p><b>Our audit procedure included:</b></p> <ul style="list-style-type: none"> <li>• Obtaining an understanding of the design, implementation and operating effectiveness of the Holding Company management's relevant internal controls with regards to the appropriateness of recording of warranty obligations, provisioning for warranty, and the periodic review of provision so created.</li> <li>• Evaluating the model used by the Holding Company management for provisioning of warranty to evaluate on the appropriateness of the methodology followed by the management of the Holding Company and the mathematical accuracy of the model</li> <li>• Review of the historical cost inputs and the sales of the relevant period</li> <li>• Checking for the consistency of the same methodology being adopted by the Holding Company</li> </ul>

### **Information Other than the Consolidated Financial Statements and Auditor's Report Thereon**

The Holding Company's Management and Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Holding Company's Management Discussion and Analysis, Board's Report including Annexure to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the Consolidated financial statements and our auditor's report thereon.

Our opinion on the Consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Consolidated financial statements or our knowledge obtained during

the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

### **Management's Responsibility for the Consolidated Financial Statements**

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group including its associates and joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act. The respective Management and Board of Directors of the companies included in the Group and of

its associates and joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group and of its associates and joint venture are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group and of its associates, joint venture is responsible for overseeing the financial reporting process of each company.

### **Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually

or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern.
- If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Consolidated financial statements or, if such disclosures are inadequate, to

modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its associates and joint venture to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the Consolidated financial statements, including the disclosures, and whether the Consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial statements / financial information of such entities or business activities within the Group and its associates and joint venture to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements / financial information of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion. Our responsibilities in this regard are further described in paragraph (a) of the section titled 'Other Matters' in this audit report.

Materiality is the magnitude of misstatements in the Consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in: (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and

timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### **Other Matters**

We did not audit the financial statements / financial information of subsidiary, whose financial statements / financial information reflect total assets (before consolidation adjustments) of Rs. 467.88 Lakhs as at 31 March 2022, total income (before consolidation adjustments) of Rs. 10.18 Lakhs and net cash inflows (before consolidation adjustments) amounting to Rs. 0.64 lakhs for the year ended on that date, as considered in the consolidated financial statements. The consolidated financial statements also include the Group's share of net profit (and other comprehensive income) of Rs. 110.47 Lakhs for the year ended 31 March 2022, in respect of four associates whose financial statements / financial information have not been audited by us. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of subsidiary and associates and our

report in terms of subsection (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiary and associates is based solely on the reports of the other auditors.

### **Report on Other Legal and Regulatory Requirements**

1. As required by Section 143(3) of the Act, based on our audit and on the consideration of reports of the other auditors on separate / consolidated financial statements of such subsidiary, associates as were audited by other auditors, as noted in the 'Other Matters' paragraph, we report, to the extent applicable, that:
  - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of aforesaid consolidated financial statements.
  - b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid Consolidated Financial Statements have been kept so far as it appears from our examination of those books.
  - c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flow dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of consolidated financial statements.
  - d) In our opinion, the aforesaid Consolidated financial statements comply with the Ind AS specified under Section 133 of the Act, read with of the Companies (Accounts) Rules, 2015, as amended.
  - e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022, taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies and associate companies incorporated in India, none of the directors of the its subsidiary companies and associate companies incorporated in India is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group including its associates and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls of the Group including its associates over financial reporting.
  - g) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;  
  
The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company

shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided above, contain any material misstatement.

- h) With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate / consolidated financial statements of the subsidiary, associates and joint venture as noted in the 'Other Matters' paragraph:
- The consolidated financial statements disclose the impact of pending litigations as at 31 March 2022 on the consolidated financial position of the Group, its associates and joint venture. Refer Note 32 to the consolidated financial statements.
  - The Group including its associates and joint venture has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
  - There has been no delay in transferring amounts, required to be transferred, to the Investor

Education and Protection Fund by the Group including its associates and joint venture.

2. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and according to the information and explanations given to us and based on the reports of the statutory auditors of such subsidiary company, associate companies incorporated in India which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiary, associates to its directors is in accordance with the provisions of Section 197 of the Act.

3. With respect to the matters specified in clause (xxi) of paragraph 3 and paragraph 4 of the Companies (Auditor's Report) Order, 2020 ("CARO" / "the Order") issued by the Central Government in terms of Section 143(11) of the Act, according to the information and explanations given to us, and based on the CARO reports issued by us and the auditors of respective companies included in the consolidated financial statements to which reporting under CARO is applicable, as provided to us by the Management of the Parent, we report that there are no qualifications or adverse remarks by the respective auditors in the CARO reports of the said companies included in the consolidated financial statements.

**For Sarath & Associates**  
Chartered Accountants  
FRN: 005120S

Sd/-  
**CA. V Sai Roopkumar**  
Partner  
MNNo: 213734  
UDIN: 22213734AIHXCJ1506

Place : Hyderabad  
Date : 02-05-2022

## **ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT**

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of **OLECTRA GREENTECH LIMITED**

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) Of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of M/s **OLECTRA GREENTECH LIMITED** (“the Holding Company”) and its Subsidiary (Holding Company and its subsidiary together referred to as “the Group”), Associates and Joint Venture as of March 31, 2022 in conjunction with our audit of the Consolidated financial statements of the Company for the year ended on that date.

The financial statements of the subsidiary and associates have been audited by other auditor whose reports has been furnished to us and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiary and associates, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to these subsidiary and associates, is based solely on the reports of the other auditor.

Our aforesaid report under Section 143(3) (i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting in so far as it relates to the subsidiary and associates, which are companies incorporated in India, is based on the corresponding report of the other auditor of such companies.

### **Management’s Responsibility for Internal Financial Controls**

The respective Management and Board of Directors of the Group including its associates and joint venture is responsible for establishing

and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Group including its associates and joint venture considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

### **Auditor’s Responsibility**

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Group including its associates and joint venture based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial

reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls system over financial reporting of the Group including its associates and joint venture.

### **Meaning of Internal Financial Controls over Financial Reporting**

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, to the best of our information and according to the explanations given to us, the Group including its associates and joint venture have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2022, based on the internal control over financial reporting criteria established by the Group including its associates and joint venture considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For Sarath & Associates**  
Chartered Accountants  
FRN: 0051205

Sd/-  
**CA. V Sai Roopkumar**  
Partner  
MNo: 213734  
UDIN: UDIN: 22213734AIHXCJ1506

Place : Hyderabad  
Date : 02-05-2022

# CONSOLIDATED BALANCE SHEET



(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	As at 31 March 2022	As at 31 March 2021
<b>Assets</b>			
<b>Non-current assets</b>			
Property, plant and equipment	4	31,180.60	28,502.72
Capital work-in-progress	4	317.35	-
Intangible assets	5	1,323.33	451.27
<b>Financial assets</b>			
Investments	6	27.40	-
Others	14	6,728.56	5,011.04
Other non current assets	8	1,000.00	1,000.00
Deferred tax assets, net	9	-	740.93
		<b>40,577.24</b>	<b>35,705.96</b>
<b>Current assets</b>			
Inventories	10	5,873.20	6,226.75
<b>Financial assets</b>			
Trade receivables	11	36,559.31	26,360.13
Cash and cash equivalents	12	1,930.09	1,249.64
Other bank balances	13	17,982.48	7,691.56
Loans	7	527.57	1,400.00
Others	14	7,137.76	10,473.72
Current tax assets		899.03	669.50
Other current assets	8	7,557.86	3,646.59
		<b>78,467.30</b>	<b>57,717.89</b>
		<b>119,044.54</b>	<b>93,423.85</b>
<b>Total assets</b>			
<b>Equity and Liabilities</b>			
<b>Equity</b>			
Equity share capital	15	3,283.23	3,283.23
Other equity	16	74,445.10	70,788.74
<b>Equity attributable to the owners of the Company</b>			
Non-controlling interest		0.93	(0.04)
<b>Total equity</b>		<b>77,729.26</b>	<b>74,071.93</b>
<b>Non-current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	5,246.40	392.72
Provisions	18	1,782.30	937.07
Deferred tax liabilities, net	9	1,241.49	-
		<b>8,270.19</b>	<b>1,329.79</b>
<b>Current liabilities</b>			
<b>Financial Liabilities</b>			
Borrowings	17	1,463.96	416.72
Trade payables			
- total outstanding dues of micro enterprises and small enterprises	19	1,328.57	1,022.95
- total outstanding dues of creditors other than micro enterprises and small enterprises	19	25,870.90	12,886.62
Other financial liabilities	20	3,885.87	2,953.67
Provisions	18	11.96	19.56
Other current liabilities	21	460.28	448.30
Current tax liabilities		23.55	274.31
		<b>33,045.09</b>	<b>18,022.13</b>
		<b>41,315.28</b>	<b>19,351.92</b>
		<b>119,044.54</b>	<b>93,423.85</b>
<b>Total liabilities</b>			
<b>Total equity and liabilities</b>			
		<b>119,044.54</b>	<b>93,423.85</b>
<b>Notes forming part of consolidated financial statements</b>			
	<b>1-51</b>		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

**for Sarath & Associates**

Chartered Accountants

ICAI Firm Registration Number: 0051205

for and on behalf of the Board of Directors of

**Olectra Greentech Limited**

CIN: L34100TG2000PLC035451

Sd/-

**V. Sai Roop Kumar**

Partner

Membership No.: 213734

Sd/-

**K.V. Pradeep**

Chairman and Managing Director

DIN: 02331853

Sd/-

**B. Appa Rao**

Director

DIN: 00004309

Sd/-

**B Sharat Chandra**

Chief Financial Officer

Sd/-

**P. Hanuman Prasad**

Company Secretary

Membership No.: A22525  
Annual Report 2021-22

Place : Hyderabad

Date : 02<sup>nd</sup> May 2022



## CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	Note	For the year ended 31 March 2022	For the year ended 31 March 2021
Revenue from operations	22	59,325.73	28,137.61
Other income	23	770.50	1,148.06
<b>Total income</b>		<b>60,096.23</b>	<b>29,285.67</b>
<b>Expenses</b>			
Cost of materials consumed	24	41,410.16	15,671.56
Changes in inventories and work in progress	25	786.96	2,232.28
Employee benefits expenses	26	3,325.99	3,024.54
Other operating expenses	27	2,626.03	3,319.08
Depreciation and amortisation expense	28	2,931.50	1,332.12
Finance costs	29	927.94	750.23
Other expenses	30	2,712.85	1,872.39
<b>Total expenses</b>		<b>54,721.43</b>	<b>28,202.20</b>
Share of profit/(loss) of associates		110.47	3.89
<b>Profit/(Loss) before exceptional items and tax</b>		<b>5,485.27</b>	<b>1,087.36</b>
<b>Exceptional items:</b>			
Profit on sale of investment in a subsidiary company	45	1.14	-
Employee severance cost	45	(255.81)	-
<b>Profit/(Loss) before tax</b>		<b>5,230.60</b>	<b>1,087.36</b>
<b>Tax expense</b>			
Current tax	31	(250.76)	188.85
Deferred tax	31	1,945.74	91.09
<b>Total tax expense</b>		<b>1,694.98</b>	<b>279.94</b>
<b>Profit/(Loss) for the year</b>		<b>3,535.62</b>	<b>807.42</b>
<b>Profit/(Loss) attributable to non controlling interest</b>		<b>0.48</b>	<b>(0.09)</b>
<b>Profit/(Loss) attributable to owners of the Parent</b>		<b>3,535.14</b>	<b>807.51</b>
<b>Other comprehensive income/(loss)</b>			
<b>Items that will not be reclassified to profit or loss:</b>			
Re-measurement gains/ (losses) on defined benefit plan	31	145.75	9.19
Income-tax effect	31	(36.69)	(2.68)
<b>Other comprehensive income/(loss) for the year, net of tax</b>		<b>109.06</b>	<b>6.51</b>
<b>Other comprehensive income/(loss) attributable to non controlling interest</b>		<b>-</b>	<b>-</b>
<b>Other comprehensive income/(loss) attributable to owners of the Parent</b>		<b>109.06</b>	<b>6.51</b>
<b>Total comprehensive income/(loss) for the year</b>		<b>3,644.68</b>	<b>813.93</b>
<b>Total comprehensive income/(loss) attributable to non controlling interest</b>		<b>0.48</b>	<b>(0.09)</b>
<b>Total comprehensive income/(loss) attributable to owners of the Parent</b>		<b>3,644.20</b>	<b>814.02</b>
<b>Earnings per equity share (nominal value of INR 4) in INR</b>			
Basic	39	4.31	0.98
Diluted	39	4.31	0.98
<b>Notes forming part of consolidated financial statements</b>	<b>1-51</b>		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached  
**for Sarath & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 0051205

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-  
**V. Sai Roop Kumar**  
Partner  
Membership No.: 213734

Sd/-  
**K.V. Pradeep**  
Chairman and Managing Director  
DIN: 02331853

Sd/-  
**B. Appa Rao**  
Director  
DIN: 00004309

Place : Hyderabad  
Date : 02<sup>nd</sup> May 2022

Sd/-  
**B Sharat Chandra**  
Chief Financial Officer

Sd/-  
**P. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2022

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### a. Equity Share Capital

	No. of shares	Amount
Balance as at March 31, 2021	8,20,80,737	3,283.23
Changes in equity share capital due to prior period errors	-	-
Restated balance at March 31, 2021	8,20,80,737	3,283.23
Changes in equity share capital during the Year	-	-
<b>Balance as at March 31, 2022</b>	<b>8,20,80,737</b>	<b>3,283.23</b>

### b. Other equity

Particulars	Money received against Share Warrants	Reserves and Surplus			Other comprehensive income	Non Controlling Interest	Total
		Capital reserve	Securities premium	General reserve			
<b>At March 31, 2021</b>	-	3,988.06	64,499.14	1,486.32	(81.96)	(0.04)	70,788.70
Profit for the year	-	-	-	897.18	-	0.97	3,536.11
Additions during the year	-	-	-	3,535.14	-	-	-
Other adjustments	-	-	-	-	-	-	12.16
<b>Other comprehensive income</b>	-	-	-	-	-	-	-
Re-measurement gains/ (losses) on defined benefit plans	-	-	-	-	145.75	-	145.75
Income-tax effect	-	-	-	-	(36.69)	-	(36.69)
<b>At March 31, 2022</b>	<b>-</b>	<b>3,988.06</b>	<b>64,499.14</b>	<b>1,486.32</b>	<b>4,444.48</b>	<b>0.93</b>	<b>74,446.03</b>

### Notes forming part of consolidated financial statements

The accompanying notes are an integral part of the consolidated financial statements.

for and on behalf of the Board of Directors of

**Olectra Greentech Limited**

CIN: L34100TG2000PLC035451

for **Sarath & Associates**

Chartered Accountants

ICAI Firm Registration Number: 0051205

Sd/-

**V. Sai Roop Kumar**

Partner

Membership No.: 213734

Place : Hyderabad

Date : 02<sup>nd</sup> May 2022

Sd/-

**K. V. Pradeep**

Chairman & Managing Director

DIN: 02331853

Sd/-

**B Sharat Chandra**

Chief Financial Officer

Sd/-

**B. Appa Rao**

Director

DIN: 00004309

Sd/-

**P. Hanuman Prasad**

Company Secretary

Membership No.: A22525

## CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2021

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### a. Equity Share Capital

	No. of shares	Amount
Balance as at March 31, 2020	8,20,80,737	3,283.23
Changes in equity share capital due to prior period errors	-	-
Restated balance at March 31, 2020	8,20,80,737	3,283.23
Changes in equity share capital during the Year	-	-
<b>Balance as at March 31, 2021</b>	<b>8,20,80,737</b>	<b>3,283.23</b>

### b. Other equity

Particulars	Money received against Share Warrants	Reserves and Surplus			Other comprehensive income	Non Controlling Interest	Total
		Capital reserve	Securities premium	General reserve			
<b>At March 31, 2020</b>	3,988.06	-	64,499.14	1,486.32	(88.47)	0.05	69,974.77
Profit for the year	-	-	-	-	-	(0.09)	807.42
Additions during the year	-	3,988.06	-	-	-	-	3,988.06
Forfeiture of Share Warrants	(3,988.06)	-	-	-	-	-	(3,988.06)
<b>Other comprehensive income</b>	-	-	-	-	-	-	-
Re-measurement gains/(losses) on defined benefit plans	-	-	-	-	9.19	-	9.19
Income-tax effect	-	-	-	-	(2.68)	-	(2.68)
<b>At March 31, 2021</b>	<b>-</b>	<b>3,988.06</b>	<b>64,499.14</b>	<b>1,486.32</b>	<b>897.18</b>	<b>(0.04)</b>	<b>70,788.70</b>

### Notes forming part of consolidated financial statements

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached

**for Sarath & Associates**

Chartered Accountants

ICAI Firm Registration Number: 005120S

Sd/-

**V. Sai Roop Kumar**

Partner

Membership No.: 213734

Place : Hyderabad

Date : 02<sup>nd</sup> May 2022

for and on behalf of the Board of Directors of

**Olectra Greentech Limited**

CIN: L34100TG2000PLC035451

Sd/-

**K.V. Pradeep**

Chairman & Managing Director

DIN: 02311853

**B Sharat Chandra**

Chief Financial Officer

Sd/-

**B. Appa Rao**

Director

DIN: 00004309

**P. Hanuman Prasad**

Company Secretary

Membership No.: A22525

## CONSOLIDATED STATEMENT OF CASH FLOWS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>I. Cash flows from operating activities</b>		
<b>Profit before tax</b>	<b>5,230.60</b>	<b>1,087.36</b>
Adjustments to reconcile profit before tax to net cash flows:		
Depreciation of tangible assets	2,713.30	1,159.84
Amortisation of intangible assets	218.20	172.28
Finance income (including fair value change in financial instruments)	(670.04)	(1,080.52)
Profit on sale of investment in a subsidiary company	(1.14)	-
Finance costs (including fair value change in financial instruments)	927.94	750.23
Re-measurement losses on defined benefit plans	145.75	9.19
<b>Operating profit before working capital changes</b>	<b>8,564.61</b>	<b>2,098.38</b>
Changes in working capital:		
Adjustment for (increase)/decrease in operating assets		
Trade receivables	(10,199.18)	9,813.39
Inventories	353.55	1,845.82
Loans - Non current	-	48.48
Loans - current	872.43	5,424.55
Other financial assets - current & non current	1,618.44	5,263.58
Other assets - current	(3,911.27)	(176.68)
Other assets - non current	-	7.47
Adjustment for increase/(decrease) in operating liabilities		
Trade payables	13,289.90	(5,102.81)
Other financial liabilities - current	924.60	1,557.81
Other current liabilities	11.98	(19.25)
Provisions	845.23	312.15
<b>Cash generated from operations</b>	<b>12,370.29</b>	<b>21,072.89</b>
Income taxes paid	(229.54)	(201.74)
<b>Net cash generated from/(used in) operating activities</b>	<b>12,140.75</b>	<b>20,871.15</b>

(Contd.)

## CONSOLIDATED STATEMENT OF CASH FLOWS (Contd.)

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>II. Cash flows from investing activities</b>		
Purchase of property, plant and equipment and intangibles (including capital work in progress)	(6,786.63)	(15,979.11)
(Investments in)/ redemption of bank deposits (having original maturity of more than three months and less than 1 year) - net	(10,290.92)	(2,798.74)
(Investment)/ Redemption of Investments/ Mutual Funds	(27.40)	0.26
Profit on sale of investment in a subsidiary company	1.14	-
Interest received (finance income)	670.04	1,080.52
<b>Net cash used in investing activities</b>	<b>(16,433.77)</b>	<b>(17,697.07)</b>
<b>III. Cash flows from financing activities</b>		
Transactions with non-controlling interests	0.49	-
Proceeds from/(repayment of) long-term borrowings, net	4,853.68	109.97
Proceeds from/(repayment of) short-term borrowings, net	1,047.24	(1,524.25)
Interest paid	(927.94)	(750.23)
<b>Net cash provided by financing activities</b>	<b>4,973.47</b>	<b>(2,164.51)</b>
<b>Net increase in cash and cash equivalents (I+II+III)</b>	<b>680.45</b>	<b>1,009.57</b>
Cash and cash equivalents at the beginning of the year	1,249.64	240.07
<b>Cash and cash equivalents at the end of the year (refer note below)</b>	<b>1,930.09</b>	<b>1,249.64</b>
<b>Note:</b>		
<b>Cash and cash equivalents comprise:</b>		
Cash on hand	0.22	0.60
Balances with banks:		
- in current accounts	1,929.87	1,249.04
	1,930.09	1,249.64
<b>Notes forming part of Consolidated financial statements 1-51</b>		

The accompanying notes are an integral part of the consolidated financial statements.

As per our report of even date attached  
**for Sarath & Associates**  
 Chartered Accountants  
 ICAI Firm Registration Number: 005120S

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
 CIN: L34100TG2000PLC035451

Sd/-  
**V. Sai Roop Kumar**  
 Partner  
 Membership No.: 213734

Sd/-  
**K.V. Pradeep**  
 Chairman and Managing Director  
 DIN: 02331853

Sd/-  
**B. Appa Rao**  
 Director  
 DIN: 00004309

Place : Hyderabad  
 Date : 02<sup>nd</sup> May 2022

Sd/-  
**B Sharat Chandra**  
 Chief Financial Officer

Sd/-  
**P. Hanuman Prasad**  
 Company Secretary  
 Membership No.: A22525

## NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 1 General Information

Olectra Greentech Limited ( Formerly known as Goldstone Infratech Limited) ('the Company') is a Public Limited Company incorporated in India, having its registered office at Hyderabad, India. The Company is primarily engaged in the manufacturing of composite polymer insulators and electrical buses. The Company is listed in the National Stock Exchange (NSE) and the Bombay Stock Exchange (BSE).

### 2 Basis of preparation of financial statements

#### 2.1 Statement of Compliance

These financial statements are prepared under the historical cost convention on the accrual basis except for items mentioned in point 2.4. These financial statements comply with Indian Accounting Standards (Ind AS), the provisions of the Companies Act, 2013 ("the Act") (to the extent notified). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued there after. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

The financial statements were authorised for issue by the Company's Board of Directors on May 02, 2022.

Details of the accounting policies are included in Note 3.

#### 2.2 Group information

The consolidated financial statements of the Group includes subsidiaries listed in the table below:

Name of investee	Principal activities	Country of incorporation	Percentage of ownership/voting rights	
			31/Mar/22	31/Mar/21
TF Solar Power Private Limited*	Solar energy	India	-	100%
SSISPL-OGL-BYD Consortium	Owning & operating Electric Vehicles	India	100%	100%
Evey Trans (GTC) Private Limited	Owning & operating Electric Vehicles	India	51.00%	-
Evey Trans (SMC) Private Limited	Owning & operating Electric Vehicles	India	26.00%	26.00%
Evey Trans (SIL) Private Limited	Owning & operating Electric Vehicles	India	26.00%	26.00%
Evey Trans (UJJ) Private Limited	Owning & operating Electric Vehicles	India	34.00%	-
Evey Trans (JAB) Private Limited	Owning & operating Electric Vehicles	India	26.00%	-

\* Refer Note 45

### 2.3 Basis of consolidation

- (i) The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiaries. For this purpose, an entity which is, directly or indirectly, controlled by the Parent Company is treated as subsidiary. The Parent Company together with its subsidiaries constitute the Group. Control exists when the Parent Company, directly or indirectly, has power over the investee, is exposed to variable returns from its involvement with the investee and has the ability to use its power to affect its returns.
- (ii) Consolidation of a subsidiary begins when the Parent Company, directly or indirectly, obtains control over the subsidiary and ceases when the Parent Company, directly or indirectly, loses control of the subsidiary. Income and expenses of a subsidiary acquired or disposed off during the year are included in the consolidated Statement of Profit and Loss from the date the Parent Company, directly or indirectly, gains control until the date when the Parent Company, directly or indirectly, ceases to control the subsidiary.
- (iii) The consolidated financial statements of the Group combines financial statements of the Parent Company and its subsidiary line-by-line by adding together the like items of assets, liabilities, income and expenses. All intra-Group assets, liabilities, income, expenses and unrealised profits/losses on intra-Group transactions are eliminated on consolidation. The accounting policies of subsidiaries have been harmonised to ensure the consistency with the policies adopted by the Parent Company. Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

- (iv) Associates are those enterprises over which the Group has significant influence, but does not have control or joint control. Investments in associates are accounted for using the equity method and are initially recognised at cost from the date significant influence commences until the date that significant influence ceases. Subsequent changes in the carrying value reflect the post-acquisition changes in the Group's share of net assets of the associate and impairment charges, if any.

When the Group's share of losses exceeds the carrying value of the associate, the carrying value is reduced to nil and recognition of further losses is discontinued, except to the extent that the Group has incurred obligations in respect of the associate.

Unrealised gains on transactions between the Group and its associates are eliminated to the extent of the Group's interest in the associates, unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred and where material, the results of associates are modified to confirm to the Group's accounting policies.

The consolidated financial statements have been presented to the extent possible, in the same manner as Parent Company's standalone financial statements.

### 2.4 Basis of measurement

These financial statements have been prepared on the historical cost convention and on an accrual basis, except for the following material items in the statement of financial position:

- employee defined benefit assets/(liability) are recognized as the net total of the fair value of plan assets, plus actuarial losses, less actuarial gains and the present value of the defined benefit obligation;
- long term borrowings are measured at amortized cost using the effective interest rate method.

## 2.5 Functional currency

The financial statements are presented in Indian rupees Lakhs, which is the functional currency of the company. Functional currency of an entity is the currency of the primary economic environment in which the entity operates.

## 2.6 Operating cycle

All the assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013.

### Assets:

An asset is classified as current when it satisfies any of the following criteria:

- a) it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is expected to be realized within twelve months after the reporting date; or
- d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least twelve months after the reporting date.

### Liabilities:

A liability is classified as current when it satisfies any of the following criteria:

- a) it is expected to be settled in the Group's normal operating cycle;
- b) it is held primarily for the purpose of being traded;
- c) it is due to be settled within twelve months after the reporting date; or
- d) the Group does not have an unconditional right to defer settlement of the liability for at least twelve months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current assets/ liabilities include the current portion of non-current assets/ liabilities respectively. All other assets/ liabilities are classified as non-current.

## 2.7 Critical accounting judgements and key sources of estimation uncertainty

In the application of the Group's accounting policies, which are described in note 3, the management of the Group are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

The following are the areas of estimation uncertainty and critical judgements that the management has made in the process of applying the Group's accounting policies and that have the most significant effect on the amounts recognised in the financial statements:

### Provision and contingent liability

On an ongoing basis, Group reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is recorded as an accrual in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are not disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.



### Useful lives of depreciable assets

Management reviews the useful lives of depreciable assets at each reporting. As at March 31, 2022 management assessed that the useful lives represent the expected utility of the assets to the Group. Further, there is no significant change in the useful lives as compared to previous year.

## **2.8 Measurement of fair values**

A number of the Group's accounting policies and disclosures require the measurement of fair values, for both financial and non-financial assets and liabilities.

Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## **3 Significant accounting policies**

### **3.1 Revenue recognition**

Revenue is recognised upon transfer of control of promised products or services to customers in an amount that reflects the consideration

which the Group expects to receive in exchange for those products or services. The group's revenues are derived from sale of goods and services.

- Revenue from sale of goods is recognized where control is transferred to the Group's customers at the time of shipment to or receipt of goods by the customers.
- Service income, is recognized as and when the underlying services are performed. Upfront non-refundable payments received under these arrangements continue to be deferred and are recognized over the expected period that related services are to be performed.
- Dividend income is accounted for when the right to receive the income is established.
- Difference between the sale price and carrying value of investment is recognised as profit or loss on sale / redemption on investment on trade date of transaction.
- Interest income is accrued on, time basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to that asset's net carrying amount on initial recognition.

### **3.2 Leases**

A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

#### **Group as a lessee**

The Group accounts for each lease component within the contract as a lease separately from non-lease components of the contract and allocates the consideration in the contract to each lease component on the basis of the relative stand-alone price of the lease component and the aggregate stand-alone price of the non-lease components.

The Group recognises right-of-use asset representing its right to use the underlying asset for the lease term at the lease commencement date. The cost of the right-of-use asset measured at inception shall comprise of the amount of the initial measurement of the lease liability adjusted for any lease payments made at or before the commencement date less any lease incentives received, plus any initial direct costs incurred and an estimate of costs to be incurred by the lessee in dismantling and removing the underlying asset or restoring the underlying asset or site on which it is located. The right-of-use assets is subsequently measured at cost less any accumulated depreciation, accumulated impairment losses, if any and adjusted for any remeasurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of property, plant and equipment. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the statement of profit and loss.

The Group measures the lease liability at the present value of the lease payments that are not paid at the commencement date of the lease. The lease payments are discounted using the interest rate implicit in the lease if that rate can be readily determined. If that rate cannot be readily determined, the Group uses incremental borrowing rate. For leases with reasonably similar characteristics, the Company, on a lease by lease basis, may adopt either the incremental borrowing rate specific to the lease or the incremental borrowing rate for the portfolio as a whole. The lease payments shall include fixed payments, variable lease payments, residual value guarantees, exercise price of a purchase option where the Group is reasonably certain to exercise that option and payments of penalties for terminating the lease, if the lease term reflects the lessee exercising an option to terminate the lease.

The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made and remeasuring the carrying amount to reflect any reassessment or lease modifications or to reflect revised in-substance fixed lease payments. The Group recognises the amount of the re-measurement of lease liability due to modification as an adjustment to the right-of-use asset and statement of profit and loss depending upon the nature of modification. Where the carrying amount of the right-of-use asset is reduced to zero and there is a further reduction in the measurement of the lease liability, the Group recognises any remaining amount of the re-measurement in statement of profit and loss.

The Group has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognised as an expense on a straight-line basis over the lease term.

### 3.3 Foreign currencies

In preparing the financial statements of the Group, transactions in currencies other than the Group's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Exchange differences on monetary items are recognised in profit or loss in the period in which they arise.

### 3.4 Borrowing costs

Specific borrowing costs that are attributable to the acquisition, construction or production of a qualifying asset are capitalized as part of the cost of such asset till such time the asset is ready for its intended use and borrowing costs are

being incurred. A qualifying asset is an asset that necessarily takes a substantial period of time to get ready for its intended use. All other borrowing costs are recognised as an expense in the period in which they are incurred. Borrowing cost includes interest expense, amortization of discounts, ancillary costs incurred in connection with borrowing of funds and exchange difference arising from foreign currency borrowings to the extent they are regarded as an adjustment to the Interest cost.

### **3.5 Taxation**

Income tax expense consists of current and deferred tax. Income tax expense is recognized in the income statement except to the extent that it relates to items recognized directly in equity, in which case it is recognized in equity

#### **Current tax**

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

#### **Deferred tax**

Deferred tax is recognized using the balance sheet method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. Deferred tax is not recognized for the following temporary differences: the initial recognition of assets or liabilities in a transaction that is not a business combination and that affects neither accounting nor taxable profit; differences relating to investments in subsidiaries and jointly controlled entities to the extent that it is probable that they will not reverse in the foreseeable future; and taxable temporary differences arising upon the initial recognition of goodwill. Deferred tax is measured at the tax rates that are expected to be applied to the temporary differences when they reverse, based on the laws that have been enacted or substantively enacted by the reporting date. Deferred tax assets and liabilities are offset if there is a legally

enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realized simultaneously. A deferred tax asset is recognized to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilized. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

### **3.6 Earnings per share**

The Group presents basic and diluted earnings per share ("EPS") data for its ordinary shares. The basic earnings per share is computed by dividing the net profit attributable to equity shareholders for the period by the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed by dividing the net profit attributable to equity shareholders for the year relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares. Potential equity shares are deemed to be dilutive only if their conversion to equity shares would decrease the net profit per share.

### **3.7 Property, plant and equipment (PPE)**

The initial cost of PPE comprises its purchase price, including import duties and non-refundable purchase taxes, and any directly attributable costs of bringing an asset to working condition and location for its intended use, including relevant borrowing costs and any expected costs of decommissioning, less accumulated depreciation and accumulated impairment losses, if any. Expenditure incurred after the PPE have been put into operation, such as repairs and maintenance,

are charged to the Statement of Profit and Loss in the period in which the costs are incurred. If significant parts of an item of PPE have different useful lives, then they are accounted for as separate items (major components) of PPE. Material items such as spare parts, stand-by equipment and service equipment are classified as PPE when they meet the definition of PPE as specified in Ind AS 16 – Property, Plant and Equipment.

### 3.8 Expenditure during construction period

Expenditure during construction period (including financing cost related to borrowed funds for construction or acquisition of qualifying PPE) is included under Capital Work-in-Progress, and the same is allocated to the respective PPE on the completion of their construction. Advances given towards acquisition or construction of PPE outstanding at each reporting date are disclosed as Capital Advances under “Other non-current Assets”.

### 3.9 Depreciation

Depreciation is the systematic allocation of the depreciable amount of PPE over its useful life and is provided on a straight-line basis over the useful lives as prescribed in Schedule II to the Act or as per technical assessment.

Depreciable amount for PPE is the cost of PPE less its estimated residual value. The useful life of PPE is the period over which PPE is expected to be available for use by the Group, or the number of production or similar units expected to be obtained from the asset by the Group.

The Group has componentised its PPE and has separately assessed the life of major components. In case of certain classes of PPE, the Group uses different useful lives than those prescribed in Schedule II to the Act. The useful lives have been assessed based on technical advice, taking into account the nature of the PPE and the estimated usage of the asset on the basis of management’s best estimation of obtaining economic benefits from those classes of assets.

Such classes of assets and their estimated useful lives are as under:

Particulars	Useful life
Buildings	30 years
Plant and Machinery	8 to 15 years
Electrical Equipment	10 years
Office Equipment	5 to 10 years
Computers	3 years
Furniture and Fixtures	10 years
Vehicles	8 to 10 years
Leasehold Improvements	15 years

Depreciation on additions is provided on a pro-rata basis from the month of installation or acquisition and in case of Projects from the date of commencement of commercial production. Depreciation on deductions/disposals is provided on a pro-rata basis up to the date of deduction/disposal.

### 3.10 Intangible assets and amortisation

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective estimated useful lives on a straight-line basis, from the date that they are available for use.

#### Amortization

The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition and other economic factors (such as the stability of the industry and known technological advances) and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Software, Design and development is amortised over a period of five years. Technical knowhow is amortised over a period of eight years.

### 3.11 Inventories

#### Inventories are valued as follows:

- Raw materials, stores & spare parts and packing materials:

Valued at lower of cost and net realisable value (NRV). However, these items are considered to be realisable at cost, if the finished products, in which they will be used, are expected to be sold at or above cost. Cost is determined on FIFO basis.

- Work-in- progress (WIP), finished goods and stock-in-trade:

Valued at lower of cost and NRV. Cost of Finished goods and WIP includes cost of raw materials, cost of conversion and other costs incurred in bringing the inventories to their present location and condition.

### 3.12 Cash and cash equivalents

Cash and cash equivalents in the Balance Sheet comprise cash at bank and in hand and short-term deposits with banks that are readily convertible into cash which are subject to insignificant risk of changes in value and are held for the purpose of meeting short-term cash commitments.

### 3.13 Cash flow statement

Cash flows are reported using the indirect method, whereby net profit before tax is adjusted for the effects of transactions of a non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated. Bank overdrafts are classified as part of cash and cash equivalent, as they form an integral part of an entity's cash management.

### 3.14 Government grants

Government grants are recognised where there is reasonable assurance that the grant will be received and all attached conditions will be complied with. Where the Group receives non-monetary grants, the asset and the grant are accounted at fair value and recognised in the statement of profit and loss over the expected useful life of the asset.

### 3.15 Impairment of non financial assets

The carrying amounts of the Group's non-financial assets, inventories and deferred tax assets are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit (as defined below) is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset or the cash-generating unit. For the purpose of impairment testing, assets are Grouped together into the smallest Group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or Groups of assets (the "cash-generating unit").

An impairment loss is recognized in the income statement if the estimated recoverable amount of an asset or its cash-generating unit is lower than its carrying amount. Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized. Goodwill that forms part of the carrying amount of an investment in an associate is not recognized separately, and therefore is not tested for impairment separately. Instead, the entire amount of the investment in an associate is tested for impairment as a single asset when there is objective evidence that the investment in an associate may be impaired.

An impairment loss in respect of equity accounted investee is measured by comparing

the recoverable amount of investment with its carrying amount. An impairment loss is recognized in the income statement, and reversed if there has been a favourable change in the estimates used to determine the recoverable amount.

### 3.16 Employee benefits

#### Short-term employee benefits

Short-term employee benefits are expensed as the related service is provided. A liability is recognized for the amount expected to be paid if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably.

#### Defined contribution plans

The Group's contributions to defined contribution plans are charged to the income statement as and when the services are received from the employees.

#### Defined benefit plans

The liability in respect of defined benefit plans and other post-employment benefits is calculated using the projected unit credit method consistent with the advice of qualified actuaries. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using interest rates of high-quality corporate bonds that are denominated in the currency in which the benefits will be paid, and that have terms to maturity approximating to the terms of the related defined benefit obligation. In countries where there is no deep market in such bonds, the market rates on government bonds are used. The current service cost of the defined benefit plan, recognized in the income statement in employee benefit expense, reflects the increase in the defined benefit obligation resulting from employee service in the current year, benefit changes, curtailments and settlements. Past service costs are recognized immediately in income. The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation

and the fair value of plan assets. This cost is included in employee benefit expense in the income statement. Actuarial gains and losses arising from experience adjustments and changes in actuarial assumptions are charged or credited to equity in other comprehensive income in the period in which they arise.

#### Termination benefits

Termination benefits are recognized as an expense when the Group is demonstrably committed, without realistic possibility of withdrawal, to a formal detailed plan to either terminate employment before the normal retirement date, or to provide termination benefits as a result of an offer made to encourage voluntary redundancy. Termination benefits for voluntary redundancies are recognized as an expense if the Group has made an offer encouraging voluntary redundancy, it is probable that the offer will be accepted, and the number of acceptances can be estimated reliably.

#### Other long-term employee benefits

The Group's net obligation in respect of other long term employee benefits is the amount of future benefit that employees have earned in return for their service in the current and previous periods. That benefit is discounted to determine its present value. Re-measurements are recognized in the statement of profit and loss in the period in which they arise.

### 3.17 Provisions

A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. If the effect of the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. Where discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

### 3.18 Contingent liabilities & contingent assets

A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

### 3.19 Financial instruments

#### a. Recognition and Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issues of financial assets and financial liabilities that are not at fair value through profit or loss, are added to the fair value on initial recognition. A financial asset or financial liability is initially measured at fair value plus, for an item not at fair value through profit and loss (FVTPL), transaction costs that are directly attributable to its acquisition or issue.

#### b. Classification and Subsequent measurement

Financial assets:

On initial recognition, a financial asset is classified as measured at

- amortised cost;
- FVTPL

Financial assets are not reclassified subsequent to their initial recognition, except if and in the period the Group changes its business model for managing financial assets.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows; and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

All financial assets not classified as measured at amortised cost as described above are measured at FVTPL. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

#### Financial assets: Business model assessment

The Group makes an assessment of the objective of the business model in which a financial asset is held at a portfolio level because this best reflects the way the business is managed and information is provided to management.

The information considered includes:

- the stated policies and objectives for the portfolio and the operation of those policies in practice. These include whether management's strategy focuses on earning contractual interest income, maintaining a particular interest rate profile, matching the duration of the financial assets to the duration

of any related liabilities or expected cash outflows or realising cash flows through the sale of the assets;

- how the performance of the portfolio is evaluated and reported to the Group's management;
- the risks that affect the performance of the business model (and the financial assets held within that business model) and how those risks are managed;
- how managers of the business are compensated – e.g. whether compensation is based on the fair value of the assets managed or the contractual cash flows collected; and
- the frequency, volume and timing of sales of financial assets in prior periods, the reasons for such sales and expectations about future sales activity.

Transfers of financial assets to third parties in transactions that do not qualify for derecognition are not considered sales for this purpose, consistent with the Group's continuing recognition of the assets. Financial assets that are held for trading or are managed and whose performance is evaluated on a fair value basis are measured at FVTPL.

Financial assets: Assessment whether contractual cash flows are solely payments of principal and interest

For the purposes of this assessment, 'principal' is defined as the fair value of the financial asset on initial recognition. 'Interest' is defined as consideration for the time value of money and for the credit risk associated with the principal amount outstanding during a particular period of time and for other basic lending risks and costs (e.g. liquidity risk and administrative costs), as well as a profit margin.

In assessing whether the contractual cash flows are solely payments of principal and interest, the Group considers the contractual terms of

the instrument. This includes assessing whether the financial asset contains a contractual term that could change the timing or amount of contractual cash flows such that it would not meet this condition. In making this assessment, the Group considers:

- contingent events that would change the amount or timing of cash flows;
- terms that may adjust the contractual coupon rate, including variable interest rate features;
- prepayment and extension features; and
- terms that limit the Group's claim to cash flows from specified assets (e.g. non-recourse features).

A prepayment feature is consistent with the solely payments of principal and interest criterion if the prepayment amount substantially represents unpaid amounts of principal and interest on the principal amount outstanding, which may include reasonable additional compensation for early termination of the contract. Additionally, for a financial asset acquired at a significant discount or premium to its contractual par amount, a feature that permits or requires prepayment at an amount that substantially represents the contractual par amount plus accrued (but unpaid) contractual interest (which may also include reasonable additional compensation for early termination) is treated as consistent with this criterion if the fair value of the prepayment feature is insignificant at initial recognition.

Financial assets: Subsequent measurement and gains and losses

Financial assets at FVTPL: These assets are subsequently measured at fair value. Net gains and losses, including any interest or dividend income, are recognised in profit or loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign



exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

### **Financial liabilities:**

Classification, Subsequent measurement and gains and losses

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

### **c. Derecognition**

#### **Financial assets**

The Group derecognises a financial asset when the contractual rights to the cash flows from the financial asset expire, or it transfers the rights to receive the contractual cash flows in a transaction in which substantially all of the risks and rewards of ownership of the financial asset are transferred or in which the Group neither transfers nor retains substantially all of the risks and rewards of ownership and does not retain control of the financial asset.

If the Group enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not derecognised.

#### **Financial liabilities**

The Group derecognises a financial liability when its contractual obligations are discharged or cancelled, or expire.

The Group also derecognises a financial liability when its terms are modified and the cash flows under the modified terms are substantially different. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying amount of the financial liability extinguished and the new financial liability with modified terms is recognised in profit.

### **d. Offsetting**

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

### **e. Impairment**

The Group recognises loss allowances for expected credit losses on financial assets measured at amortised cost; At each reporting date, the Group assesses whether financial assets carried at amortised cost and debt securities at fair value through other comprehensive income (FVTOCI) are credit impaired. A financial asset is 'credit-impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- the restructuring of a loan or advance by the Group on terms that the Group would not consider otherwise;
- it is probable that the borrower will enter bankruptcy or other financial reorganisation; or
- the disappearance of an active market for a security because of financial difficulties.

The Group measures loss allowances at an amount equal to lifetime expected credit losses, except for the following, which are measured as 12 month expected credit losses:

- debt securities that are determined to have low credit risk at the reporting date; and
- other debt securities and bank balances for which credit risk (i.e. the risk of default occurring over the expected life of the financial instrument) has not increased significantly since initial recognition.

Loss allowances for trade receivables are always measured at an amount equal to lifetime expected credit losses.

Lifetime expected credit losses are the expected credit losses that result from all possible default events over the expected life of a financial instrument.

12-month expected credit losses are the portion of expected credit losses that result from default events that are possible within 12 months after the reporting date (or a shorter period if the expected life of the instrument is less than 12 months).

In all cases, the maximum period considered when estimating expected credit losses is the maximum contractual period over which the Group is exposed to credit risk.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating

expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward- looking information.

### **Measurement of expected credit losses**

Expected credit losses are a probability-weighted estimate of credit losses. Credit losses are measured as the present value of all cash shortfalls (i.e. the difference between the cash flows due to the Group in accordance with the contract and the cash flows that the Group expects to receive). Presentation of allowance for expected credit losses in the balance sheet Loss allowances for financial assets measured at amortised cost are deducted from the gross carrying amount of the assets.

### **Write-off**

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the trade receivable does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write- off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees lakhs, except share data and where otherwise stated)

### 4. Property, plant and equipment

Particulars	Land*	Buildings	Plant and Machinery	Electrical Equipment	Office Equipment	Computers	Furniture and Fixtures	Vehicles	Leasehold Improvements	Right of Use Asset	Total	Capital work-in-progress
<b>Deemed Cost</b>												
At April 1, 2020	4,275.05	1,717.56	3,712.58	123.26	48.50	174.63	76.76	5,743.13	1.26	850.43	16,723.16	-
Additions	-	17.56	1,132.35	-	3.24	10.58	-	14,942.71	-	-	16,106.44	-
Deletions	-	-	-	-	-	-	-	271.28	-	850.43	1,121.71	-
At March 31, 2021	4,275.05	1,735.12	4,844.93	123.26	51.74	185.21	76.76	20,414.56	1.26	-	31,707.89	-
Additions	4,748.51	209.78	496.36	27.16	8.50	41.01	-	163.47	-	-	5,694.79	317.35
Deletions	150.83	71.01	103.47	-	-	-	-	127.34	-	-	452.65	-
At March 31, 2022	8,872.73	1,873.89	5,227.43	150.42	60.24	226.22	76.76	20,461.08	1.26	-	36,950.03	317.35
<b>Accumulated depreciation</b>												
At April 1, 2020	-	134.01	1,165.59	49.78	13.90	77.15	10.19	657.86	1.26	145.46	2,255.20	-
Charge for the year	-	59.66	372.94	9.68	8.15	49.17	7.28	652.96	-	-	1,159.84	-
Less: Adjustments	-	-	-	-	-	-	-	64.41	-	145.46	209.87	-
At March 31, 2021	-	193.67	1,538.53	59.46	22.05	126.32	17.47	1,246.41	1.26	-	3,205.17	-
Charge for the year	-	59.14	521.46	10.59	8.54	41.94	7.27	2,064.36	-	-	2,713.30	-
Less: Adjustments	-	16.32	98.80	-	-	-	-	33.92	-	-	149.04	-
At March 31, 2022	-	236.49	1,961.19	70.05	30.59	168.26	24.74	3,276.85	1.26	-	5,769.43	-
<b>Carrying amount</b>												
At March 31, 2021	4,275.05	1,541.45	3,306.40	63.80	29.69	58.89	59.29	19,168.15	-	-	28,502.72	-
At March 31, 2022	8,872.73	1,637.40	3,276.63	80.37	29.65	57.96	52.02	17,173.84	-	-	31,180.60	317.35

\*Additions shown under "Land" in current year comprises of 150 acres of Land allotted to the Parent Company by Telangana State Industrial Infrastructure Corporation Limited (TSILIC) for setting up a factory for "EV Manufacturing Facility" at IP Seetharampur, Shabad Village & Mandal, Ranga Reddy District, Telangana. The Company being in possession of the Land allotted and on full payment of consideration for the cost of the land has executed and registered an agreement of sale. The Final sale deed will be executed and registered on fulfillment of the stipulated conditions as per the agreement of sale and on commencement of commercial production.

### Capital work-in-progress ageing schedule for the year ended March 31, 2022 :

Particulars	Amounts in capital work-in-progress for a period of			Total
	Less than one year	1 - 2 years	2 - 3 years	
Projects in progress	317.35	-	-	317.35
Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>317.35</b>	<b>-</b>	<b>-</b>	<b>317.35</b>

### Capital work-in-progress ageing schedule for the year ended March 31, 2021 :

Particulars	Amounts in capital work-in-progress for a period of			Total
	Less than one year	1 - 2 years	2 - 3 years	
Projects in progress	-	-	-	-
Projects temporarily suspended	-	-	-	-
<b>Total</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

There is no Capital work-in-progress whose completion is overdue or has exceeded its cost compared to its original plan.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>7 Loans (Unsecured, considered good unless otherwise stated)</b>		
<b>Current</b>		
Inter-corporate Loans	527.57	1,400.00
<b>Total</b>	<b>527.57</b>	<b>1,400.00</b>
<b>8 Other assets</b>		
<b>Non-Current assets</b>		
Unsecured, considered good		
Capital advances		
- others	1,000.00	1,000.00
<b>Total</b>	<b>1,000.00</b>	<b>1,000.00</b>

Note:- Olectra Greentech Limited(OGL) had entered into an MOU with MLR Motors Private Limited (MLR). As per the terms and conditions of MOU, Capital advance amount of Rs. 1000 lakhs was paid towards acquisition of land for setting up electric bus project. As MLR had failed to honour its obligations and failed to take appropriate measures and steps to implement the provisions of MOU in terms of completing the acquisition of land etc., OGL had asked for refund of aforesaid advance paid to them. Instead of refunding the advance, MLR had fraudulently allotted shares for the aforesaid advance by creating back dated allotment of shares, which OGL has refused to accept and the matter has been referred to NCLT for declaring the alleged allotment of shares of the value of Rs. 1,000 lakhs to OGL as null and void and direct MLR motors to refund the amount along with Interest. The Group believes that the above advance amount will be realised in due course.

Particulars	31 March 2022	31 March 2021
<b>Current assets</b>		
Unsecured, considered good		
Advances other than capital advances		
Staff advances	7.89	15.73
Supplier advances	1,493.84	530.46
Prepaid expenses	397.52	225.23
Balances with Government Departments	5,658.61	2,875.17
<b>Total</b>	<b>7,557.86</b>	<b>3,646.59</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>9 Deferred tax asset/(liability), net</b>		
Deferred tax asset		
- Tangible and Intangible assets	-	-
- Provision allowed under tax on payment basis	78.01	142.11
- Expected credit loss/ Fair Valuation of financial assets	612.17	417.28
- Carried Forward of Losses	906.66	1,711.84
- MAT credit entitlement	-	551.44
<b>Total</b>	<b>1,596.84</b>	<b>2,822.67</b>
Deferred tax liability		
- Tangible and Intangible assets	(2,836.15)	(2,074.49)
- Fair valuation of financial liabilities	(2.18)	(7.25)
<b>Total</b>	<b>(2,838.33)</b>	<b>(2,081.74)</b>
<b>Deferred tax asset/(liability), net</b>	<b>(1,241.49)</b>	<b>740.93</b>
<b>10 Inventories</b>		
Raw materials		
- Others	1,176.44	1,197.86
- E Bus material	2,711.49	2,256.66
Work in progress		
- Insulators	291.54	456.15
- E Bus	1,693.73	2,316.08
<b>Total</b>	<b>5,873.20</b>	<b>6,226.75</b>
<b>11 Trade receivables</b>		
Unsecured, considered good	13,643.99	9,929.00
From related parties	23,932.05	17,450.74
	<b>37,576.04</b>	<b>27,379.74</b>
Less: Allowance for doubtful receivables	(1,016.73)	(1,019.61)
<b>Total</b>	<b>36,559.31</b>	<b>26,360.13</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### Trade Receivables ageing schedule for the period ended March 31, 2022

Particulars	Not Due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables							
– considered good	12,746.55	16,920.05	3,468.04	2,843.65	359.61	1,238.14	37,576.04
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
– considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Allowance for doubtful debts (expected credit loss allowance)	-	-	-	-	-	-	(1016.73)
<b>Total</b>	<b>12,746.55</b>	<b>16,920.05</b>	<b>3,468.04</b>	<b>2,843.65</b>	<b>359.61</b>	<b>1,238.14</b>	<b>36,559.31</b>

### Trade Receivables ageing schedule for the period ended March 31, 2021

Particulars	Not Due	Less than 6 months	6 months - 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables							
– considered good	10,900.66	14,355.87	423.57	425.71	413.28	860.65	27,379.74
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Disputed Trade receivables							
– considered good	-	-	-	-	-	-	-
– which have significant increase in credit risk	-	-	-	-	-	-	-
– credit impaired	-	-	-	-	-	-	-
Allowance for doubtful debts (expected credit loss allowance)	-	-	-	-	-	-	(1,019.61)
<b>Total</b>	<b>10,900.66</b>	<b>14,355.87</b>	<b>423.57</b>	<b>425.71</b>	<b>413.28</b>	<b>860.65</b>	<b>26,360.13</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>12 Cash and cash equivalents</b>		
Balances with banks:		
- On current accounts	1,929.87	1,249.04
Cash on hand	0.22	0.60
<b>Total</b>	<b>1,930.09</b>	<b>1,249.64</b>
<b>13 Other Bank balances</b>		
Term deposits with Banks with original maturities of more than 3 months and less than 1 year*	17,982.48	7,691.56
<b>Total</b>	<b>17,982.48</b>	<b>7,691.56</b>

\*Represents margin money deposits against bank guarantees and letter of credits.

Particulars	31 March 2022	31 March 2021
<b>14 Others (Unsecured, considered good unless otherwise stated)</b>		
<b>Non-Current</b>		
Security deposits	217.98	222.49
In deposit accounts with banks remaining maturity for more than 12 months	6,510.58	4,788.55
	<b>6,728.56</b>	<b>5,011.04</b>
<b>Current</b>		
Security deposits		
- To Others	3.27	3.27
Secured - Earnest Money Deposits	262.65	265.87
Interest accrued	1,207.44	2,390.07
Insurance claim receivable	344.55	39.04
Subsidy receivable	4,206.75	6,568.75
Unbilled Revenue*	85.21	326.21
Recoverable from suppliers	152.00	-
Loans and advances to related party	875.89	880.51
<b>Total</b>	<b>7,137.76</b>	<b>10,473.72</b>

\*Unbilled revenue earned from Annual Maintenance Contracts and other services which are recognised upon completion of service. Upon billing as per the terms of the contract, the amounts recognised as Unbilled revenue are reclassified to trade receivables.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>15 Share Capital</b>		
<b>Authorised Share Capital</b>		
15,00,00,000 equity shares of Rs.4/- each	6,000.00	6,000.00
<b>Issued, subscribed and fully paid-up</b>		
8,20,80,737 equity shares of Rs.4/- each fully paid-up (March 31, 2021: 8,20,80,737 equity shares)	3,283.23	3,283.23
<b>Total</b>	<b>3,283.23</b>	<b>3,283.23</b>

### (a) Reconciliation of shares outstanding at the beginning and end of the reporting year

Particulars	Number of Shares	Value
<b>Equity shares of Rs.4/- each fully paid</b>		
Balance at April 01, 2020	8,20,80,737	3,283.23
Issued during the year	-	-
<b>Balance at March 31, 2021</b>	<b>8,20,80,737</b>	<b>3,283.23</b>
Issued during the year	-	-
<b>Balance at March 31, 2022</b>	<b>8,20,80,737</b>	<b>3,283.23</b>

### (b) Terms / rights attached to the equity shares

Equity shares of the Company have a par value of ₹4 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### (c) Details of shareholders holding more than 5% shares in the Company

Particulars	31 March 2022	31 March 2021
<b>Equity shares of Rs.4/- each fully paid</b>		
<u>MEIL Holdings Limited</u>		
Number of shares held	41,053,000	37,072,359
% of holding	50.02%	45.17%
<u>Trinity Infraventures Limited</u>		
Number of shares held	-	4,276,793
% of holding	-	5.21%
<u>Goldstone Power Private Limited</u>		
Number of shares held	1,080,000	3,900,000
% of holding	1.32%	4.75%
<u>Gyanmay Investment Advisors LLP</u>		
Number of shares held	3,454,578	5,100,000
% of holding	4.21%	6.21%

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### (d) Details of shareholding of promoters:

	31 March 2022			31 March 2021		
	No of Shares	% of Holding	% Change during the year	No of Shares	% of Holding	% Change during the year
Equity shares of Rs.4/- each fully paid						
Trinity Infracventures Limited*				4,276,793	5.21%	-3.85%
L P Sashi Kumar*				409,350	0.50%	-0.15%
P S Parthasarathy*				37,000	0.05%	-
Goldstone power private limited*				3,900,000	4.75%	-1.83%
MEIL Holdings Limited	41,053,000	50.02%	4.85%	37,072,359	45.17%	-

\*Reclassified from promotor to public category with effect from 15th March 2022.

Particulars	31 March 2022	31 March 2021
<b>16 Other equity</b>		
<b>Securities premium</b>		
Opening balance	64,499.14	64,499.14
Add: Premium on fresh issue	-	-
Closing balance	<b>64,499.14</b>	<b>64,499.14</b>
Securities premium consists of the difference between the face value of the equity shares and the consideration received in respect of shares issued.		
<b>Money received against Share Warrants</b>		
Opening balance	-	3,988.06
Additions during the year	-	-
Forfeited during the year	-	(3,988.06)
Conversions during the year	-	-
Closing balance	-	-
The Parent Company had issued & allotted 91,00,000 warrants to MEIL Holding Limited (MHL) on 10th October 2018 and an amount equivalent to 25% of the consideration has been received at the time of allotment of warrants and balance 75% of such consideration was to be paid before the allotment of the equity shares upon exercise of option against warrants within a period of 18 months from the date of issue of warrants. As MHL has not exercised the said option and not paid the 75% balance consideration within the period of 18 months from the date of issue of warrants, the amount already paid by MHL (25%) has been forfeited on 10th April 2020.		

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>Capital Reserve</b>		
Opening balance	3,988.06	-
Additions during the year	-	3,988.06
Closing balance	<b>3,988.06</b>	<b>3,988.06</b>
It represents amount received towards Share warrants which was forfeited on 10th April 2020.		
<b>General reserve</b>		
Opening balance	1,486.32	1,486.32
Add: Transfers during the year	-	-
Closing balance	<b>1,486.32</b>	<b>1,486.32</b>
The general reserve is used from time to time to transfer profits from retained earnings for appropriation purposes. As the general reserve is created by a transfer from one component of equity to another and is not an item of other comprehensive income, items included in the general reserve will not be reclassified subsequently to profit or loss.		
<b>Retained earnings</b>		
Opening balance	897.18	89.67
Profit/(loss) for the year	3,535.14	807.51
Less: Adjustment	12.16	-
Less: Transfers to general reserve	-	-
<b>Closing balance</b>	<b>4,444.48</b>	<b>897.18</b>
Retained earnings reflect surplus/deficit after taxes in the profit or loss. The amount that can be distributed by the Company as dividends to its equity shareholders is determined based on the balance in this reserve and also considering the requirements of the Companies Act, 2013.		
<b>Remeasurement of employee defined benefit plans</b>		
Opening balance	(81.96)	(88.47)
Additions during the year	109.06	6.51
<b>Closing balance</b>	<b>27.10</b>	<b>(81.96)</b>
<b>Total other equity</b>	<b>74,445.10</b>	<b>70,788.74</b>
<b>Non-controlling interest</b>		
Opening balance	(0.04)	0.05
Add: Additions during the year	0.97	(0.09)
<b>Closing balance</b>	<b>0.93</b>	<b>(0.04)</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>17 Borrowings</b>		
<b>Non-current</b>		
<b>Secured loans</b>		
Term loan		
- From Financial Institutions (refer note A below)	184.14	222.91
Vehicle loans		
- From Banks (refer note B below)	6.76	22.44
<b>Unsecured loans</b>		
Sales tax deferrment loan (refer note C below)	-	147.37
Loan from Related party (refer note E below)	5,055.50	-
<b>Total</b>	<b>5,246.40</b>	<b>392.72</b>
<b>Current</b>		
<b>Secured loans repayable on demand</b>		
- Working capital loans from State Bank of India (refer note D below)	1,255.96	396.59
- Current maturities of long term borrowings	94.50	20.13
<b>Unsecured loans</b>		
Loan from Related Party	113.50	-
<b>Total</b>	<b>1,463.96</b>	<b>416.72</b>

### A. Term loan from Financial Institutions:

Term loan consists of loan taken from Rural Electrical Corporation Limited in December 2020 amounting Rs. 232.60 Lakhs which was sanctioned for procurement of TSRTC project buses. The loan carries an interest rate of 10.25% repayable in 72 equal installments secured by:

- First charge by way of hypothecation of all 40 E-buses, covered in the project owned by SSISPL-OGL-BYD Consortium in respect of which the loan was sanctioned.
- First charge by way of hypothecation/ assignment of all present and future book debts, bills, receivables, monies including bank accounts, claims of all kinds and stocks including consumables and general stores in respect of the project of 40 E-buses.

### B. Vehicle loans from Banks:

The Parent Company has the following 3 vehicle loans:

Vehicle loans of Rs. 22.46 Lakhs & 8.49 Lakhs taken from Yes Bank on 25-07-2018 repayable in 48 installments from August 2018 to July 2022 and a vehicle loan of Rs.56 Lakhs from Yes Bank on 18-09-2018 repayable in 60 installments from October 2018 to September 2023. These loans are secured by hypothecation of the vehicles for which the loan was taken.

### C. Sales tax deferrment loan:

The Parent Company has been granted an interest free sales tax deferrment loan by the Government of Andhra Pradesh. As per the terms of this scheme, the Company has to repay the amount till FY 2022-23.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### D. Working capital loan from State Bank of India:

Working Capital Facilities from State Bank of India carries an interest rate ranging from 8.95% to 9.50% are secured by:

- i. Exclusive first charge on Current Assets of Insulator division of the Company both present and future
- ii. Exclusive first charge by way of equitable mortgage of Project land, factory land & building of Company
- iii. Exclusive first charge by way of equitable mortgage of immovable property of M/s Goldstone Technologies Limited
- iv. First charge on fixed assets(excluding land mentioned in ii above) of Insulator division and Second charge on the fixed assets of E-Bus division of the Company both present and future
- v. Corporate guarantee given by M/s Trinity Infraventures Limited & M/s Goldstone technologies Limited.

Particulars	31 March 2022	31 March 2021
<b>18 Provisions</b>		
<b>Non-Current</b>		
Provision for employee benefits		
- Gratuity (refer note 36)	189.23	333.50
- Compensated absences	100.41	113.16
Product Warranties	1,492.66	490.41
<b>Total</b>	<b>1,782.30</b>	<b>937.07</b>
Provision for Product warranties represents the present value as management's best estimate of the future economic benefits that will be required under the Company's obligations for warranties. The estimate may vary as a result of new materials, altered manufacturing processes or other events affecting product quality.		
<b>Current</b>		
Provision for employee benefits		
- Gratuity (refer note 36)	3.09	9.21
- Compensated absences	8.87	10.35
<b>Total</b>	<b>11.96</b>	<b>19.56</b>
<b>19 Trade payables</b>		
Trade payables		
- Total outstanding dues of micro enterprises and small enterprises	1,328.57	1,022.95
- Total outstanding dues of creditors other than micro enterprises and small enterprises*	25,870.90	12,886.62
<b>Total</b>	<b>27,199.47</b>	<b>13,909.57</b>
*Includes payable to related parties	2,978.11	3,832.40

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### Trade Payables ageing schedule for the period ended March 31, 2022

Particulars	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables						
- Micro enterprises and small enterprises	602.88	709.92	15.77	-	-	1,328.57
- Others	19,792.22	3,196.01	24.73	0.89	2,857.05	25,870.90
Disputed trade payables						
- Micro enterprises and small enterprises	-	-	-	-	-	-
- Others	-	-	-	-	-	-
<b>Total</b>	<b>20,395.10</b>	<b>3,905.93</b>	<b>40.50</b>	<b>0.89</b>	<b>2,857.05</b>	<b>27,199.47</b>

### Trade Payables ageing schedule for the period ended March 31, 2021

Particulars	Not Due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Undisputed trade payables						
- Micro enterprises and small enterprises	416.29	597.18	9.48	-	-	1,022.95
- Others	1,185.58	8,090.50	29.09	3,566.70	14.76	12,886.62
Disputed trade payables						
- Micro enterprises and small enterprises	-	-	-	-	-	-
- Others	-	-	-	-	-	-
<b>Total</b>	<b>1,601.87</b>	<b>8,687.68</b>	<b>38.57</b>	<b>3,566.70</b>	<b>14.76</b>	<b>13,909.57</b>

Particulars	31 March 2022	31 March 2021
<b>20 Other financial liabilities</b>		
Interest accrued but not due on borrowings	137.67	56.82
Employee payables	205.39	193.79
Provision for expenses	3,370.50	2,537.51
Security deposits received	172.31	165.55
<b>Total</b>	<b>3,885.87</b>	<b>2,953.67</b>
<b>21 Other liabilities</b>		
<b>Current</b>		
Advance received from customers	77.35	58.28
Statutory liabilities	382.93	390.02
<b>Total</b>	<b>460.28</b>	<b>448.30</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>22 Revenue from operations</b>		
Revenue from sale of products	51,523.22	23,866.00
Revenue from Services	7,724.69	4,225.10
Other Operational Income	77.82	46.51
<b>Total</b>	<b>59,325.73</b>	<b>28,137.61</b>
<b>23 Other income</b>		
Interest income	670.04	1,080.52
Foreign exchange gain	95.36	67.54
Miscellaneous income	5.10	-
<b>Total</b>	<b>770.50</b>	<b>1,148.06</b>
<b>24 Cost of materials consumed</b>		
Opening Stock of raw materials and consumables	3,454.52	3,068.08
Add : Purchases during the year	41,843.57	16,058.00
	45,298.09	19,126.08
Less : Closing Stock of raw materials and consumables	3,887.93	3,454.52
<b>Total</b>	<b>41,410.16</b>	<b>15,671.56</b>
<b>25 Changes in inventories and Work in progress</b>		
Work in progress		
Inventories at the beginning of the year	2,772.23	5,004.51
Less : Inventories at the end of the year	1,985.27	2,772.23
(Increase) / Decrease in Inventories	<b>786.96</b>	<b>2,232.28</b>
<b>26 Employee benefits expenses</b>		
Salaries, wages and bonus	3,190.14	2,878.14
Contribution to provident and other funds	100.59	113.78
Staff welfare expenses	35.26	32.62
<b>Total</b>	<b>3,325.99</b>	<b>3,024.54</b>
<b>27 Other operating expenses</b>		
Consumption of stores and spares	270.88	131.85
Power and fuel	367.92	360.77
Repairs to building	-	0.89
Repairs to machinery	55.33	50.74
Insurance	194.76	80.65
Testing and inspection charges	90.65	117.60
Bus Operations	1,646.49	2,576.58
<b>Total</b>	<b>2,626.03</b>	<b>3,319.08</b>
<b>28 Depreciation and amortisation expense</b>		
Depreciation of tangible assets	2,713.30	1,159.84
Amortization of intangible assets	218.20	172.28
<b>Total</b>	<b>2,931.50</b>	<b>1,332.12</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	<b>31 March 2022</b>	<b>31 March 2021</b>
<b>29 Finance costs</b>		
Interest on term loans	196.16	19.27
Interest on working capital loan and cash credit	289.36	237.34
Other borrowing cost	16.40	98.38
Bank charges and commissions	426.02	395.24
<b>Total</b>	<b>927.94</b>	<b>750.23</b>
<b>30 Other expenses</b>		
Rent	176.05	175.89
Freight charges	672.53	396.40
Directors sitting fee	28.75	24.25
Rates and taxes	29.49	96.37
Office maintenance	7.10	20.64
Office electricity charges	2.40	5.37
Security charges	53.28	74.11
Telephone and postage expenses	31.89	34.17
Printing and stationary	7.16	6.50
Insurance charges	66.38	71.82
Travelling expenses	178.33	62.34
Conveyance	118.04	55.39
Repairs and maintenance - others	101.80	116.39
Consultancy charges	86.19	83.30
Business promotion expenses	60.96	21.24
Exhibition expenses	-	1.57
Advertisement & Other Selling Expenses	1.62	2.56
Warranty Expenses	1,002.25	413.37
Legal fees	3.00	12.02
Listing fees	5.40	5.40
Auditors remuneration	10.55	10.39
Vehicle maintenance	9.52	11.80
Allowances for doubtful debts (net)	34.38	146.70
Loss on sale of Assets	0.18	2.51
Miscellaneous expenses	25.60	21.89
<b>Total</b>	<b>2,712.85</b>	<b>1,872.39</b>

**Note: Miscellaneous expenses includes amount spent for Corporate Social Responsibility**

Revenue expenditure charged to statement of profit and loss in respect of Corporate Social Responsibility (CSR) activities undertaken during the year ended March, 31 2022 was Rs. 6.40 Lakhs as compared to Rs. 3.90 Lakhs for the year ended March 31, 2021.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31 March 2022	31 March 2021
<b>31 Tax expenses</b>		
Current income tax:		
Current income tax charge*	(250.76)	188.85
Deferred tax:		
MAT credit#	551.44	(185.96)
Relating to originating and reversal of temporary differences	1,394.30	277.05
<b>Income tax expense recognised in the statement of profit or loss</b>	<b>1,694.98</b>	<b>279.94</b>
<b>Deferred tax related to items considered in OCI during the year</b>		
Particulars	31 March 2022	31 March 2021
Re-measurement gains/ (losses) on defined benefit plan	(36.69)	(2.68)
<b>Income tax charge to OCI</b>	<b>(36.69)</b>	<b>(2.68)</b>
* Includes tax expense reversal relating to previous year amounting Rs. 274.31 Lakhs (2020-21:Rs 85.46 Lakhs)		
# MAT Credit reversal relating to previous years amounting Rs. 551.44 Lakhs (2020-21:Rs 88.35 Lakhs)		
<b>Reconciliation of tax expense with the accounting profit multiplied by domestic tax rate:</b>		
Particulars	31 March 2022	31 March 2021
Accounting profit before income tax	5,230.60	1,087.36
Tax on accounting profit at statutory income tax rate	1,314.90	299.13
Effect of Income exempt from tax/ Items not deductible	277.72	140.85
Adjustments in respect of deferred tax at different rates	(104.67)	44.50
Tax charge/(credit) on income at MAT rates	277.13	(185.95)
Others	(70.10)	(18.59)
<b>Total</b>	<b>1,694.98</b>	<b>279.94</b>
<b>Tax expense reported in the statement of profit and loss</b>	<b>1,694.98</b>	<b>279.94</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	As at 31-Mar-22	As at 31-Mar-21
<b>32 Contingent liabilities and commitments</b>		
<b>i) Contingent liabilities:</b>		
- Claims against the Company not acknowledged as debts (See Note 'a' below)	486.23	659.40
<b>ii) Commitments:</b>		
- Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances	48.12	37.74

Note :- (a)

The Income Tax Department has raised demands on the Company in respect of past years on account of various disallowances, the year wise break up of which is as under:.

Assessment year	Amount of Dispute	Forum where it is pending
2014-2015	255.12	CIT(A)
2017-2018	119.28	CIT(A)
2018-2019	111.83	ITAT

The Company believes the possibility of any liability that may arise on account of above Income tax matters is not probable. Accordingly, no provision has been made in these financial statements as of 31 March 2022.

### 33 Related party disclosures

#### a) Names of related parties and description of relationship

Holding Company	MEIL Holdings Limited
Entities having significant influence over the Company	Trinity Infraventures Limited \$
	Megha Engineering & Infrastructures Limited
Associates	Evey Trans (SMC) Private Limited
	Evey Trans (SIL) Private Limited
	Evey Trans (UJJ) Private Limited
	Evey Trans (JAB) Private Limited
Subsidiaries of MEIL Holdings Limited	Evey Trans Private Limited
	Turbo Megha Airways Private Limited @
Step-down Subsidiaries of MEIL Holdings Limited	Evey Trans (UKS) Private Limited
	Evey Trans (KTC) Private Limited
	Evey Trans (NGP) Private Limited
	OHA Commute Private Limited
Step-down Subsidiaries of Megha Engineering & Infrastructures Limited	ICOMM TELE LIMITED
Subsidiaries of Trinity Infraventures Limited	Trinity Cleantech Private Limited \$
Associate of Megha Engineering & Infrastructures Limited	Megha Fibre Glass Industries Limited

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Key Management Personnel ("KMP")	Dr. P. V. Ramesh, Managing Director *
	Mr. K.V.Pradeep, Chairman and Managing Director*
	Mr. B. Sharat Chandra, CFO

- \* 1. Dr. P.V. Ramesh appointed as Managing Director on 09-01-2021 and resigned effective from 12-05-2021  
 2. Mr.K.V. Pradeep appointed as Managing Director on 29-07-2021 and additionally appointed as Chairman on 28-10-2021

\$ Reclassified from promotor to public category with effect from 15th March 2022.

@ Ceased to be a Subsidiary of MEIL Holdings Limited with effect from 07 October 2021.

### b) Transactions with related parties

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Key Management Personnel</b>		
Remuneration Paid*	226.44	218.85
<b>Holding Company</b>		
Inter corporate loan	4,900.00	-
Interest Expense	172.78	-
<b>Entities having significant influence over the Group</b>		
Unsecured Loans given/ (Repaid)	(416.43)	-
Sale of goods & services	797.11	127.39
Interest Income	84.18	125.00
Purchase of Material, Capital Goods & Other Expenses	69.41	32.59
<b>Associates</b>		
Equity Investment/ Investment	0.60	0.26
Sale of goods & services	2,157.88	4,845.70
<b>Subsidiaries of Trinity &amp; MEIL Holdings</b>		
Sale of goods & services	26,210.59	1,099.57
Purchase of Material, Capital Goods & Other Expenses	60.59	13,771.87
Lease Rental Expenses	121.28	886.91
Interest Income	-	40.53
Unsecured Loans given/ (Repaid)	-	(3,365.51)

(Contd.)

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	For the year ended 31 March 2022	For the year ended 31 March 2021
<b>Step Subsidiaries and Associates of MEIL Holdings and Megha Engineering &amp; Infrastructures Limited</b>		
Sale of goods & services	12,131.91	5,604.23
Purchase of Material, Capital Goods & Other Expenses	72.62	-
Supplier advances	284.69	-

\*Does not include insurance, which is paid by the Company as a whole and gratuity and compensated absences as this is provided in the books of accounts on the basis of actuarial valuation for the Company as a whole and hence individual amount cannot be determined.

### c) Details of balances receivable from and payable to related parties are as follows:

Name of Related Party	As at 31-Mar-22	As at 31-Mar-21
<b>Trade Receivables</b>		
Megha Engineering & Infrastructures Limited	0.27	122.55
Evey Trans Private Limited	12,409.23	6,308.34
Evey Trans (SMC) Private Limited	115.18	4,498.90
Evey Trans (SIL) Private Limited	29.90	627.19
Evey Trans (UKS) Private Limited	27.86	624.00
Evey Trans (KTC) Private Limited	2,642.48	5,149.16
Evey Trans (NGP) Private Limited	-	120.60
OHA Commute Private Limited	8,707.77	-
<b>Inter-corporate Loans - Non-Current &amp; Current - Borrowings</b>		
MEIL Holdings Limited	5,055.50	-
Evey Trans Private Limited	113.50	-
<b>Loans &amp; Advances to Related Parties - Other Financial Assets</b>		
Trinity Infraventures Limited	@	875.62
OHA Commute Private Limited	0.27	0.27
<b>Trade Payables</b>		
Trinity Cleantech Private Limited	@	273.23
Megha Fibre Glass Industries Limited	89.27	-
Megha Engineering & Infrastructures Limited	55.81	17.47
ICOMM TELE LIMITED	12.89	-
Evey Trans Private Limited	2,820.77	3,541.70

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Name of Related Party	As at 31-Mar-22	As at 31-Mar-21
<b>Supplier advances - Other Current Assets</b>		
ICOMM TELE LIMITED	284.69	-
<b>Inter-corporate Loans - Current Loans - Financial Assets</b>		
Trinity Infraventures Limited	@	1,000.00

@ Ceased to be a related party as at 31 March 2022, Hence balances, if any not shown above.

### d) Terms and conditions of transactions with related parties:

The transactions with related parties are made on terms equivalent to those that prevail in arm's length transactions.

### 34 Segment information

Ind AS 108 "Operating Segment" ("Ind AS 108") establishes standards for the way that public business enterprises report information about operating and geographical segments and related disclosures about products and services, geographic areas, and major customers. Based on the "management approach" as defined in Ind AS 108, Operating segments and geographical segments are to be reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM). The CODM evaluates the Company's performance and allocates resources on overall basis.

The Company has two reportable segments during the year, i.e. Composite Polymer Insulators and Electric Buses.

The segment revenue, profitability, assets and liabilities are as under:

Revenue by segment	For the year ended 31 March 2022	For the year ended 31 March 2021
a) Insulator division	10,805.20	12,123.31
b) E Bus division	48,520.53	16,014.30
<b>Total revenue</b>	<b>59,325.73</b>	<b>28,137.61</b>
Segment Results	For the year ended 31 March 2022	For the year ended 31 March 2021
(Profit before tax & interest)		
a) Insulator division	883.87	1,196.88
b) E Bus division	5,154.21	148.51
<b>Total</b>	<b>6,038.08</b>	<b>1,345.39</b>
Less: (i) Interest	927.94	750.23
(ii) Unallocable expenditure (Net of Un allocable income)	(120.46)	(492.20)
<b>Total Profit before tax</b>	<b>5,230.60</b>	<b>1,087.36</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

	As at 31-Mar-22	As at 31-Mar-21
<b>Segment Assets</b>		
a) Insulator Division	16,595.23	16,502.74
b) eBus Division	100,555.48	72,230.95
c) Unallocated	1,893.83	4,690.16
<b>Total</b>	<b>119,044.54</b>	<b>93,423.85</b>
<b>Segment Liabilities</b>		
a) Insulator Division	4,699.48	3,702.01
b) eBus Division	35,350.76	15,375.10
c) Unallocated	1,265.04	274.81
<b>Total</b>	<b>41,315.28</b>	<b>19,351.92</b>
<b>Capital Employed</b>		
a) Insulator Division	11,895.75	12,800.73
b) eBus Division	65,204.72	56,855.85
c) Unallocated	628.79	4,415.35
<b>Total</b>	<b>77,729.26</b>	<b>74,071.93</b>

### 35 Auditors' remuneration include:

Particulars	31-Mar-22	31-Mar-21
Statutory audit fee (including limited review)	8.25	8.00
Tax audit fee	2.30	2.39
<b>Total Other services</b>	<b>10.55</b>	<b>10.39</b>

### 36 Gratuity

The Company provides its employees with benefits under a defined benefit plan, referred to as the "Gratuity Plan". The Gratuity Plan entitles an employee, who has rendered at least five years of continuous service, to receive 15 days salary for each year of completed service (service of six months and above is rounded off as one year) at the time of retirement/exit.

The following tables summarize the components of net benefit expense recognised in the statement of profit or loss and the amounts recognised in the balance sheet for the plan:

Reconciliation of opening and closing balances of the present value of the defined benefit obligations:

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

Particulars	31-Mar-22	31-Mar-21
<b>Opening balance</b>	<b>342.71</b>	<b>377.58</b>
Current service cost	80.81	101.93
Past service cost	-	-
Interest cost	23.50	25.64
Benefits paid	(108.95)	(153.25)
Actuarial gain	(145.75)	(9.19)
<b>Closing balance</b>	<b>192.32</b>	<b>342.71</b>
Present value of projected benefit obligation at the end of the year	192.32	342.71
Fair value of plan assets at the end of the year	-	-
Net liability recognised in the balance sheet	<b>192.32</b>	<b>342.71</b>
Current provision	3.09	9.21
Non current provision	189.23	333.50

Expenses recognised in statement of profit and loss	31-Mar-22	31-Mar-21
Service cost	80.81	101.93
Interest cost	23.50	25.64
<b>Gratuity cost</b>	<b>104.31</b>	<b>127.57</b>
<b>Re-measurement gains/ (losses) in OCI</b>		
Actuarial gain / (loss) due to demographic assumption changes	-	-
Actuarial gain / (loss) due to financial assumption changes	(11.49)	(4.73)
Actuarial gain / (loss) due to experience adjustments	(134.26)	(4.46)
Return on plan assets greater (less) than discount rate	-	-
<b>Total expenses routed through OCI</b>	<b>(145.75)</b>	<b>(9.19)</b>
<b>Assumptions</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>
Discount rate (per annum)	7.35%	6.95%
Future salary increases	10.00%	10.00%

**A quantitative sensitivity analysis for significant assumption and its impact in percentage terms on projected benefit obligation are as follows:**

	31-Mar-22	
	Discount rate	Salary escalation rate
Impact of increase in 50 bps on projected benefit obligation	-6.83%	6.54%
Impact of decrease in 50 bps on projected benefit obligation	7.55%	-6.09%

These sensitivities have been calculated to show the movement in projected benefit obligation in isolation and assuming there are no other changes in market conditions.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 37 Dues to Micro, small and medium enterprises

The Ministry of Micro, Small and Medium Enterprises has issued an office memorandum dated 26 August 2008 which recommends that the Micro and Small Enterprises should mention in their correspondence with its customers the Entrepreneurs Memorandum Number as allocated after filing of the Memorandum. Accordingly, the disclosure in respect of the amounts payable to such enterprises as at March 31, 2020 has been made in the financial statements based on information received and available with the Company. Further in view of the management, the impact of interest, if any, that may be payable in accordance with the provisions of the Micro, Small and Medium Enterprises Development Act, 2006 ('The MSMED Act') is not expected to be material. The Company has not received any claim for interest from any supplier.

	Particulars	31-Mar-22	31-Mar-21
a)	the principal amount due thereon remaining unpaid to any supplier at the end of each accounting year.	1,328.57	1,022.95
b)	the amount of interest paid by the buyer in terms of section 16 of the MSMED Act, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year;	Nil	Nil
c)	the amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under this MSMED Act	Nil	Nil
d)	the amount of interest accrued and remaining unpaid at the end of each accounting year; and	Nil	Nil
e)	the amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act.	Nil	Nil

### 38 Leases

#### Where the Group is a lessee:

Effective 1st April 2019, the Company adopted Ind AS 116, Leases. This standard brings most leases on-balance sheet for lessees under a single model, eliminating the distinction between operating and finance leases. There is no significant impact of the standard on the financial results of the Company. During the previous year the Company has de-recognised an amount of Rs. 704.97 Lakhs Right of use asset (presented as part of Property, plant and equipment) and Rs. 753.52 Lakhs worth Lease liability (presented as part of Financial Liabilities) as the leases to which the standard applies are closed during the previous year.

The Company has elected not to apply the requirements of Ind AS 116 Leases to short term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases amounting to INR 176.05 Lakhs (INR 175.89 Lakhs Previous Year) are recognised as an expense on a straight-line basis over the lease term.



## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 39 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all the dilutive potential equity shares into equity Shares.

The following table sets out the computation of basic and diluted earnings per share:

Particulars	31-Mar-22	31-Mar-21
Profit for the year attributable to equity share holders	3,535.14	807.51
<b>Shares</b>		
Weighted average number of equity shares outstanding during the year – basic	8,20,80,737	8,20,80,737
Weighted average number of equity shares outstanding during the year – diluted	8,20,80,737	8,20,80,737
<b>Earnings per share</b>		
Earnings per share of par value ₹ 4 – basic (₹)	4.31	0.98
Earnings per share of par value ₹ 4 – diluted (₹)	4.31	0.98

### 40 Fair value measurements

Financial instruments by category	31-Mar-22		31-Mar-21	
	Amortised Cost	FVTPL	Amortised Cost	FVTPL
<b>Financial assets</b>				
Investments				
- In Subsidiaries/JV	27.40	-	-	-
Trade receivables	36,559.31	-	26,360.13	-
Cash and cash equivalents	1,930.09	-	1,249.64	-
Other bank balances	24,493.06	-	12,480.11	-
Loans	527.57	-	1,400.00	-
Security Deposits	483.90	-	491.63	-
Others	6,871.84	-	10,204.58	-
<b>Total Financial Assets</b>	<b>70,893.17</b>	<b>-</b>	<b>52,186.09</b>	<b>-</b>
<b>Financial Liabilities</b>				
Borrowings	6,710.36	-	809.44	-
Trade payables	1,328.57	-	1,022.95	-
Other financial liabilities	3,885.87	-	2,953.67	-
<b>Total Financial Liabilities</b>	<b>11,924.80</b>	<b>-</b>	<b>4,786.06</b>	<b>-</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### Fair value hierarchy

The carrying amount of the current financial assets and current financial liabilities are considered to be same as their fair values, due to their short term nature. In absence of specified maturity period, the carrying amount of the non-current financial assets and non-current financial liabilities such as security deposits (assets) are considered to be same as their fair values.

The fair value of mutual funds is classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of Net Assets Value (NAV) declared by the mutual fund. The fair value of Financial derivative contracts has been classified as Level 2 in the fair value hierarchy as the fair value has been determined on the basis of mark-to-market valuation provided by the bank, The corresponding changes in fair value of investment is disclosed as 'Other Income'.

### 41 Financial risk management objectives and policies

The Company's principal financial liabilities comprise loans and borrowings, trade and other payables. The main purpose of these financial liabilities is to finance and support Company's operations. The Company's principal financial assets include inventory, trade and other receivables, cash and cash equivalents and refundable deposits that derive directly from its operations.

The Company is exposed to market risk, credit risk and liquidity risk. The Company's senior management oversees the management of these risks. The Board of Directors reviews and agrees policies for managing each of these risks, which are summarized below.

#### a) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises two types of risk: interest rate risk and other price risk, such as commodity risk. Financial instruments affected by market risk include loans and borrowings and refundable deposits. The sensitivity analysis in the following sections relate to the position as at March 31, 2022 and March 31, 2021. The sensitivity analyses have been prepared on the basis that the amount of net debt and the ratio of fixed to floating interest rates of the debt.

The analysis excludes the impact of movements in market variables on: the carrying values of gratuity and other post retirement obligations; provisions.

The below assumption has been made in calculating the sensitivity analysis:

The sensitivity of the relevant profit or loss item is the effect of the assumed changes in respective market risks. This is based on the financial assets and financial liabilities held at March 31, 2022 and March 31, 2021.

#### Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term debt obligations with floating interest rates.

The Company manages its interest rate risk by having a balanced portfolio of variable rate borrowings. The Company does not enter into any interest rate swaps.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings affected. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

	<b>Increase/decrease in interest rate</b>	<b>Effect on profit before tax</b>
<b>March 31, 2022</b>		
INR	+1%	(67.10)
INR	-1%	67.10
<b>March 31, 2021</b>		
INR	+1%	(8.09)
INR	-1%	8.09

### b) Credit risk

Credit risk is the risk that counterparty will not meet its obligations under a financial instrument or customer contract, leading to a financial loss. The credit risk arises principally from its operating activities (primarily trade receivables) and from its investing activities, including deposits with banks and financial institutions and other financial instruments.

Credit risk is controlled by analysing credit limits and creditworthiness of customers on a continuous basis to whom credit has been granted after obtaining necessary approvals for credit. The collection from the trade receivables are monitored on a continuous basis by the receivables team.

The Company establishes an allowance for credit loss that represents its estimate of expected losses in respect of trade and other receivables based on the past and the recent collection trend. The maximum exposure to credit risk as at reporting date is primarily from trade receivables amounting to ₹ 36,559.31 lakhs (March 31, 2021: ₹ 26,360.13 lakhs).

The movement in allowance for credit loss in respect of trade and other receivables during the year was as follows:

<b>Allowance for credit loss</b>	<b>31-Mar-22</b>	<b>31-Mar-21</b>
Opening balance	1,019.61	872.91
Credit loss provided/ (reversed)	(2.88)	146.70
Closing balance	1,016.73	1,019.61

The top 2 to 3 customers account for more than 50% of the revenue as of March 31, 2022 and March 31, 2021. However, the customers profile includes sale of e-buses under the Department of Heavy Industries (DHI) FAME - II frame work/ GCC Contracts to Special Purpose Vehicles (SPV's) formed for execution of contracts with the STUs and hence the concentration of revenue risk is minimal.

Credit risk on cash and cash equivalent is limited as the Company generally transacts with banks and financial institutions with high credit ratings assigned by international and domestic credit rating agencies.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### c) Liquidity risk

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank deposits and loans.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments::

	On demand	Less than 3 months	3 to 12 months	1 to 5 years	>5 years	Total
<b>Year ended March 31, 2022</b>						
Borrowings	1,255.96	128.79	117.98	5,207.63	-	6,710.36
Trade payables	-	22,497.98	4,701.49	-	-	27,199.47
<b>Year ended March 31, 2021</b>						
Borrowings	396.59	14.56	44.34	324.88	29.07	809.44
Trade payables	-	9,221.30	4,688.27	-	-	13,909.57

### 42 Capital management

The Group's policy is to maintain a stable capital base so as to maintain investor, creditor and market confidence and to sustain future development of the business. Management monitors capital on the basis of return on capital employed as well as the debt to total equity ratio.

For the purpose of debt to total equity ratio, debt considered is long-term and short-term borrowings. Total equity comprise of issued share capital and all other equity reserves.

The capital structure as of March 31, 2022 and March 31, 2021 was as follows:

Particulars	31-Mar-22	31-Mar-21
Total equity attributable to the equity shareholders of the Company	77,729.26	74,071.93
As a percentage of total capital	92.05%	98.92%
Long term borrowings including current maturities	5,340.90	412.85
Short term borrowings	1,369.46	396.59
Total borrowings	6,710.36	809.44
As a percentage of total capital	7.95%	1.08%
<b>Total capital (equity and borrowings)</b>	<b>84,439.62</b>	<b>74,881.37</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 43 Additional information, as required under Schedule III to the Companies Act, 2013, of enterprises consolidated as subsidiary/Associates

#### a. List of Subsidiaries and Joint Ventures considered for Consolidation

	As at 31 March 2022							
	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit/(loss)	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated comprehensive income	Amount
<b>Parent</b>								
Olectra Greentech Limited	100.49%	78,105.38	100.97%	3,569.81	100.00%	109.06	100.94%	3,678.87
<b>Subsidiaries:</b>								
Indian								
SSISPL-OGL-BYD Consortium	-0.27%	(212.18)	-1.27%	(44.83)	-	-	-1.23%	(44.83)
Evey Trans(GTC) Private Limited	0.00%	1.50	0.03%	1.01	-	-	0.03%	1.01
<b>Associates:</b>								
Indian								
Evey Trans(SMC) Private Limited	0.00%	-	2.00%	70.58	-	-	1.94%	70.58
Evey Trans(SIL) Private Limited	0.00%	-	1.13%	40.08	-	-	1.10%	40.08
Evey Trans(JAB) Private Limited	0.00%	-	0.00%	(0.08)	-	-	0.00%	(0.08)
Evey Trans(UJJ) Private Limited	0.00%	-	0.00%	(0.11)	-	-	0.00%	(0.11)
Less: Adjustment due to consolidation	-0.21%	(166.37)	-2.85%	(100.84)	-	-	-2.77%	(100.84)
		<b>77,728.33</b>		<b>3,535.62</b>		<b>109.06</b>		<b>3,644.68</b>
<b>Minority Interest in all Subsidiaries</b>								
1. SSISPL-OGL-BYD Consortium		(0.05)		0.01		-		0.01
2. Evey Trans(GTC) Private Limited		0.98		(0.49)		-		(0.49)
<b>Consolidated</b>		<b>77,729.26</b>		<b>3,535.14</b>		<b>109.06</b>		<b>3,644.20</b>

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 44 Recent Indian Accounting Standards

On March 23, 2022, the Ministry of Corporate Affairs (MCA) has notified Companies (Indian Accounting Standards) Amendment Rules, 2022. This notification has resulted into amendments in the following existing accounting standards which are applicable from April 1, 2022:

- i. Ind AS 101 – First time adoption of Ind AS
- ii. Ind AS 103 – Business Combination
- iii. Ind AS 109 – Financial Instrument
- iv. Ind AS 16 – Property, Plant and Equipment
- v. Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets
- vi. Ind AS 41 – Agriculture

Application of above standards are not expected to have any significant impact on the Company's financial statement.

### 45 Exceptional Items

During the current year, the Parent Company has recognised (a) Rs.255.81 Lakhs towards one time severance cost in Insulators Division and (b) Profit on sale of wholly owned subsidiary of the Company (TF Solar Power Private Limited) to Trinity Infraventures Ltd of Rs.1.14 Lakhs. Accordingly, the total amount of Rs. 254.67 Lakhs has been considered as "Exceptional Items".

- 46** The Group has performed a detailed assessment of its liquidity position and the recoverability of the assets as at the balance sheet date and has concluded that based on current indicators of future economic conditions, the carrying value of the assets will be recovered. Management believes that it has fully considered all possible impact of known events in the preparation of the consolidated financial results. However, given the effect of the lockdown on the overall economic activity and in particular on the automotive industry, the impact assessment of COVID-19 is a continuing process, given the uncertainties associated with its nature and duration. The Company will continue to monitor any material changes to future economic conditions and the consequent impact on its business, if any, which may be different from those estimated on the date of approval of these financial statements.
- 47** The Code on Social Security, 2020 ("Code") received Presidential assent in September 2020. The Code has been published in the Gazette of India. However the related final rules have not yet been issued and the date on which the Code will come into effect has not been notified. The Company will assess the impact of the Code and the rules thereunder when they come into effect.
- 48** The Board of Directors of Parent Company have recommended a dividend of Rs 0.40 per share (Face value of Rs 4/- each) for the year ended March 31, 2022.
- 49** The Parent Company has elected to exercise the option permitted under section 115 BAA of the Income Tax Act, 1961, as introduced by the Taxation Laws (Amendment) Ordinance 2019. Accordingly, the Company had recognised Provision for Income Tax and re-measured its Deferred Tax Liabilities based on the rates prescribed in the aforesaid section. The corresponding impact of adopting this option has also been recognised in the Statement of Profit and Loss for the year ended March 31, 2022.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 50 Other statutory information

- i) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.
- ii) The Group does not have any transactions with companies struck off.
- iii) The Group does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.
- iv) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.
- v) The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.
- vi) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall: (a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or (b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries
- viii) The Group does not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

**51** The figures of the previous year have been regrouped/reclassified, where necessary, to conform with the current year's classification.

As per our report of even date attached  
**for Sarath & Associates**  
Chartered Accountants  
ICAI Firm Registration Number: 005120S

Sd/-

**V. Sai Roop Kumar**  
Partner  
Membership No.: 213734

Place : Hyderabad  
Date : 02<sup>nd</sup> May 2022

for and on behalf of the Board of Directors of  
**Olectra Greentech Limited**  
CIN: L34100TG2000PLC035451

Sd/-

**K.V. Pradeep**  
Chairman and Managing Director  
DIN: 02331853

Sd/-  
**B Sharat Chandra**  
Chief Financial Officer

Sd/-

**B. Appa Rao**  
Director  
DIN: 00004309

Sd/-  
**P. Hanuman Prasad**  
Company Secretary  
Membership No.: A22525







## **Olectra Greentech Limited**

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