# Olectra Greentech Limited

## 24th Annual Report
## 2023-24




Olectra

# CONTENTS


| | | Pg No. |
|---|---|---|
| Corporate Information | — | 02 |
| Notice | — | 03 |
| Board's Report | — | 53 |
| Report on Corporate Governance | — | 79 |
| Management Discussion and Analysis | — | 105 |
| Business Responsibility & Sustainability Report | — | 122 |
| **Standalone Financials** | | |
| Auditors' Report | — | 156 |
| Balance Sheet | — | 169 |
| Statement of Profit and Loss | — | 170 |
| Cash Flow Statement | — | 173 |
| Notes to Financial Statements | — | 175 |
| **Consolidated Financials** | | |
| Auditors' Report | — | 217 |
| Balance Sheet | — | 227 |
| Statement of Profit and Loss | — | 228 |
| Cash Flow Statement | — | 231 |
| Notes to Financial Statements | — | 233 |

# CORPORATE INFORMATION

## 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 Laksmi Kumari | - | Independent Director |
| Mr. Peketi Rajesh Reddy | - | Non-Executive & Non-Independent Director |
| Mr. V. Subramaniamsundar Rajan* | - | Independent Director |
| Mr. E. Pandu Ranga Vittal* | - | Independent Director |

### Board Committees

**Audit Committee:**
Mr. B. Appa Rao
Mr. M. Gopalakrishna
Mr. K.V. Pradeep
Mrs. Ch. Laksmi Kumari

**Nomination and Remuneration Committee:**
Mr. B. Appa Rao
Mr. M. Gopalakrishna
Justice Mrs. Gyan Sudha Misra (Retd.)
Mrs. Ch. Laksmi 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. B. Venkata Ramana Rao

**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

*Appointed as Independent Director of the Company w.e.f. 12th August, 2024.

#Appointed as Member of the Risk Management Committee w.e.f. 25th April, 2024.

**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
ICICI Bank
IDBI 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, 3rd 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.
3. Plot No. 34 & 35, Phase-1, Pashamylaram Village, Patancheru Mandal, Sangareddy District, Telangana State-502307, India.
4. Greenfield EV Manufacturing Facility under Construction on 150 Acres of Land situated at Near by Seetharampur, Chevella, Via Shabad Road, Hyderabad-509 217, Telangana.

# NOTICE OF THE 24TH ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 24th Annual General Meeting (AGM) of the Members of Olectra Greentech Limited will be held on Thursday, 26th day of September, 2024 at 12:00 Noon. 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, 3rd Floor, Technocrat Industrial Estate, Balanagar, Hyderabad-500037.

## Ordinary Business:

### 1. Adoption of Annual Financial Statements:

To receive, consider and adopt the Annual Audited Financial Statements (including Consolidated Financial Statements) of the Company for the year ended 31st March, 2024 and Reports of the Board of Directors and Auditors thereon.

**"RESOLVED THAT** the audited financial statements (including consolidated financial statements) of the Company for the year ended 31st March, 2024 together with the Report of the Board of Directors and the Auditors be and are hereby considered, approved and adopted."

**"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."

### 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 31st March, 2024.

**"RESOLVED THAT** a final dividend of Rs. 0.40/- per share of face value Rs. 4/- recommended by the Board for the financial year ended 31st March, 2024 be and is hereby declared and the same be paid within the stipulated timelines to the eligible shareholders of the company whose name appear in the Register of Members of the Company as on the Record date (i,e) 19th September, 2024."

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

### 3. 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.

**"RESOLVED THAT** 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 reappointment be and is hereby reappointed as Director of the Company liable to retire by rotation".

**"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:

### 4. 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 31st March, 2025."

**"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."

## 5. Re-appointment of Mr. Venkateswara Pradeep Karumuru (DIN: 02331853) as Managing Director:

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 Sections 2(54),196,197,198 and 203 read with Schedule-V and other applicable provisions, if any, of the Companies Act, 2013 ["the Act"], the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the Articles of Association of the Company and subject to such other consents and permissions as may be necessary, based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors at their meeting held on 12th August,2024, consent of the Members be and is hereby accorded for the re-appointment of Mr. Venkateswara Pradeep Karumuru (Mr.K.V.Pradeep) (DIN: 02331853) as the Managing Director of the Company for a period of 3 (three) years w.e.f. 29th July, 2024 with a remuneration (including all Perquisites/Allowances) of Rs. 12,00,00,000 (Twelve Crores Only) Per Annum on the following terms and conditions as set out below and he shall continue to be a Key Managerial Personnel pursuant to Section 203 of the Act and whose office shall not be liable to retire by rotation:"

### 1. Salary

Basic Salary of Rs. 6,42,82,500 (Six Crores Forty-Two Lakhs Eighty-Two Thousand and Five Hundred Only) Per Annum.

### 2. Perquisites/Allowances

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

**Category A**

1. Housing: House Rent Allowance at Rs. 2,57,13,000 (Two Crores Fifty Seven Lakhs and Thirteen Thousand Only) Per Annum.
2. Other allowances including for Leave Travel Allowance, Conveyance Allowance, Medical Reimbursement and Ex-Gratia etc. not exceeding Rs. 3,00,04,500 (Three Crores Four Thousand and Five Hundred only) Per Annum.

**Category B**

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."

3. No sitting fees shall be paid for attending the meetings of Board of Directors or Committees thereof.

**"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 remuneration by way of salary and perquisites subject to applicable provisions of Schedule V to the Companies Act, 2013 read with Rule 7 of the Companies (Appointment and Remuneration of Managerial Personnel) 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 or other applicable provisions, if any, read with Schedule V to 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 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."

**6. Approval for entering into and / or continuing the Related Party Transactions for the contracts which are already awarded:**

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 and /or continue implementation of the Contracts/ Agreements/Arrangements/Material Related Party Transactions covered in the approvals accorded earlier with respect to the contracts already awarded (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise of the value requiring the approval of the shareholders under the Act or Listing Regulations) with

the Related parties including entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such material terms and conditions as detailed in the explanatory statement annexed to the Notice convening this meeting and as may be mutually agreed between the related parties and the Company."

**"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 existing transactions after taking into account subsequent modifications, if any and the terms & conditions related thereto and all other matters arising out of or incidental to the existing 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 and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members."

**"RESOLVED FURTHER THAT** all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects.

**"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."

### 7. Approval for Entering into Prospective 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 into any New Contracts/ Agreements/Arrangements/ Material Related Party Transactions (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise of the value requiring the approval of the shareholders under the Act or Listing Regulations) with any of the Related Parties with whom a contractual relationship exists or with

any prospective entities falling within the definition of 'Related Party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, including those covered in and on such material terms and conditions as detailed in the explanatory statement annexed to the Notice convening this meeting and as may be mutually agreed between such related parties and the Company during the period from the conclusion of this Annual General Meeting (AGM) to the conclusion of the 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 prospective transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the prospective 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 and also to settle any issue, question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem fit or desirable, subject to compliance with the applicable laws and regulations, without the Board being required to seek any further consent / approval of the Members."

**"RESOLVED FURTHER THAT** all actions taken by the Board, in connection with any matter referred to or contemplated in the foregoing resolution, be and are hereby approved, ratified and confirmed in all respects."

**"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. Appointment of Mr. Subramaniamsundar Rajan Vangal (DIN: 10732384) as an Independent Director of the Company::**

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

**"RESOLVED THAT** Mr. Subramaniamsundar Rajan Vangal (DIN: 10732384), who was appointed as an Additional Director of the Company with effect from 12th August, 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act

and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Subramaniamsundar Rajan Vangal, who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 12th August, 2024 to 11th August, 2029 (both days inclusive), be and is hereby approved."

**"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. Appointment of Mr. Pandu Ranga Vittal Elapavuluri (DIN: 10732225) as an Independent Director of the Company:**

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

**"RESOLVED THAT** Mr. Pandu Ranga Vittal Elapavuluri (DIN: 10732225), who was appointed as an Additional Director of the Company with effect from 12th August, 2024 by the Board of Directors, based on recommendation of the Nomination and Remuneration Committee, and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), who is eligible for appointment and consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act (including any statutory modification or re-enactment thereof for the time being in force) read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17, 25 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time, the appointment of Mr. Pandu Ranga Vittal Elapavuluri, who had submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years, i.e., from 12th August, 2024 to 11th August, 2029 (both days inclusive), be and is hereby approved."

**"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."

By Order of the Board
**For Olectra Greentech Limited**
Sd/-
**P. Hanuman Prasad**
Company Secretary

Place: Hyderabad
Date : 29th August, 2024

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') vide its General Circulars No. 14/2020 dated 08th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020, No. 33/2020 dated 28th September, 2020, No. 39/2020 dated 31st December, 2020, No. 10/2021 dated 23rd June, 2021, No. 20/2021dated 08th December, 2021, No. 3/2022 dated 05th May, 2022, No. 11/2022 dated 28th December, 2022 and No. 09/2023 dated 25th September, 2023 issued by Ministry of Corporate Affairs (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 read with Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, SEBI/HO/ CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated 05th January, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 ('SEBI Circulars') have permitted the holding of AGM by companies through VC / OAVM during the Calendar Year 2021, 2022, 2023 and upto 30th September, 2024, without the physical presence of the Members. Accordingly, in compliance with the provisions of the Companies Act, 2013 ('Act'), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), MCA Circulars and SEBI Circulars, the AGM of the Company is being conducted through VC/OAVM.

   Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. The Registered office of the Company situated at S-22, 3rd 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 in accordance with the Secretarial Standard-2 on General Meetings issued by The Institute of Company Secretaries of India (ICSI) read with Clarification / Guidance on applicability of Secretarial Standards-1 and 2 dated 15th April, 2020 issued by the ICSI.

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. As per Regulation 40 of the SEBI (LODR) Regulations, 2015 ("Listing Regulations"), as amended, securities of listed companies shall be transferred only in dematerialized form with effect from 24th January, 2022, even in case of request received for transmission or transposition of securities vide Gazette Notification no. SEBI/LAD-NRO/GN/2022/66 dated January 24, 2022. 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. Aarthi 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.

5. 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.

6. 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.

7. Members seeking any information or clarification on the proposed resolutions 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.

8. 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 20th 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. Accordingly, SEBI vide Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated 03rd November, 2021 & SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated 14th December, 2021 had prescribed the common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC details and Nomination. Further, physical shareholders who have not yet provided their PAN, KYC details and Nomination against their folios are required to provide their details on or before in order to avoid freezing of their folios as per the SEBI Circular vide SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023. Intimation to the physical shareholders regarding the same has also been made by the company on 10th May, 2024 in compliance of the provisions of the aforementioned circular.

9. The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2024 to 26th September, 2024 (both days inclusive) for the purpose of AGM.

10. 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, 19th September, 2024 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.

11. Members may also note that the Notice of the 24th Annual General Meeting is available on the Company's website: 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.

    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, on the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of CDSL www.evotingindia.com.

12. Members attending the AGM through VC/ OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act.

13. Since the AGM will be held through VC/ OAVM, the Route Map is not annexed in this Notice.

14. 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.

15. 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.

16. 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 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.

17. 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.

18. To support 'Green Initiative', members who have not registered their email addresses 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.

19. SEBI vide Circular Nos. SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/131 dated 31st July, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated 04th August, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_ IAD-1/P/ CIR/2023/145 dated 31st July, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market.

    Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA / Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal at https://smartodr.in/login.

## E-VOTING

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

1. Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) have allowed conducing 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 09/2023 dated 25th September, 2023, 10/2022 dated 28th December, 2022, 3/2022 dated 05th May, 2022, 20/2021 dated 18th December, 2021, 10/2021 dated 23rd June, 2021, 39/2020 dated 31st December, 2020, 33/2020 dated 28th September, 2020, 22/2020 dated 15th June, 2020, 17/2020 dated 13th April, 2020, and 14/2020 dated 08th April, 2020 issued by the Ministry of Corporate Affairs ("MCA Circulars") read with SEBI circular number SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023, SEBI/HO/CFD/Pod-2/P/CIR/2023/4 dated 05th January, 2023, SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 13th May, 2022, SEBI/HO/CFD/CMD2/ CIR/P/2021/11 dated 15th January, 2021 and SEBI/ HO/CFD/CMD1/CIR/P/2020/79 dated 12th 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 audio visual 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 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & 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. 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 and 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.

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:

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

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

(i) The voting period begins on 23rd September, 2024 at 09.00 A.M and ends on 25th September, 2024 at 05.00 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 19th September, 2024 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 09th December, 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.

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

(iv) In terms of SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 09th December, 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 | 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & New System Myeasi Tab.<br>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly<br>3 ) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option<br>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia. com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| Individual Shareholders holding securities in demat mode with NSDL | 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting<br>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. |

| Type of shareholders | Login Method |
|---|---|
| | 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.<br>4) Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience<br> |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. |

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

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

| Login type | Helpdesk details |
|---|---|
| Individual Shareholders holding securities in Demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 |
| Individual Shareholders holding securities in Demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 18001020 990 and 1800 22 44 30 |

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

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

1. The shareholders should log on to the e-voting website 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 and voted on an earlier e-voting of any company, then your existing pas sword is to be used.
6. If you are a first-time user follow the steps given below:

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

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <Olectra Greentech Limited> on which you choose to vote.

(x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

(xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

(xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xvi) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www. evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@ cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to 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, 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). 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 / info@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/ info@aarthiconsultants.com.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33 .

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk. evoting@cdslindia.com or call on 1800 22 55 33 .

**Dividend Related Information**

The Register of Members and Share Transfer Books of the Company will remain closed from 20th September, 2024 to 26th September, 2024 (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 31st March, 2024 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 25th October, 2024 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 19th September, 2024.

   (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 19th September, 2024.

   (c) Any dividend amount payable with respect to any frozen folios, will be only through electronic mode as per the SEBI Circular vide SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16th March, 2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature.

   Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

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 linkin 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 Aarthi Consultants Private Limited, Registrar and Transfer Agent ("RTA") at kycupdate@aarthiconsultants.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. Aarthi 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@aarthiconsultants.com/ kycupdate@aarthiconsultants.com.

5. Communication in respect of deduction of tax at source on Final Dividend pay-out.

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 2023-24, 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 2023-24;

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 2023-24.

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 2024-25. 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 19th September, 2024. No communication on the tax determination/ deduction shall be entertained post 19th September, 2024. 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@aarthiconsultants.

com/kycupdate@aarthiconsultants.com or to Company at 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 17th August, 2024, 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 19th September, 2024 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@aarthiconsultants.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 19th September, 2024.

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 and on the website of CDSL 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 working days of the AGM.

## Explanatory Statement

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

### ITEM NO 4:

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 12th August, 2024, 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 commends 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 recommendations of the Nomination & Remuneration Committee, the Board of Directors at their meeting held on 29th July, 2021 approved the appointment of Mr. K.V. Pradeep as the Managing Director of the Company for a period of 3 (three) years effective from 29th July, 2021, and the members at their meeting held on 27th September, 2021 approved the appointment of Mr. K.V. Pradeep as a Managing Director of the Company with remuneration of Rs. 2,01,48,996 Per Annum (i.e. Rs. 16,79,083 Per Month). Further, the members of the Company at their 22nd Annual General Meeting ('AGM') held on 28th September, 2022 approved the enhancement of remuneration payable to Mr. K.V Pradeep from Rs. 2,01,48,996 Per Annum (i.e. Rs. 16,79,083 Per Month) to Rs. 3,50,00,004 Per Annum (i.e. Rs. 29,16,667 Per Month) for the remaining tenure of his office w.e.f. 01st April, 2022. The present term of office of Mr. K.V. Pradeep as a Managing Director of the Company has expired on 28th July, 2024.

Mr. K.V. Pradeep is also the Chairman of the Board of directors of the company which position he holds along with that of Managing Director and shall continue as the Chairman and Managing Director on his reappointment as proposed.

The Company's business has significantly increased during the past 2-3 years and the order book of the company has been unprecedented, additionally, significant financial growth and key achievements (as mentioned below) has been achieved by the Company under the leadership of Mr. K.V. Pradeep. The Company is in its rapid growth and for a larger market acquisition, it is enhancing its production capabilities by constructing a state of the art 'New Greenfield EV Manufacturing Facility' in 150 acres of land at Seetharampur which is partly functional at present and it is expected to commence its desired operations in the due course.

The Board of Directors, on the recommendation of the Nomination & Remuneration Committee of the Company, at its meeting held on 12th August, 2024, has accorded its approval for re-appointment of Mr. K.V. Pradeep as the Managing Director of the Company for a period of 3 (Three) years, on expiry of his present term of office i.e., with effect from 29th July, 2024 with a remuneration (including all Perquisites/ Allowances) of Rs. 12,00,00,000 (Twelve Crores Only) Per Annum subject to approval of Members 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. 5 of the Notice for this Annual General Meeting with effect from 29th July, 2024 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 third proviso to clause (B) of Section II of Part II of Schedule-V to the Companies Act 2013.

Pursuant to the provisions of Section 196,197 and Schedule V to the Companies Act,2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following key parameters were also considered while approving the remuneration payable to the Managing Director including under Section II of the Schedule V to 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 tenure of Mr. K.V. Pradeep (since 29th July 2021), including the following:

a) Rapid growth in order book for electric buses (in various cities across India) even in a highly competitive market condition.

b) New product development in terms of the truck segment which includes tippers.

c) Development of new models in electric buses for increased efficiency, safety and comfort.

d) Significant top line and bottom line growth despite competition for electric vehicle segment as well as in insulator segment during his tenure

e) Positioned the Company as an OEM delivering 1,695 electric buses which is the one of the largest deployment amongst all active electric bus OEM's in India and since initial operations our electric buses has clocked more than 20 crores green kilometers and thereby contributing to India's mission of reducing carbon emissions.

f) Electric Tippers/Truck developed, successfully tested, got homologated and deployed in various project operations.

g) To increase the market share and to expand its production capabilities and for catering the future demands for electric vehicles, the Company has already started the development of its 'New Greenfield EV Manufacturing facility' in 150 acres of land at Seetharampur for manufacturing of electric vehicles with initial capacity to manufacture 5,000 units per year and subsequently can be increased to 10,000 units. The said facility is partly functional at present and it is expected to commence its desired operations in the due course.

h) Extended relationships with all significant business partners and suppliers including with BYD

i) Financial position of the Company has improved significantly and the EPS has jumped from Rs. 1.49/- to Rs. 8.97/-

Keeping in view of these significant achievements by the Company during the tenure of Mr. K.V. Pradeep, his existing roles and responsibilities, the cut throat market competition, the Company's vision to further expand its market share, the responsibilities are to going to increase manifold and therefore, based on the recommendations of the Nomination and Remuneration Committee, the Board considered and approved the Re-appointment of Mr. K.V. Pradeep as a Managing Director of the Company and for payment of remuneration to him , subject to approval of the Shareholders of the Company.

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

## I. GENERAL INFORMATION: (About Company)

### i) Nature of Industry;

The operations of the Company would come under the purview of manufacturing and selling of Composite Insulators and Electric Vehicles with superior quality and high standards of safety and environmental care, to customers & maintenance contract of Buses.

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

The Company started its commercial operations on 11th October, 2000

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

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

(Rs. in Lakhs)

| S. No. | Particulars | (For the Financial Year) | | | 2024-25 (Three months - Un-audited) |
|---|---|---|---|---|---|
| | | 2021-2022 | 2022-2023 | 2023-2024 | |
| 1. | Revenue from operations | 58,543.10 | 113,440.67 | 111,397.16 | 30,418.22 |
| 2. | Profit before tax | 5,206.55 | 9,110.99 | 9,870.61 | 2,808.92 |
| 3. | Profit after tax | 3,569.81 | 7,070.28 | 7,364.28 | 2,074.21 |
| 4. | Paid-up Capital (including share application money) | 3,283.23 | 3,283.23 | 3,283.23 | 3,283.23 |
| 5. | Reserves | 74,822.15 | 81,579.45 | 88,633.34 | 90,707.55 |

### v) 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. Karumuru Venkateswara Pradeep, has done his Diploma in Civil Engineering and has over 25 years of experience in business development, execution of projects, corporate strategy, aviation, general management of EPC, insulator and the electric vehicle industry.

### ii) Past remuneration:

Mr. K.V. Pradeep past remuneration was Rs. 3,50,00,000 (Rupees Three Crore Fifty Lakhs only) Per Annum.

### iii) Recognition or awards;

Long service record.

### iv) Job profile and suitability:

Considering key achievements of the Company during the tenure of Mr. K V Pradeep as Managing Director and his vast experience 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 field of electric vehicles but also in the power transmission products.

**v) Remuneration Proposed:**

As set out in the resolution under Item No. 5 of the Notice.

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

Taking into consideration the size, operations, growth track and key achievements of the Company including the vast experience of Mr. K.V.Pradeep, the responsibilities handled and to be shouldered by him in furtherance the industry benchmarks, the remuneration paid is commensurate with the remuneration packages paid to similar senior levels in the Industry.

**vii) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other director, 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 does not envisage any loss during the tenure of reappointment of Mr. K. V. Pradeep. However, the profits may remain inadequate for giving the proposed remuneration to Mr. K. V. Pradeep as the Company is in a growing stage. Further, the Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future years.

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

To increase the market share and to expand its production capabilities and for catering the future demands for electric vehicles, the Company has already started the development of its 'New Greenfield EV Manufacturing facility' in 150 acres of land at Seetharampur for manufacture of electric vehicles with initial capacity to manufacture 5,000 units per year and which can subsequently be increased to 10,000 units. The said facility is partly functional at present and it is expected to commence its desired operations in the due course. Consequent to the various initiatives taken by the Government of India and other state governments, your Company is confident that the demand for electrical vehicles will increase by the state fleet operators by migrating from the conventional diesel buses into Electric Busses. Sustainable supply chain management and continuous review of operating expenses are expected to improve the profits of your Company.

**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 expected increased 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 29th July, 2024, as follows:

1. Name of the appointee: Mr. K.V. Pradeep
2. Designation: Managing Director
3. Tenure:3 (Three) years w.e.f. 29th July, 2024.
4. Basic Salary of Rs. 6,42,82,500 (Six Crores Forty-Two Lakhs Eighty-Two Thousand and Five Hundred Only) Per Annum and

**Perquisites/Allowances**

i) House Rent Allowance at Rs. 2,57,13,000 (Two Crores Fifty Seven Lakhs and Thirteen Thousand Only) Per Annum.

ii) Other allowances including for Leave Travel Allowance, Conveyance Allowance, Medical Reimbursement and Ex-Gratia etc. not exceeding Rs. 3,00,04,500 (Three Crores Four Thousand and Five Hundred only) Per Annum.

iii) 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.

Present re-appointment of Mr. Venkateswara Pradeep Karumuru (Mr. K. V. Pradeep) (DIN: 02331853) as the Managing Director of the Company is for a period of 3 (three) years w.e.f. from 29th July, 2024. Notice period shall be as per the Company policy.

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.

The Board commends the above resolution set out in the Item no. 5 of the accompanying notice for approval of the Members, 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 6:**

Members are requested to note that in the previous Annual General Meeting of the Company held on 28th September, 2023, Members had passed a resolution approving related party transactions (including existing and prospective transactions with existing and prospective Related Parties of the Company separately) as specified in Item nos. 5&6 of the 23rd AGM Notice.

It is now proposed to seek the approval of the members for the existing Related Party Transactions in the ensuing AGM for providing validity for continuing such transactions. Accordingly, under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, if 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, exceeds the limits specified therein, prior approval of the Company by way of 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 1st 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 29th August, 2024, recommended to seek approval of the shareholders to continue the existing Related Party Transactions and /or for entering into fresh Related Party Transactions against the contracts already awarded 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.

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 22nd 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:

## I. 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")<br>2. Evey Trans (MUM) Private Limited<br>3. Evey Trans (MSR) Private Limited<br>4. Evey Trans (TEL) Private Limited<br>5. Evey Trans (MAH) Private Limited<br>6. Evey Trans (IDR) Private Limited |
| 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.<br>b) Leasing of property of any kind.<br>c) Availing or rendering of any services<br>d) Providing and / or receiving of loans or guarantees or securities or making investments.<br>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. |

<table>
<tr><th>Sr.No.</th><th>Description</th><th>Particulars</th></tr>
<tr><td>5</td><td colspan="2">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.<br>i) Tenure would be around 12 months (except for the contract with Evey Trans (MSR) Private Limited and Evey Trans (MAH) Private Limited which are for 24 months and 18 months respectively) for the following SPVs of EVEY and value of the transactions of the respective SPVs are as under;
<table>
<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>
<tr><td>1</td><td>Evey Trans Private Limited</td><td>325.00</td><td>28.16%</td></tr>
<tr><td>2</td><td>Evey Trans (MUM) Private Limited</td><td>3,000.00</td><td>259.94%</td></tr>
<tr><td>3.</td><td>Evey Trans (MSR) Private Limited</td><td>8,600.00</td><td>745.15%</td></tr>
<tr><td>4.</td><td>EVEY Trans (TEL) Private Limited</td><td>950.00</td><td>82.31%</td></tr>
<tr><td>5.</td><td>Evey Trans (MAH) Private Limited</td><td>3500.00</td><td>303.26%</td></tr>
<tr><td>6</td><td>Evey Trans (IDR) Private Limited</td><td>160.00</td><td>13.86%</td></tr>
</table>
Note; Company's annual consolidated turnover, for the immediately preceding financial year was Rs. 1154.13 Crores.</td></tr>
<tr><td>6</td><td>Justification of the proposed transaction</td><td>Being a successful bidder, some of the contracts need to be executed by EVEY on its own as per the respective tender conditions and as such those contracts will be executed by EVEY.<br>Aforesaid Related Parties (other than EVEY) are the Special Purpose Vehicles (SPVs) formed by 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 (including Charging Infrastructure) and also provide required technical Maintenance Services to the said electric buses.</td></tr>
<tr><td>7</td><td>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</td><td>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.</td></tr>
<tr><td>8</td><td>Name of the Director or Key Managerial Personnel, who is related</td><td>Nil</td></tr>
<tr><td>9</td><td colspan="2">Following additional disclosure to be made in case loans, inter-corporate deposits, advances or investment made or given:</td></tr>
<tr><td>a)</td><td>Details of the source of funds</td><td>Own share capital / internal accruals and cash flows of the Company</td></tr>
</table>

| Sr.No. | Description | Particulars |
|---|---|---|
| b) | In case any financial indebtedness is incurred to make or give loan, inter-corporate deposit, advances or investments:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 | Intercorporate deposits, loans;<br>Lock-in period: on demand to pay basis.<br>Tenure: Up to 12 months<br>Interest rates 9% to 12.5 % linked to Company's short-term borrowing costs<br>Repayment Schedule: Not Applicable<br>Secured or Unsecured: Unsecured loans<br>Investments:<br>• the pricing is based on valuation and as per the approval of the board of directors and Audit Committee of the Company<br>• Tenure: Not applicable<br>• Interest Rate: Not Applicable<br>• Repayment Schedule: Not Applicable |
| 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. |
| 10 | Any other information that may be relevant | 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, thereby the Company can focus on its core business (s) in terms of product development, innovations and providing after sales services etc. |

## II. 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<br>[including nature of its interest (financial or otherwise)] | Holding Company/ Promoter |

| 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.<br>b) Leasing of property of any kind.<br>c) Availing or rendering of any services<br>d) Receiving of loans or guarantees or securities or investments.<br>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 operates 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 1154.13 Crores.<br>The value of the proposed transaction between the MEIL Holdings Limited and the Company, constitutes 43.32 % of the annual consolidated turnover of the Company. |
| 6 | Justification of the proposed transaction | Keeping in view the factors like rapidly growing Business environment, bulk orders in hand and stringent delivery timelines, Company is in requirement of huge funds to meet its business requirements, MHL is the sole promoter of the Company and it is required to extend its support by way of providing Loans, Guarantees or Securities to the Company or on behalf of the Company to any Banks/ financial institutions against the credit facilities which may be availed by the Company (from time to time) for completing the already awarded Contracts within the stipulated time frame as per the respective Letter of Awards.<br>Further, MHL may be required to make necessary investments in the Company from time to time to support the growth and further expansion of the Company including construction of Greenfield EV manufacturing Facility and also to retain its existing stake in case of any fund-raising activities by the Company for further expansion or to meet any other general corporate purposes. |
| 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 |

| Sr.No. | Description | Particulars |
|---|---|---|
| 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:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 |

## III. 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<br>[including nature of its interest (financial or otherwise)] | Ultimate Holding Company, 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.<br>b) Leasing of property of any kind.<br>c) Availing or rendering of any services<br>d) Receiving of loans or guarantees or securities or investments.<br>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 operates in. Tenure would be around 12 Months and aggregate value of the transactions is approx. Rs. 1,250 Crores excluding the amount of Rs. 395.12/- Crores towards the construction of Greenfield EV Manufacturing Facility for which members approval was already obtained pursuant to the resolution passed in the Extraordinary General Meeting of the Company held on 19th July, 2023 |

| 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. | Company's annual consolidated turnover, for the immediately preceding financial year was Rs 1154.13 Crores.<br>The value of the proposed transaction between the MEIL and the Company, constitutes 108.30% of the annual consolidated turnover of the Company. |
| 6 | Justification of the proposed transaction | Company has already started bagging orders from MEIL for the supply of E-Tippers, which is the ultimate holding company of the Company.<br>In this regard, Company is required to supply those E-Tippers to MEIL which will be used in their Construction Sites.<br>Also, keeping in view the heavy order book in hand, Company may need the MEIL support by way of extending Corporate Guarantees or securities on behalf of the Company to any Banks/ financial institutions against the credit facilities which may be availed by the Company (from time to time) for completing the already awarded Contracts within the stipulated time frame as per the respective Letter of Awards. |
| 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:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 |

In view of the changes in the threshold for determining the related party transactions that require prior shareholder approval 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/continue existing contracts/arrangements against the contracts already awarded with all the existing related parties of the Company within the thresholds and conditions mentioned as above.

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 commends the resolution set out in the Item no.6 of the accompanying notice as Ordinary Resolution.

None of the Directors or Key Managerial Personal of the Company is concerned or interested financially or otherwise 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.

The members may note that as per the provisions of the Listing Regulations, all related parties (whether such related party is a party to the above-mentioned transactions or not), shall not vote to approve the resolution set out at Item No. 6.

**ITEM NO 7:**

As explained under Item No. 6 above, the approval for the Related Party Transactions (RPT's) are being sought in two separate resolutions (i,e) one for continuing the existing RPT's as specified under Item no .6 and another for the prospective RPT's which might arise post the ensuing AGM as a result of awarding of contracts by any public body/authority/ any other entity from the Tenders in which the Company has already Participated (either directly or indirectly)or otherwise and from any of the future Tenders which are in pipeline or might be initiated by any of the STU's.

In this regard, the prospective RPT's are the transactions which might be arising in the future (from the conclusion of ensuing AGM till the date of 25th AGM) either with the Related parties with whom RPTs exist or in relation to prospective Related parties transactions(which might come into existence depending upon the requirements and conditions laid down in the Request for Proposal document) in the future Tenders to be called for in the aforesaid period.

Further indicating value of the transactions to be entered with EVEY / its prospective Special Purpose Vehicles (SPVs) / its Subsidiaries Companies is contingent and 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 into Contracts/ Agreements/Arrangements/Material Related Party Transactions by your Company during the period from the conclusion of this AGM to the conclusion of the next AGM, which requires approval of the shareholders.

Since, the resolution passed in the 23rd AGM is valid only till the date of ensuing 24th Annual General Meeting; it is now proposed to seek the approval of the members for a fresh period (i,e) from conclusion of this 24th AGM to the next AGM for the future/prospective Related Party Transactions and hence the resolution as set out in Item No 7.

Accordingly, under Rule 15(3) of Companies (Meetings of Board and its Powers) Rules, 2014, if 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 way of 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 1st 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 29th August, 2024, 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.

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 22nd 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:

## I. Olectra Greentech Ltd (OGL) and its prospective Subsidiaries (other than wholly owned subsidiaries) or Associates of the Company:

| Sr.No. | Description | Particulars |
|---|---|---|
| 1 | Name of the related party | 1. Companies which may come into existence hereafter and will fall under the category of Subsidiary Company or Associate Company |
| 2 | Nature of relationship [including nature of its interest (financial or otherwise)] | Subsidiary Company / Associate Company. |
| 3 | Type and Particulars of the proposed transaction. | a) Sale, Purchase, Leasing / Leasing back or supply of goods or materials including Electric Vehicles.<br>b) Leasing of property of any kind.<br>c) Availing or rendering of any services<br>d) Providing and / or receiving of loans or guarantees or securities or making investments.<br>e) Any transfer of resources, services, or obligations to meet its objective/requirements |

| Sr.No. | Description | Particulars |
|---|---|---|
| 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 operates in.<br>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 1154.13 Crores.<br>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 | 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:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 | Intercorporate deposits, loans;<br>Lock-in period: on demand to pay basis.<br>Tenure: Up to 12 months<br>Interest rates 9% to 12.5 % linked to Company's short-term borrowing costs<br>Repayment Schedule: Not Applicable<br>Secured or Unsecured: Unsecured loans<br>Investments:<br>• the pricing is based on valuation and as per the approval of the board of directors and Audit Committee of the Company<br>• Tenure: Not applicable<br>• Interest Rate: Not Applicable<br>• Repayment Schedule: Not Applicable |
| 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. |

## II. Olectra Greentech Limited and Evey Trans Private Limited ("EVEY") and/or its prospective Subsidiaries /SPVs:

| Sr.No. | Description | Particulars |
|---|---|---|
| 1 | Name of the related party | 1. Evey Trans Private Limited ("EVEY")<br>2. Prospective Subsidiary or Associate Companies of EVEY<br>3. Companies which may come into existence hereafter and will fall under the category of Related Party. |
| 2 | Nature of relationship<br>[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.<br>b) Leasing of property of any kind.<br>c) Availing or rendering of any services<br>d) Providing and / or receiving of loans or guarantees or securities or making investments.<br>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. |

<table>
<tr><th>Sr.No.</th><th>Description</th><th>Particulars</th></tr>
<tr><td>5</td><td colspan="2">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.
<table>
<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>
<tr><td>1</td><td>Evey Trans Private Limited ("EVEY")<br>(For Future Orders which may be received during the period from the conclusion of this AGM to next AGM)</td><td rowspan="2">Duration and Monetary value of the transactions will depend upon the orders for Electric Vehicles to be received by EVEY during the period from conclusion of this AGM to next AGM.</td><td rowspan="2">% of the Consolidated turnover will 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></tr>
<tr><td>2</td><td>Companies which may come into existence hereafter and will fall under the category of Subsidiary or Associate Company or SPV of EVEY.</td></tr>
</table>
Note; Company's annual consolidated turnover, for the immediately preceding financial year was Rs. 1154.13 Crores.</td></tr>
<tr><td>6</td><td>Justification of the proposed transaction</td><td>Being a successful bidder, some of the contracts need to be executed by EVEY on its own as per the respective tender conditions and as such those contracts will be executed by EVEY.<br><br>As per certain Tender conditions, new transactions are to be entered with the existing SPV's or any prospective Special Purpose Vehicles (SPVs) are to be formed 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.<br><br>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 to 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 SPVs/Subsidiaries (including prospective entities, if any),).</td></tr>
<tr><td>7</td><td>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</td><td>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.</td></tr>
</table>

| Sr.No. | Description | Particulars |
|---|---|---|
| 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:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 | Intercorporate deposits, loans;<br>Lock-in period: on demand to pay basis.<br>Tenure: Up to 12 months<br>Interest rates 9% to 12.5 % linked to Company's short-term borrowing costs<br>Repayment Schedule: Not Applicable<br>Secured or Unsecured: Unsecured loans<br>Investments:<br>• the pricing is based on valuation and as per the approval of the board of directors and Audit Committee of the Company<br>• Tenure: Not applicable<br>• Interest Rate: Not Applicable<br>• Repayment Schedule: Not Applicable |
| 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 | 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.<br>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 enter a new transaction with existing SPV or is required to incorporate a separate company as an SPV for execution of the respective contracts. Thus, along with EVEY, the SPVs (including the prospective entities, if any) which are formed 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. |

## III. Prospective Subsidiaries of OGL and Related Parties of OGL without involvement of OGL:

| Sr.No. | Description | Particulars |
|---|---|---|
| 1 | Name of the related party | 1. Evey Trans Private Limited<br>2. MEIL Holdings Limited (MHL)<br>3. Megha Engineering & Infrastructures Limited (MEIL)<br>4. Such other parties that may fall under this category from time to time |
| 2 | Nature of relationship<br>[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) Leasing of property of any kind<br>b) Availing or rendering of any services<br>c) Receiving of loans or guarantees or securities or investments.<br>d) 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 | 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. |

| 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. | Company's annual consolidated turnover, for the immediately preceding financial year was Rs 1154.13 Crores.<br>The percentage of the proposed Related Party Transactions between the prospective Subsidiaries and Company's Related Parties against the consolidated turnover of the Company and standalone turnover of such prospective subsidiary 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 |
| 6 | Justification of the proposed transaction | 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, the Company may need to form a Subsidiary Company in the form of SPV or need to enter a new transaction with the existing Related party as per the requirements of the Tender from time to time and 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 Subsidiary (including prospective entities, if any). |
| 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 from time to time. |
| 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 |

| Sr.No. | Description | Particulars |
|---|---|---|
| b) | In case any financial indebtedness is incurred to make or give loan, inter-corporate deposit, advances or investments:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 |

## IV. 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<br>[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.<br>b) Leasing of property of any kind.<br>c) Availing or rendering of any services<br>d) Receiving of loans or guarantees or securities or investments.<br>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.<br>Duration and Monetary value of the prospective transactions to be entered by the MHL and 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. |

| 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. | Company's annual consolidated turnover, for the immediately preceding financial year was Rs 1154.13 Crores.<br>The percentage of the prospective Transactions between the MHL and the Company would depend upon the new orders to be received as per the tender requirements during the period from conclusion of this AGM to next AGM. |
| 6 | Justification of the proposed transaction | The kind of aggressive business nature that the Company operates in (mostly GCC contracts); at times to qualify in the tendering process the Company may have to take the financial strength of the group company or promoters and/ or to get the group company or promoters to participate as bidders specially for high value tenders. In the said process, if the promoter or group 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:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 |

## V. 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. |
| 3 | Type and Particulars of the proposed transaction. | a) Sale, Purchase, Leasing / Leasing back or supply of goods or materials including Electric Vehicles.<br>b) Leasing of property of any kind.<br>c) Availing or rendering of any services<br>d) Receiving of loans or guarantees or securities or investments.<br>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.<br>Duration and Monetary value of the prospective transactions to be entered by the MEIL and 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. |
| 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 1154.13 Crores.<br>The percentage of the prospective Transactions between the MEIL and the Company would depend upon the new orders to be received as per the tender requirements during the period from conclusion of this AGM to next AGM. |
| 6 | Justification of the proposed transaction | The kind of aggressive business nature the Company operates in (mostly GCC contracts); at times to qualify in the tendering process the Company may have to take the financial strength of the group company or promoters and/ or to get the group company or promoters to participate as bidders specially for high value tenders. In the said process, if the promoter or group 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. |

| Sr.No. | Description | Particulars |
|---|---|---|
| 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:<br>(a) Nature of Indebtedness<br>(b) Cost of Fund; and<br>(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 |

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 for entering into any new contracts/arrangements with any of the existing and prospective Related Parties, if any of the Company within the thresholds and conditions mentioned in the resolution.

All the Contracts/Agreements/Arrangements and the transactions with "Related parties" (including prospective entities, if any) shall be reviewed and approved by the Audit Committee from time to time.

The proposal outlined above is in the interest of the Company and the Board commends 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 financially or otherwise 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:**

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Subramaniamsundar Rajan Vangal (DIN: 10732384) as an Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of five years i.e. from 12th August, 2024 up to 11th August, 2029 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act 2013, ("the Act") Mr. Subramaniamsundar Rajan Vangal (DIN: 10732384) Shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Subramaniamsundar Rajan Vangal are provided as Annexure to this Notice.

Mr. Subramaniamsundar Rajan Vangal has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. (v) He has registered with the Indian Institute of Corporate Affairs and has included his name in the databank of Independent Directors as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

He has also given his consent to act as a Director. In the opinion of the Board, Mr. Subramaniamsundar Rajan Vangal is a person of integrity, possesses the relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Subramaniamsundar Rajan Vangal on the Board of the Company and accordingly the Board recommends the appointment of Mr. Subramaniamsundar Rajan Vangal as an Independent Director as proposed in the resolution set out at Item No. 8 for approval by the Members.

Electronic copy of the terms and condition of appointment of the Independent Directors are hosted at the website of the Company at https://olectra.com/other-disclosures/

Accordingly, the Board commends the Special Resolution as set out at Item no. 8 for approval by Shareholders.

Except for Mr. Subramaniamsundar Rajan Vangal and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

## ITEM NO. 9:

Based on recommendation of Nomination and Remuneration Committee, the Board of Directors appointed Mr. Pandu Ranga Vittal Elapavuluri (DIN: 10732225) as Additional Director of the Company and also Independent Director, not liable to retire by rotation, for a term of five years i.e. from 12th August, 2024 up to 11th August, 2029 subject to approval of the Members.

Pursuant to the provisions of Section 161(1) of the Companies Act 2013, ("the Act") Mr. Pandu Ranga Vittal Elapavuluri (DIN: 10732225) Shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Pandu Ranga Vittal Elapavuluri are provided as Annexure to this Notice.

Mr. Pandu Ranga Vittal Elapavuluri has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'),

(ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. (v) He has registered with the Indian Institute of Corporate Affairs and has included his name in the databank of Independent Directors as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

He has also given his consent to act as a Director. In the opinion of the Board, Mr. Pandu Ranga Vittal Elapavuluri is a person of integrity, possesses the relevant expertise / experience and fulfils the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the management.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Pandu Ranga Vittal Elapavuluri on the Board of the Company and accordingly the Board recommends the appointment of Mr. Pandu Ranga Vittal Elapavuluri as an Independent Director as proposed in the resolution set out at Item No. 9 for approval by the Members.

Electronic copy of the terms and condition of appointment of the Independent Directors are hosted at the website of the Company at https://olectra.com/other-disclosures/

Accordingly, the Board commends the Special Resolution as set out at Item no. 9 for approval by Shareholders.

Except for Mr. Pandu Ranga Vittal Elapavuluri and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

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

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

Place: Hyderabad
Date : 29th August, 2024

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

| **Name of Director** | **Mr. Peketi Rajesh Reddy**<br>(DIN:02758291) |
|---|---|
| Date of first Appointment on the Board | 31st October, 2020<br>(Appointed as Non-Executive and Non- Independent Director |
| Date of Birth | 12th June, 1976 |
| Expertise in specific functional areas | Mr. Peketi Rajesh Reddy, is a qualified Post-Graduate in Petro Chemicals and having over 23 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 31st March, 2024) | **Directorships in Other Companies:**<br>i) Gomti Power Infrastructure Private Limited<br>ii) KU Power Projects Limited<br>iii) MEIL Advanced Technologies Private Limited<br>iv) Mcleod Hydro Power Ventures Private Limited<br>v) Meghavaram Power Private Limited<br>vi) MEIL EV Trans Limited<br>vii) MEIL Lambadug Hydro Power Private Limited (Formerly known as KU Hydro Power Private Limited)<br>viii) Drillmec International Private Limited<br>ix) Megha City Gas Distribution Private Limited<br>x) MEIL Pharma Private Limited<br>xi) MEIL ILK Insaat Oil and Gas Infra Limited<br>**Listed Companies from which resignation took place in the past three years: NA** |

| **Name of Director** | **Mr. Peketi Rajesh Reddy** (DIN:02758291) | |
|---|---|---|
| Membership/Chairmanships of Committees of other Boards (other than the Company) (As on 31st March, 2024) | **Name of the Company** | **Committee & Position** |
| | Meghavaram Power Private Limited | Audit Committee – Chairman<br>Nomination and Remuneration Committee - Chairman |
| | KU Power Projects Limited | Audit Committee – Member<br>Nomination and Remuneration Committee – Member |
| | MEIL Lambadug Hydro Power Private Limited (Formerly known as KU Hydro Power Private Limited) | Audit Committee – Member<br>Nomination and Remuneration Committee – Member |
| | **Details of Committee positions in listed entities from which Resignation took place in last three years** - NIL | |
| Details of remuneration sought to be paid and the remuneration last drawn by such person | Entitled to sitting fees as may be decided by the Board from time to time. During the FY 2023-24, Rs. 2 Lakhs paid as sitting fees. | |
| Shareholding in the Company as on 31st March,2024 | Nil | |
| Relationship with Directors, Manager and KMP inter-se | N.A. | |
| Number of Board Meetings attended during F.Y. 2023- 24 | 4/7 | |

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

| **Name of Director** | **Mr. K.V. PRADEEP**<br>(DIN: 02331853) | |
|---|---|---|
| Date of first Appointment on the Board | 30th March, 2019<br>(Appointed as Non-Executive Director) | |
| Date of Birth | 01st May, 1963 | |
| Expertise in specific functional areas | He has over 25 years of experience in business development, execution of projects and general management of EPC, Aviation & Electric Vehicle Business. | |
| Educational Qualifications | Diploma in Civil Engineering | |
| Directorships in other Companies (As on 31st March, 2024) | Nil | |
| Membership/Chairmanships of Committees of other Boards (other than the Company) (As on 31st March, 2024) | **Name of the Company** | **Committee & Position** |
| | NIL | NIL |
| | **Details of Committee positions in listed entities from which Resignation took place in last three years -** NIL | |
| Details of remuneration sought to be paid and the remuneration last drawn by such person | Refer Corporate Governance Report and Item No. 5 set out in the Notice and Explanatory statement thereto. | |
| Shareholding in the Company as on 31st March,2024 | Nil | |
| Relationship with Directors, Manager and KMP inter-se | N.A. | |
| Number of Board Meetings attended during F.Y. 2023-24 | 7/7 | |

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

| **Name of Director** | **Mr. Subramaniamsundar Rajan Vangal** (DIN: 10732384) | |
|---|---|---|
| Date of first Appointment on the Board | 12th August, 2024 (Appointed as Non-Executive & Independent Director) | |
| Date of Birth | 15th March, 1955 | |
| Expertise in specific functional areas | He is a Chartered Accountant and Legal Professional having enriched exposure in finance and legal aspects.<br>He has been a practicing Chartered Accountant for past 30 years and have been dealing in various nuances in the field of Accounts, Auditing, Income Tax and other Indirect Taxes and Company Law Matters.<br>He also holds a good knowledge in legal and regulatory requirements and is well versed with civil and criminal laws. | |
| Educational Qualifications | B.Com, M.Com, Chartered Accountant and L.L.B | |
| Directorships in other Companies | NIL | |
| Membership/Chairmanships of Committees of other Boards (other than the Company) | **Name of the Company** | **Committee & Position** |
| | NIL | NIL |
| | **Details of Committee positions in listed entities from which Resignation took place in last three years -** NIL | |
| Details of remuneration sought to be paid and the remuneration last drawn by such person | Entitled to sitting fees as may be decided by the Board from time to time. | |
| Shareholding in the Company | NIL | |
| Relationship with Directors, Manager and KMP inter-se | N.A. | |
| Number of Board Meetings attended during F.Y. 2023- 24 | N.A | |

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

| **Name of Director** | **Mr. Pandu Ranga Vittal Elapavuluri**<br>(DIN: 10732225) | |
|---|---|---|
| Date of first Appointment on the Board | 12th August, 2024<br>(Appointed as Non-Executive & Independent Director) | |
| Date of Birth | 15th April, 1961 | |
| Expertise in specific functional areas | He is a Chartered Accountant with over 30 years of experience working with a diverse range of clients and industries. After qualifying, he spent eight years in managerial roles within the finance and accounts departments of publicly Listed Companies. Subsequently, he has started his practice and continuing it for the last 22 years.<br>He holds an extensive experience (both industry and practice) in accounting, financial reporting, auditing, taxation (direct and indirect), and Company Law matters. | |
| Educational Qualifications | B.Com and Chartered Accountant | |
| Directorships in other Companies | NIL | |
| Membership/Chairmanships of Committees of other Boards (other than the Company) | Name of the Company | Committee & Position |
| | NIL | NIL |
| | **Details of Committee positions in listed entities from which Resignation took place in last three years** - NIL | |
| Details of remuneration sought to be paid and the remuneration last drawn by such person | Entitled to sitting fees as may be decided by the Board from time to time. | |
| Shareholding in the Company | NIL | |
| Relationship with Directors, Manager and KMP inter-se | N.A. | |
| Number of Board Meetings attended during F.Y. 2023- 24 | N.A | |

# BOARD'S REPORT

To
The Members,

Your Directors are pleased to present the 24th Annual Report on the business and operations of your Company along with the audited Financial Statements for the financial year ended 31st March, 2024.

## FINANCIAL RESULTS:

The financial highlights of the Company for the year ended on 31st March, 2024 are summarized as below:

(Rs. in Lakhs)

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| Gross Sales | 1,11,397.16 | 1,13,440.67 | 1,15,413.54 | 1,09,076.08 |
| Net Sales | 1,11,397.16 | 1,13,440.67 | 1,15,413.54 | 1,09,076.08 |
| Other Income | 1,222.28 | 1,144.14 | 1,160.38 | 1,006.26 |
| Total Income | 1,12,619.44 | 1,14,584.81 | 1,16,573.92 | 1,10,082.34 |
| Total Expenditure | 95,818.41 | 99,722.17 | 98,822.54 | 94,948.90 |
| Operating Profit (PBIDT) | 16,801.03 | 14,862.64 | 17,751.38 | 15,133.44 |
| Interest | 4,222.61 | 3,117.77 | 4,305.32 | 3,142.72 |
| Depreciation and amortization | 2,707.81 | 2,633.88 | 3,667.66 | 3,311.35 |
| Share of profit/(loss) of Associates | - | - | 799.36 | 263.92 |
| Profit before exceptional Items and Tax | 9,870.61 | 9,110.99 | 10,577.76 | 8,943.29 |
| Exceptional Items | - | - | - | - |
| Profit before Tax | 9,870.61 | 9,110.99 | 10,577.76 | 8,943.29 |
| Provision for taxation<br>– Current<br>– Deferred | <br>2,563.37<br>(57.04) | <br>1,729.51<br>311.20 | <br>2,563.37<br>148.97 | <br>1,729.51<br>524.47 |
| Extra-Ordinary Items | NIL | NIL | NIL | NIL |
| **Net Profit after tax** | **7,364.28** | **7,070.28** | **7,865.42** | **6,689.31** |
| Other Comprehensive Income | | | | |
| Re-measurement gains/(losses) on defined benefit plan | 23.96 | 20.51 | 23.96 | 20.51 |
| Income-tax effect | -6.03 | -5.16 | -6.03 | -5.16 |
| Other comprehensive income for the year, net of tax | 17.93 | 15.35 | 17.93 | 15.35 |
| **Total comprehensive income for the Year** | **7,382.21** | **7,085.63** | **7,883.35** | **6,704.66** |
| Total comprehensive income attributable to non-controlling interest | | | 182.08 | 129.86 |
| Total comprehensive income attributable to parent | | | 7,701.27 | 6,574.80 |

| Particulars | Standalone | | Consolidated | |
|---|---|---|---|---|
| | 2023-24 | 2022-23 | 2023-24 | 2022-23 |
| Surplus brought forward from previous year | 11,605.94 | 4,848.63 | 10,718.06 | 4,471.58 |
| Less : Depreciation adjustment | NIL | NIL | NIL | NIL |
| Balance available for appropriation | 18,988.15 | 11,934.26 | 18,419.33 | 11,046.38 |
| • Proposed Dividend on Equity Shares | 328.32 | 328.32 | 328.32 | 328.32 |
| • 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 | 18,659.83 | 11,605.94 | 18,091.01 | 10,718.06 |
| 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) | 8.97 | 8.61 | 9.36 | 7.99 |
| Net Worth | 91,916.57 | 84,862.68 | 91,347.76 | 83,974.81 |
| Book Value in rupees (face value of Rs. 4/- each) | 111.98 | 103.39 | 111.29 | 102.31 |

## GENERAL REVIEW OF OPERATIONS:

### Sales

During the Financial year 2023-24, the Company has recorded sale of 507 Electric Buses and 51 Electric Tippers against the sale of 563 Electric Buses in the Financial Year 2022-23. The Company has been awarded with orders for 7,600 Electric Buses in the Financial Year 2023-24.

## FINANCIAL PERFORMANCE:

### Standalone

During the year under review, your Company has achieved a gross turnover of Rs. 1,11,397.16 lakhs as against Rs. 1,13,440.67 lakhs for the previous financial year. The Net Profit for the year ended 31st March, 2024 was Rs.7,364.28 Lakhs as against Rs. 7,070.28 Lakhs for the year ended 31st March 2023.

### Consolidated

The Consolidated Revenue from Operations during FY 2023-24 was Rs.1,15,413.54 lakhs as compared to Rs. 1,09,076.08 lakhs in previous FY 2022-23.

On a consolidated basis, the Net Profit was Rs. 7,865.42 lakhs for FY 2023-24 as compared to net profit of Rs. 6,689.31 lakhs for FY 2022-23.

### Background and Status of Construction of New Green Field Factory:

Keeping in view the factors like rapidly growing Business environment, bulk order book, stringent delivery timelines, expansion of business segments your Company has started the construction of 'The state of the Art Greenfield EV Manufacturing Facility' (Factory) on 150 Acres of Land situated at Seetharampur, Telangana. The Said facility is partly functional at present and it is expected to commence it's desired operations in due course.

The Factory once constructed will have a production capacity of 5,000 electric vehicles with a scalability for production up to 10,000 units. Your Company will be manufacturing

all its e vehicles (e-bus and e-tippers) from the said Factory. As the Factory has been partially constructed, at present partial production at New Greenfield EV Manufacturing Facility has begun successfully.

## CONTRIBUTION TOWARDS ENVIRONMENT SAFEGUARD:

Your Directors are pleased to inform you that, through our Electric Vehicle Operations, the Company reduced more than 1,05,835 tonnes approx. $CO_2$ in tailpipe emission, during the year (and 2,19,160 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 to the General Reserve for the financial year ended 31st March, 2024.

## DIVIDEND:

Considering the profits for the year under review and keeping in view capital expenditure requirements of the Company, Your Directors are pleased to recommend 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 2023-24, which if declared in the 24th Annual General Meeting of the Company, will be paid to the shareholders of the Company. The dividend pay-out for the year under review will be Rs. 328.32/- Lakhs.

## DIVIDEND DISTRIBUTION POLICY:

Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") requires top one thousand listed companies to formulate a Dividend Distribution Policy. Accordingly, as per the provisions of Listing Regulations, the Company had formulated a Dividend Distribution Policy which aims to maintain a balance between profit retention and a fair, sustainable and consistent distribution of profits among its members. The said Policy is also available on the website of the Company at https://olectra.com/wp-content/uploads/Dividend-Distribution-policy.pdf .

## CHANGE IN THE NATURE OF BUSINESS:

There was no change in the nature of the business of the Company during the financial year ended 31st March, 2024.

The Company has expanded its Business Segment by introducing the E-Tipper Division and has delivered total 51 E-Tippers during the Financial Year 2023-24.

## 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 shares capital of the Company as on 31st March, 2024 is as follows:

(Rs. in Lakhs)

| | |
|---|---|
| Paid up Equity Share Capital as on 31st March, 2024 (8,20,80,737 Equity share of face value of Rs. 4 /-) | 3,283.23 |

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.

## BOARD OF DIRECTORS:

During the year under review, there was no change in the composition of the Board of Directors and Key Managerial Personnel of the Company except as follows;

i) Mr. Chilappagari Laxmi Rajam (DIN: 00029156), has been resigned as Director (Non-Executive and Non-Independent) of the Company with effect from 27th January, 2024.

ii) Justice Mrs. Gyan Sudha Misra (Retd.) has been re-appointed as Independent Director

of the Company for her second term of five years with effect from 23rd May, 2023.

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.

Further between the end of the financial year and date of this report the following changes have been taken place in the composition of the board of directors;

- Mr. K.V. Pradeep, Chairman & Managing Director of the Company (whose term has expired on 28th July, 2024) has been re-appointed as Managing Director of the Company for a period of 3 (Three) years w.e.f. 29th July, 2024 subject to approval of the members at the ensuing 24th Annual General Meeting of the Company.
- Mr. Subramaniamsundar Rajan Vangal has been appointed as an Additional Director & Independent Director of the Company in the meeting of Board of Directors held on 12th August, 2024 subject to approval of the members at the ensuing Annual General Meeting of the Company..
- Mr. Pandu Ranga Vittal Elapavuluri has been appointed as an Additional Director & Independent Director of the Company in the meeting of Board of Directors held on 12th August, 2024 subject to approval of the members at the ensuing Annual General Meeting of the Company.

Further the tenure of of Mr. M. Gopala Krishna & Mr. B. Appa Rao, Independent Directors of the Company would be expiring on 26th September, 2024.

The Company has received declarations of independence from all the Independent Directors confirming that they meet the criteria of independence as prescribed under section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and that they are independent from Management.

The Board is of the opinion that all the Independent Directors of the Company are person's of integrity and possess relevant expertise and experience (including the proficiency) to act as Independent Directors of the Company. The Independent Directors of the Company have confirmed that they have registered with the Indian Institute of Corporate Affairs and have included their name in the databank of Independent Directors within the statutory timeline as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Brief profiles of Directors (being appointed/ re-appointed) at the forthcoming 24th Annual General Meeting have been annexed to the Notice.

## KEY MANAGERIAL PERSONNEL:

The following are the Key Managerial Personnel of the Company as on 31st March, 2024.

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

## ANNUAL EVALUATION OF PERFORMANCE OF BOARD, ITS 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 27th March, 2024 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.

The Board of Directors has expressed its satisfaction with the entire evaluation process.

## MEETINGS:

During the year under review, Seven (7) Board Meetings, Seven (7) Audit Committee, Four (4) Nomination and Remuneration Committee, Four (4) Stakeholders Relationship Committee, two (2) Risk Management Committee and Two (2) Corporate Social Responsibility 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 and SEBI(LODR) Regulations 2015.

## 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 31st March, 2024 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 31st March, 2024 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 31st March, 2024 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.

## SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES – THEIR PERFORMANCE:

As on 31st March, 2024, your Company had 1 (One) Subsidiary Company, 1 (One) Joint Venture and 8 (Eight) Associate Companies. In accordance with Section 129(3) of the Companies Act, 2013, the Company has prepared consolidated financial statements consisting financials of all its Subsidiary Companies and Joint Venture Companies.

During the year under review the Company in association with Evey Trans Private Limited has incorporated Evey Trans (MSR) Private Limited

with a stake of 34% on 14th July, 2023 which acts as a Special Purpose Vehicle for executing the Contract for supply of 5,150 Electric Buses to Maharashtra State Transport Corporation (MSRTC). Further after closing of Financial Year our Company stake in Evey Trans (MSR) Private Limited has been reduced from 34% to 1%.

Further after closing of financial year, your Company has acquired 26% stake in Evey Trans (MAH) Private Limited on 20th July, 2024 which acts as a Special Purpose Vehicle for executing the Contract for supply of Electric Buses to Brihan Mumbai Electric Supply & Transport Undertaking (BEST).

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/wp-content/uploads/Policy-on-Material-Subsidiary.pdf

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 31st March, 2024, have been consolidated with the Financial Statements of the Company. The Consolidated Financial Statements of the Company for the year ended 31st March, 2024, 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.

## 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.

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

Internal financial control means the policies and procedures adopted by the Company for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, timely prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information.

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 31st March, 2024, the Company is having Corporate Social Responsibility Committee consisting of Mr. M. Gopalakrishna (Chairman), Mr. B. Appa Rao (Member) and Mr. K.V. Pradeep (Member).

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/ .

The details of the CSR initiatives undertaken during the financial year ended 31st March, 2024 and other details required to be given under section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 as amended are given in **Annexure 2** forming part of this Report.

## 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:

The Company has formulated a policy on related party transactions for the identification and monitoring of such transactions. The said policy on Related Party Transactions as approved by the Board has been uploaded on the Company's website at https://olectra.com/ policies/.

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 31st March, 2024. 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.

Disclosures of transactions of the listed entity with any person or entity belonging to the promoter/ promoter group or any person/entity holding 10% or more shareholding in the listed entity are disclosed in Note 33 to the Financial Statements of the Company for the Financial Year ended 31st March, 2024.

## 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:

M/s. Sarath & Associates, Chartered Accountants (Firm Registration No. 005120S), were appointed as Statutory Auditors of the Company in the 22nd Annual General Meeting of the Company held on 28th September, 2022, to hold office for a period of 5 (five) consecutive years from the conclusion of 22nd AGM till the conclusion of the 27th AGM.

### Statutory Auditors' Report:

The Report of the Auditors for the year ended 31st March, 2024 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 12th August, 2024, 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 31st March, 2025, 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 24th 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, Practicing Company Secretaries to undertake the Secretarial Audit of the Company for the year ended 31st March, 2024. 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 01st April, 2024 to 31st March, 2025 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 2023-24 is available on Company's website at 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 338, as per the Market Capitalization as on 31st March, 2024. (Source: 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, Management Discussion & Analysis Reports forms part of this Report as **Annexure-5** and **Annexure-6.**

## 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 24th 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-7** 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:

The following are the material changes and commitments affecting the financial position of your Company which have occurred between the end of the Financial Year 2023-24 to which the Financial Statements relate and the date of the Boards' Report (i.e., from 01st April, 2024 upto 29th August, 2024).

- Mr. K.V. Pradeep, Chairman & Managing Director of the Company (whose term has expired on 28th July, 2024) has been re-appointed as Managing Director of the Company for a period of 3 (Three) years w.e.f. 29th July, 2024 subject to approval of the members at the ensuing 24th Annual General Meeting of the Company.
- Mr. Subramaniamsundar Rajan Vangal has been appointed as an Additional Director & Independent Director of the Company in the meeting of Board of Directors held on 12th August, 2024 subject to approval of the members at the ensuing Annual General Meeting of the Company.
- Mr. Pandu Ranga Vittal Elapavuluri has been appointed as an Additional Director & Independent Director of the Company in the meeting of Board of Directors held on 12th August, 2024 subject to approval of the members at the ensuing Annual General Meeting of the Company.
- During the year under review the Company in association with Evey Trans Private Limited has incorporated Evey Trans (MSR) Private Limited with a stake of 34% on July 14, 2023 which acts as a Special Purpose Vehicle for executing the Contract for supply of 5,150 Electric Buses to Maharashtra State Transport Corporation (MSRTC).

  Further after closing of Financial Year our Company stake in Evey Trans (MSR) Private Limited has been reduced from 34% to 1%.
- Your Company has acquired 26% stake in Evey Trans (MAH) Private Limited on 20th July, 2024 which acts as a Special Purpose Vehicle for executing the Contract for supply of Electric Buses to Brihan Mumbai Electric Supply & Transport Undertaking (BEST).

## 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 polices 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. 16th 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:

Your Company is committed to create and maintain an atmosphere in which employees can work together, without fear of sexual harassment, exploitation or intimidation. Every employee is made aware that the Company is strongly opposed to sexual harassment and that such behaviour is prohibited. Your Company has constituted an Internal Complaints Committee pursuant to the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("the said Act") to deal with complaints relating to sexual harassment at workplace.

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 31st March, 2024, the Company has not received any Complaints pertaining to Sexual Harassment.

Further, the Company has registered the details of Internal Complaint Committee with Women Development and Child Welfare Department, Government of Telangana, India.

## 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 2023-24.

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

The Company has also formulated and adopted the policies as required under Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and all policies of the Company 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-8** to this Report.

## BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT (BRSR):

The Securities and Exchange Board of India has mandated the inclusion of the BRSR as part of the Annual Report for top 1000 listed entities based on market capitalization. In this regard, the Business Responsibility and Sustainability Report is applicable to the Company and 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-9** to this Report.

## ESG (ENVIRONMENTAL, SOCIAL AND GOVERNANCE) REPORTING:

With growing awareness regarding the detrimental effects of traditional combustion engines on air quality and climate change, there is an increasing shift towards cleaner transportation solutions globally and in India. For Olectra, this rising environmental consciousness means not just offering a sustainable product but embodying a commitment to sustainability across all facets of our Company's operations.

Every aspect of Olectra's business is geared towards reducing our carbon footprint and promoting cleaner air quality - from manufacturing processes that prioritize energy efficiency and minimize waste to promoting the adoption of renewable energy sources.

This year, the Company invested 38% of its capital expenditure to improve the environmental and social impacts of our products and processes. Thus, by investing in research and development to improve efficiency, extend range capabilities, and enhance recyclability, Olectra has been pushing its boundaries and providing avenues of low carbon mobility across India.

Through transparent communication and engagement with stakeholders, including consumers, investors, and communities, the Company aims to demonstrate leadership in driving this transition towards a more sustainable future. We prioritize the well-being of the workforce by providing fair wages, safe working conditions, opportunities for professional development, and promoting a diverse and inclusive workplace culture. Olectra has an exemplary Zero-safety related incident record for three consecutive years now – a testament to our Company's utmost dedication to building a safe and healthy workplace.

Furthermore, the Company has established principles and practices that ensure transparency, accountability, ethical conduct, and effective decision-making across all levels. Olectra's Board of Directors plays a crucial role in overseeing the company's strategic direction, including its commitment to sustainability and ethical practices. Given the dynamic nature of the automotive industry, we understand that effective risk management and identifying key opportunities is critical. For this, Olectra identified its most material sustainability focus areas in the last financial year, and we have taken essential steps this year to implement several initiatives in line with our priority focus areas.

Olectra is publishing its second Business Responsibility and Sustainability Report (BRSR) this year, as part of this Annual Report. To ensure greater transparency, the Company will also publish its inaugural Sustainability Report this year which will delve further into the Company's commitment to sustainability and how it intersects with its mission to revolutionize transportation through electric mobility by outlining its environmental and societal efforts.

## 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.

However, as mentioned above, Hon'ble Supreme Court of India has pronounced its Judgement in favour of the Evey Trans Private Limited (which is an operational arm of Company) in the matter relating to supply of 2,100 Electric Buses Contract received from Brihan Mumbai Electric Supply & Transport Undertaking (BEST) on 19th May, 2023.

## DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF.

During the year under review, the Company has not done any one-time settlement with Banks or Financial Institutions.

## 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/- | Sd/- |
| **K.V. Pradeep** | **P. Rajesh Reddy** |
| Chairman & Managing Director | Director |
| DIN: 02331853 | DIN: 02758291 |

Place: Hyderabad
Date : 29th August, 2024

*Annexure-1*

# 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 | 31st March, 2024 |
| 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 | 637.63 |
| 5. | Total assets | 7,584.81 |
| 6. | Total Liabilities | 6,946.18 |
| 7. | Investments | - |
| 8. | Turnover | 2,889.92 |
| 9. | Profit before taxation | 496.14 |
| 10. | Provision for taxation | 124.54 |
| 11. | Profit after taxation | 371.60 |
| 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:** Not Applicable

## Part "B": Associates and Joint Ventures

(Rs. in Lakhs)

| S. No. | Particulars | Wholly Owned Joint Venture | Associates | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | SSISPL-OGL-BYD Consortium | Evey Trans (SMC) Private Limited | Evey Trans (SIL) Private Limited | Evey Trans (UJJ) Private Limited | Evey Trans (MHS) Private Limited | Evey Trans (BLR) Private Limited | Evey Trans (JAB) Private Limited | EVEY Trans (MSR) Private Limited | Evey Trans (TEL) Private Limited |
| 1. | Latest audited Balance Sheet Date | 31st March, 2024 | 31st March, 2024 | 31st March, 2024 | 31st March, 2024 | 31st March, 2024 | 31st March, 2024 | 31st March, 2024 | 31st March, 2024 | 31st March, 2024 |
| 2. | Shares of Associate/ Joint Ventures held by the Company on the year end | | | | | | | | | |
| | No. | Not Applicable | 23,40,000 | 2600 | 3400 | 34,03,400 | 18,12,600 | 25,35,000 | 3,400 | 2600 |
| | Amount of Investment in Associates/Joint Venture | 3,223.00 | 0.26 | 0.26 | 0.34 | 340.34 | 181.26 | 253.50 | 0.34 | 0.26 |
| | Extent of Holding % | 100.00% | 26.00% | 26.00% | 34.00% | 26.00% | 26.00% | 26.00% | 34.00% | 26.00% |
| 3. | Description of how there is significant influence | Joint Venture | Associate Company | Associate Company | 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 | Not Applicable (Considered in consolidation | Not Applicable (Considered in consolidation) | Not Applicable (Considered in consolidation | NA |

(Contd.)

## Associates and Joint Ventures (Contd.)

(Rs. in Lakhs)

| S. No. | Particulars | Wholly Owned Joint Venture | Associates | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | | SSISPL-OGL-BYD Consortium | Evey Trans (SMC) Private Limited | Evey Trans (SIL) Private Limited | Evey Trans (UJJ) Private Limited | Evey Trans (MHS) Private Limited | Evey Trans (BLR) Private Limited | Evey Trans (JAB) Private Limited | EVEY Trans (MSR) Private Limited | Evey Trans (TEL) Private Limited |
| 5. | Net worth attributable to Shareholding as per latest audited Balance Sheet | 3003.41 | 534.30 | 210.60 | (0.31) | 739.50 | 394.68 | 279.24 | 15.22 | 67.60 |
| 6. | Profit / Loss for the year | | | | | | | | | |
| | i. Considered in Consolidation | (42.76) | 98.65 | 98.84 | (0.04) | 295.19 | 212.68 | 81.19 | 14.88 | (0.26) |
| | ii. Not Considered in Consolidation | NA | 318.03 | 281.34 | (0.67) | 573.03 | 605.34 | 231.08 | 28.89 | (314.35) |

**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: : 29th August, 2024

*Annexure-2*

# 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: -

Olectra Greentech Limited recognizes that Corporate Social Responsibility is not merely compliance; it is a commitment to support initiatives that measurably improve the lives of underprivileged by one or more of the following focus areas as mentioned in Schedule VII read with Section 135 of the Companies Act 2013:

- **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 31st March, 2024**

| S. No | Name of Director | Designation | Nature of Directorship | Number of meetings held during the year | Number of meetings attended during the year |
|---|---|---|---|---|---|
| 1. | Mr. M. Gopalakrishna | Chairman | Independent Non- Execu tive Director | 2 | 2 |
| 2. | Mr. B. Appa Rao | Member | Independent Non- Execu tive Director | 2 | 2 |
| 3. | Mr. K.V. Pradeep | Member | Chairman & Managing Director | 2 | 2 |

**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: | https://olectra.com/composition-of-committees-of-board-of-directors/ |
| • CSR Policy: | https://olectra.com/wp-content/uploads/Olectra-CSR-policy-1.pdf |
| • 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 the Company does not have average CSR Obligation of Rs. 10 Crores in the three immediately preceding financial years.

**5.** a) Average net profit of the Company as per Section 135(5) of the Companies Act, 2013: Rs. 5,304.82 lakhs

(b) Two percent of average net profit of the Company as per Section 135(5) of the Companies Act, 2013: Rs.106.10 lakhs

(c) Surplus arising out of the CSR projects or programmes or activities of the previous Financial Years.: Nil

(d) Amount required to be set off for the Financial Year, if any: Nil

(e) Total CSR obligation for the Financial Year (7a+7b-7c): Rs. 106.10. lakhs

6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): Rs. 106.10 Lakhs

(b) Amount spent in Administrative Overheads: NIL

(c) Amount spent on Impact Assessment, if applicable: NIL

(d) Total amount spent for the Financial Year [(a)+(b)+(c)]: Rs. 106.10 Lakhs

(e) CSR amount spent or unspent for the Financial Year:

| Total Amount Spent during the Financial Year 23-24 (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) | | |
| 106.10. lakhs | Amount | Date of transfer | Name of the Fund | Amount | Date of transfer |
| | 0 | Not applicable | Not applicable | | |

(f) Excess amount for set-off, if any:

| Sl.No | Particulars | Amount (In Rs.) |
|---|---|---|
| (i) | Two percent of average net profit of the company as per sub-section (5) of section 135 | 1,06,10,000 |
| (ii) | Total amount spent for the Financial Year | 1,06,10,000 |
| (iii) | Excess amount spent for the Financial Year [(ii)-(i)] | Nil |
| (iv) | Surplus arising out of the CSR projects or programmes or activities of the previous | Nil |
| (v) | Amount available for set off in succeeding Financial Years [(iii)-(iv)] | Nil |

**7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years: Not Applicable**

| 1 | 2 | 3 | 4 | 5 | 6 | | 7 | 8 |
|---|---|---|---|---|---|---|---|---|
| Sl. No. | Preceding Financial Year(s) | Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in Rs.) | Balance Amount in Unspent CSR Account under subsec-tion (6) of section 135 (in Rs.) | Amount Spent in the Financial Year (in Rs) | Amount transferred to a Fund as specified under Schedule VII as per second proviso to subsection (5) of section 135, if any | | Amount remaining to be spent in succeeding Financial Years (in Rs) | Deficie ncy, if any |
| | | | | | Amount (in Rs) | Date of Transfer | | |
| 1 | FY-1 | - | - | - | - | - | - | - |
| 2 | FY-2 | - | - | - | - | - | - | - |
| 3 | FY-3 | - | - | - | - | - | - | - |

**8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year:** No

If Yes, enter the number of Capital assets created/ acquired

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

| Sl. No. | Short particulars of the property or asset(s) [including complete address and location of the property] | Pincode of the property or asset(s) | Date of creation | Amount of CSR amount spent | Details of entity/ Authority/ beneficiary of the registered owner | | |
|---|---|---|---|---|---|---|---|
| (1) | (2) | (3) | (4) | (5) | (6) | | |
| | | | | | CSR Registration Number, if applicable | Name | Registered address |
| Not Applicable | | | | | | | |

**9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per subsection (5) of section 135:** 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: 29th August, 2024

*Annexure-3*

# 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 (In Lakhs) | Amount paid as advances, if any |
|---|---|---|---|---|---|---|
| 1 | MEIL Holdings Limited | Holding Company | Dividend Paid | As per the terms of the respective contracts or arrangements entered into by the Company | 164.21 | NIL |
| 2 | Megha Engineering and Infrastructures Limited | Holding Company of Promoter (MEIL Holdings Limited) | Sale of Goods and Services | | 5869.74 | NIL |
| | | | Purchase of Material, Capital Goods & other Expenses | | 4518.02 | NIL |
| 3 | SSISPL-OGL-BYD Consortium | Joint Venture | Interest income | | 110.43 | NIL |
| | | | Sale of Goods and Services | | 830.29 | |
| | | | Un secured Loans given/(Repaid) (Net) | | 506.23 | |

| 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 |
|---|---|---|---|---|---|---|
| 4 | Evey Trans (SIL) Private Limited | Associate | Sale of Good and Services | As per the terms of the respective contracts or arrangements entered into by the Company | 119.40 | NIL |
| 5 | Evey Trans (SMC) Private Limited | Associate | Sale of Good and Services | | 647.47 | NIL |
| 6 | Evey Trans Private Limited | Wholly Owned Subsidiary of Promoters (MEIL Holdings Limited) | Sale of Goods and services | | 5702.58 | NIL |
| 7 | Evey Trans (BLR) Private Limited | Associate | Sale of Goods and services | | 444.47 | NIL |
| | | | Investment | | 181.00 | |
| 8 | Evey Trans (MHS) Private Limited | Associate | Sale of Goods and Services | | 8032.65 | NIL |
| | | | Investment | | 340.00 | |
| 9 | Evey Trans (NGP) Private Limited | Step-down Subsidiaries of MEIL Holdings Limited | Sale of Goods and Services | | 151.96 | NIL |
| 10 | Evey Trans (GTC) Private Limited | Subsidiary | Sale of Goods and Services | | 321.85 | |
| 11 | Evey Trans (KTC) Private Limited | Step-down Subsidiaries of MEIL Holdings Limited | Sale of Goods and Services | | 260.78 | NIL |
| 12 | OHA COMMUTE PRIVATE LIMITED | | Sale of Goods and Services | | 681.74 | NIL |
| 13 | Evey Trans (IDR) Private Limited | | Sale of Goods and Services | | 556.25 | NIL |
| 14 | Evey Trans (UKS) Private Limited | | Sale of Goods and services | | 139.87 | 611.08 |

| 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 |
|---|---|---|---|---|---|---|
| 15 | Evey Trans (MPS) 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 | 17414.43 | NIL |
| 17 | Evey Trans (MUM) Private Limited | | Sale of goods and Services | | 14319.67 | NIL |
| 18 | Evey Trans (JAB) Private Limited | Associate | Sale of goods and Services | | 1834.28 | 71.88 |
| | | | Investment | | 253.24 | |
| 19 | Evey Trans (TEL) Private Limited | Associate | Sale of Goods and services | | 10590.87 | NIL |
| 20 | Evey Trans (MSR) Private Limited | Associate | Sale of goods and Services | | 1173.73 | NIL |
| | | | Investment | | 0.34 | |
| 21 | Megha Fibre Glass Industries Limited | Associate of Ultimate Holding Company | Purchase of Material, Capital goods & Other Expenses | | 222.77 | NIL |
| 22 | ICOMM Tele Limited | Fellow Subsidiary | Purchase of Material, Capital goods & Other Expenses | | 29.12 | NIL |
| 23 | MEIL Foundation | Foundation of Ultimate Holding Company | Sale of goods and services | | 272.00 | NIL |

**For and on behalf of the Board**

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

Sd/-
**Peketi Rajesh Reddy**
Director
DIN: 02758291

Place: Hyderabad
Date: 29th August, 2024

# Form No. MR-3

## SERCRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st MARCH, 2024

[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 31st March, 2024 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 31st March, 2024 ("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; Not applicable to the Company During the audit period

(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. There was changes in the composition of the Board of Directors during the period under review.

During the Year Mr. Ch. Laxmi Rajam was resigned as Director w.e.f. 27th January, 2024

(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 Veeranjaneyulu**
Partner
M No. F6121
CP NO. 6392,
UDIN:F006121F000759896

Place: Hyderabad
Date : 17th July 2024

**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 Veeranjaneyulu**
Partner
M No. F6121
CP NO. 6392,
UDIN: F006121F000759896

Place: Hyderabad
Date : 17th July 2024

Annexure-5

# COMPLIANCE REPORT ON CORPORATE GOVERNANCE

## A brief statement on the Company's Philosophy on Code of Governance

The corporate governance philosophy of your Company is based on the tenets of integrity, accountability, transparency, value and ethics. The Company is focused on enhancement of longterm value creation for all stakeholders without compromising on integrity, societal obligations, environment and regulatory compliances. Our actions are governed by our values and principles, which are reinforced at all levels of the organisation. These principles have been and will continue to be our guiding force in future.

The Company has adopted Governance Guidelines to cover aspects related to composition and role of the Board, Chairman and Directors, Board diversity, Director's term, retirement age and committees of the Board. It also covers aspects relating to nomination, appointment, induction of Directors, Director's remuneration and review of Board effectiveness.

At Olectra, we treasure our values, committed to sustainable growth and strives to set the highest standards in governance and business ethics.

**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 31st March, 2024, Board was comprised of six Directors, out of whom, one is Executive Director and five are Non-Executive Directors which includes Four Independent Directors.

None of the Directors on the Board holds directorships in more than 20 Indian companies, with not more than 10 public limited 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 | 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 Laksmi Kumari | Non-Executive | Independent Director | Nil |
| #Mr. Subramaniamsundar Rajan Vangal | Non-Executive | Independent Director | Nil |
| #Mr.Pandu Ranga Vittal Elapavuluri | Non-Executive | Independent Director | Nil |

**Notes:**

^ Mr. K. V Pradeep, has been Re-appointed as Managing Director of the Company w.e.f. 29th July, 2024

@ Mr. Chilappagari Laxmi Rajam, resigned effective from 27th January, 2024 as Non-Executive & Non Independent Director.

* Justice Mrs. Gyan Sudha Misra (Retd.) has been re-appointed as the Independent Director on the Board of the Company for her second term of five years with effect from 23rd May, 2023 which has been approved by the shareholders in their meeting held on 19th July, 2023.

\# Mr. Subramaniamsundar Rajan Vangal and Mr. Pandu Ranga Vittal Elapavuluri have been Appointed as Additional Directors and Independent Directors of the Company w.e.f. 12th August, 2024.

$ Term of Mr. M. Gopalakrishna and Mr. B. Appa Rao as Independent Directors of the Company will be expiring on 26th September, 2024.

### 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:

Seven Board Meetings were held during the year 2023-24 and the gap between two meetings did not exceed 120 days. The dates on which the Board Meetings were held were 05th May, 2023; 19th June, 2023; 07th August, 2023; 04th September, 2023; 04th November, 2023; 27th January, 2024 and 27th March, 2024. The necessary quorum was present at all the Board meetings. The names and categories of the Directors on the Board, their attendance at Board Meetings during the year also the number of Directorships held by them in other companies are given below:

| Name of the director | Attendance of Board meetings | | Whether attended last AGM held on Sep 28, 2023 | No. of other directorships held | No. of other Board Committees # | | Name of the Listed entities holding directorship & category of such directorship held including Olectra Greentech Limited |
|---|---|---|---|---|---|---|---|
| | Held | Present | | | As a Member$ | As a Chairperson$ | |
| ^Mr. K.V. Pradeep | 7 | 7 | Yes | 0 | 2 | 0 | Olectra Greentech Limited; Executive Director |
| Mr. Chilappagari Laxmi Rajam* | 7 | 1 | No | 6 | 1 | 1 | Olectra Greentech Limited; Non-Executive Director |
| Mr. Peketi Rajesh Reddy | 7 | 4 | Yes | 11 | 3 | 1 | Olectra Greentech Limited; Non-Executive Director |
| Mr. M. Gopala Krishna | 7 | 7 | Yes | 6 | 7 | 1 | Independent Director in the following Listed companies:<br>(a) Suven Life Sciences Limited<br>b) Pitti Engineering Limited<br>(c) The Andhra Petrochemicals Limited<br>(d) Olectra Greentech Limited |
| Justice Mrs. Gyan Sudha Misra (Retd.) | 7 | 7 | Yes | 1 | 1 | 0 | Independent Director in the following Listed companies:<br>(a) Patanjali Foods Limited (Formerly Ruchi Soya Industries Limited)<br>(b) Olectra Greentech Limited |
| Mr. B. Appa Rao | 7 | 7 | Yes | 2 | 2 | 2 | Olectra Greentech Limited – Independent Director |
| Mrs. Chintalapudi Laksmi Kumari | 7 | 7 | Yes | 0 | 1 | 0 | Olectra Greentech Limited – Independent Director |

| Name of the director | Attendance of Board meetings | | Whether attended last AGM held on Sep 28, 2023 | No. of other directorships held | No. of other Board Committees # | | Name of the Listed entities holding directorship & category of such directorship held including Olectra Greentech Limited |
|---|---|---|---|---|---|---|---|
| | Held | Present | | | As a Member$ | As a Chairperson$ | |
| @Mr. Subramaniamsundar Rajan Vangal | NA | NA | NA | NA | NA | NA | Olectra Greentech Limited – Independent Director |
| @ Mr.Pandu Ranga Vittal Elapavuluri | NA | NA | NA | NA | NA | NA | Olectra Greentech Limited – Independent Director |

^ Mr. K. V Pradeep, has been Re-appointed as Managing Director of the Company w.e.f. 29th July, 2024.

* Mr. Chilappagari Laxmi Rajam, resigned effective from 27th January, 2024 as Non-Executive & Non-Independent Director of the Company.

@ Mr. Subramaniamsundar Rajan Vangal and Mr. Pandu Ranga Vittal Elapavuluri have been Appointed as Additional Directors and Independent Directors of the Company w.e.f. 12th August, 2024

# Excluding Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

$ 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. Chilappagari Laxmi Rajam* | Mr. Peketi Rajesh Reddy | Mr. M. Gopalakrishna | Mr. B. Appa Rao | Justice Mrs. Gyan Sudha Misra (Retd) | Mrs. Chintalapudi Laksmi Kumari | Mr. Subramaniamsundar Rajan Vangal@ | Mr. Pandu Ranga Vittal Elapavuluri@ |
| 1 | Leadership | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 2 | Strategy | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 3 | Operations | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 4 | Technology | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 5 | Finance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 6 | Governance | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |
| 7 | Government/ Regulatory Affairs | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ | ✓ |

* Mr. Chilappagari Laxmi Rajam, resigned effective from 27th January, 2024 as Non-Executive & Non-Independent Director of the Company.

@ Mr. Subramaniamsundar Rajan Vangal and Mr. Pandu RangaVittal Elapavuluri have been Appointed as Additional Directors and Independent Directors of the Company w.e.f. 12th August, 2024

## 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 2023-24. Pursuant to a notification dated 22nd 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 27th March, 2024 without the presence of Non-Independent Directors and members of the management. At the said 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. All Board members of the Company are accorded every opportunity to familiarise themselves with the Company, its management, its operations and above all, the industry perspective and issues.

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 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 are 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.

### I) Audit Committee

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

As on 31st March, 2024 the Audit Committee had 3 (Three) Independent Directors and an Executive Director of the Company.

The Audit Committee met 7 (Seven) times during FY 2023-24 on 05th May, 2023; 19th June, 2023; 07th August, 2023; 04th September, 2023; 04th November, 2023; 27th January, 2024 and 27th March, 2024. The Company Secretary acts as the Secretary to the Audit Committee.

| Name | Category | Designation | No. of meetings attended |
|---|---|---|---|
| Mr. B. Appa Rao | Independent Director | Chairperson | 7/7 |
| Mr. M. Gopalakrishna | Independent Director | Member | 7/7 |
| Mr. K.V. Pradeep | Managing Director | Member | 6/7 |
| Mrs. Ch. Lakshmi Kumari | Independent Director | Member | 7/7 |

### 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 31st March, 2024, the Nomination and Remuneration Committee (NRC) had Four Independent Directors. The Company Secretary acts as the Secretary to the NRC. Four (4)NRC meetings were held during the Financial Year 2023-24 i.e., 05th May, 2023; 04th September, 2023; 27th January, 2024 and 27th March, 2024.

| Name | Category | Designation | No. of meetings attended |
|---|---|---|---|
| Mr. B. Appa Rao | Independent Director | Chairperson | 4/4 |
| Mr. M. Gopalakrishna | Independent Director | Member | 4/4 |
| Justice Mrs. Gyan Sudha Misra (Retd.) | Independent Director | Member | 4/4 |
| Mrs. Ch. Lakshmi Kumari | Independent Director | Member | 4/4 |

### 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 27th March, 2024

(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 fom 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 2023-24:

   The total remuneration paid to Non-Executive Directors of the Company during FY 2023-24 is as under:

| Name of the Director | Sitting Fees (Rs.) | |
|---|---|---|
| | Board Meetings | Committee Meetings |
| Mr. M. Gopalakrishna | 3,50,000 | 2,75,000 |
| Mr. B. Appa Rao | 3,50,000 | 2,75,000 |
| Justice Mrs. Gyan Sudha Misra (Retd.) | 3,50,000 | 1,00,000 |
| Mrs. Chintalapudi Laksmi Kumari | 3,50,000 | 2,75,000 |
| Mr. Chilappagari Laxmi Rajam* | 50,000 | - |
| Mr. Peketi Rajesh Reddy | 2,00,000 | - |

* Mr. Chilappagari Laxmi Rajam, has resigned with effective from 27th January, 2024 as Non-Executive & Non- Independent Director of the Company.

The total remuneration paid to Managing Director and Executive Director of the Company during the Financial Year 2023-24 is as under:

| Details | Rs. in Lakhs |
|---|---|
| | Mr. K.V. Pradeep (Chairman and Managing Director) |
| Gross Salary<br>a) Salary as per Sec 17(1) of The Income Tax Act,1961 | 188.59 |
| b) Value of perquisites as per Sec 17(2) of The Income Tax Act,1961 | 154.74 |
| c) Profits in lieu of salary as per Sec 17(3) of The Income Tax Act,1961 | - |
| Stock Option | - |
| Sweat Equity | - |
| Commission<br>- As a % of Profit<br>- Others, specify | - |
| Others, please specify Employer Contribution to PF | - |
| Total Remuneration | 343.33 |

There was no Employee Stock Option Scheme during the Financial Year ended 31st March, 2024.

### 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 31st March, 2024, the Stakeholders' Relationship Committee had 2 Independent Directors and an 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 2023-24 i.e., 05th May, 2023; 07th August, 2023; 04th November, 2023 and 27th January, 2024.

| 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 2023-24:

| Particulars | No. of Complaints |
|---|---|
| No. of shareholders' complaints as on 1st April, 2023 | 0 |
| No. of shareholders' complaints received during 2023-24 | 1 |
| No. of shareholders' complaints disposed off during 2023-24 | 1 |
| No. of shareholders' complaints pending as on 31st March, 2024 | 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.

Accordingly, The Board has adopted Risk Management Policy and approved the Charter of the Committee defining its composition, powers, responsibilities, etc.,

During the financial year 2023-24, two meetings of the Risk Management Committee were held on 19th July, 2023 and 10th January, 2024.

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

Composition of the Risk Management Committee as on 31st March, 2024 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. B. Venkata Ramana Rao | Vice President – Research & Development | Member | NA |
| #Mr. Shunmugavel H. | Vice President – E-bus Division | Member | 0/2 |

* Appointed as member of the Risk Management Committee w.e.f. 25th April, 2024.
\# Ceased as member of the Risk Management Committee w.e.f. 25th April, 2024.

### 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)."

## V) Corporate Social Responsibility (CSR) Committee

The Board has constituted a Corporate Social Responsibility (CSR) Committee in line with the provisions of Section 135 of the Companies Act, 2013 with majority members being Independent Directors, to recommend to the Board the CSR initiatives of the Company and also to monitor the implementation of the CSR initiatives. During the FY 2023-24, Two Corporate Social Responsibility (CSR) Committee Meetings was held on 04th September, 2023 & 27th March, 2024.

The composition, name of the members, chairperson, particulars of the meeting and attendance of the members during the year are as follows:

| Name | Category | Designation | No. of Meetings attended |
|---|---|---|---|
| Mr. M. Gopalakrishna | Independent Director | Chairman | 2/2 |
| Mr. B Appa Rao | Independent Director | Member | 2/2 |
| Mr. K.V. Pradeep | Managing Director | Member | 2/2 |

## VI) Senior Management Personnel ('SMP'):

There were no changes in the Senior Management of the Company during the period under review.

## GENERAL BODY MEETINGS

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

| Year | Location | Date | Time |
|---|---|---|---|
| 2022-23 | The Meeting was held through Video conferencing/ Other Audio Visual Means at S-22, Technocrat Industrial Estate, Balanagar, Hyderabad-500037 | 28th September, 2023 | 12.00 Noon. |
| 2021-22 | The Meeting was held through Video conferencing/ Other Audio Visual Means at S-22, Technocrat Industrial Estate, Balanagar, Hyderabad-500037 | 28th September, 2022 | 12.30 P.M. |
| 2020-21 | The Meeting was held through Video conferencing/ Other Audio-Visual Means at S-22, Technocrat Industrial Estate, Balanagar, Hyderabad-500037 | 27th September, 2021 | 12.30 P.M. |

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

| AGM | Special resolution |
|---|---|
| 2022-23 | 1. To enhance the Borrowing Limits of the Board or a Committee thereof from Rs.1,000 crores to Rs.5,000 crores.<br>2. To authorize the Board or a Committee thereof to Sell, Lease, Mortgage or otherwise Dispose of the Whole or Substantially the Whole of the Undertaking(S) of the Company, both present and future.<br>3. To make investments, give loans, guarantees and security in excess of limits specified under Section 186 of the Companies Act, 2013.<br>4. 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. |
| 2021-22 | 1. Revision in managerial remuneration payable to Mr. K.V. Pradeep (DIN: 02331853) as Managing Director of the Company.<br>2. 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.<br>3. 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. |

| AGM | Special resolution |
|---|---|
| 2020-21 | 1. Appointment of Mr. Venkateswara Pradeep Karumuru (Mr. K.V. Pradeep) (DIN: 02331853) as Managing Director.<br>2. Alteration of the Articles of Association of the Company.<br>3. Ratification of appointment and remuneration paid to Dr. P.V. Ramesh (DIN: 02836069) as Managing Director. |

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

During the financial year an Extra-Ordinary General Meeting of the shareholders was held on 19th July, 2023 for approval of the following items:

a) to consider the re-appointment of Justice Mrs. Gyan Sudha Misra (Retd.) (Special Resolution) and

b) Awarding of Contract to Megha Engineering & Infrastructures Limited (MEIL) for Construction of Greenfield EV Manufacturing Facility (Related Party Transaction) (Ordinary Resolution).

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

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

**MEANS OF COMMUNICATION:**

**a) The meetings of the Board of Directors for approval of quarterly and annual financial results for the financial year ended March 31, 2024 were held on the following dates.**

| S.No. | Particulars | Date |
|---|---|---|
| 1 | Quarter ended 30th June, 2023 | 07th August, 2023 |
| 2 | Quarter/half-year ended 30th September, 2023 | 04th November, 2023 |
| 3 | Quarter/nine months ended 31st December, 2023 | 27th January, 2024 |
| 4 | Quarter/year ended 31st March, 2024 | 25th April, 2024 |

**b) Newspapers wherein results normally published:**

Quarterly, half-yearly and annual financial results of the Company are published in widely circulated national newspapers, as per the details given below:

1. The Financial Express: English( National Newspaper)
2. Nava Telangana: Telugu (Regional newspaper)

**c) Website, where displayed:**

Comprehensive information about the Company, its business and operations, Press Releases and investor information can be viewed at the Company's website at www.olectra.com

**d) 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.

**e) Presentations made to institutional investors or to the analysts:**

Post results, an Investor Conference call is held where members of the financial community are invited to participate in the Q&A session with the Company's management. The key highlights

are discussed and investor/analyst queries are resolved in this forum. The quarterly, half-yearly, annual financial results, audio call recordings of the analyst calls and transcript are submitted with the Stock Exchange and are also uploaded on the Company's website at https://olectra.com/investor-grievances/.

## GENERAL SHAREHOLDER INFORMATION

a) **Details of AGM :** Annual General Meeting will be held on the 26th day of September, 2024 at 12:00 Noon through Video Conference/Other Audio-Visual Means (e- AGM).

b) **Financial Year :** 01st April, 2023 to 31st March, 2024.

c) **Dividend Payment date:** before 25th October, 2024.

d) **Book Closure Date :** From 20th September, 2024 (Friday) to 26th September 2024 (Thursday) (both days inclusive)

e) **E-Voting Dates :** The e-Voting commences on 23rd September, 2024 (Monday) at 9:00 a.m. (IST) and ends on 25th September, 2024 (Wednesday) at 5:00 p.m. (IST). The cut-off date for the purpose of determining the shareholders eligible for e-Voting, is 19thSeptember, 2024.

f) **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 | |

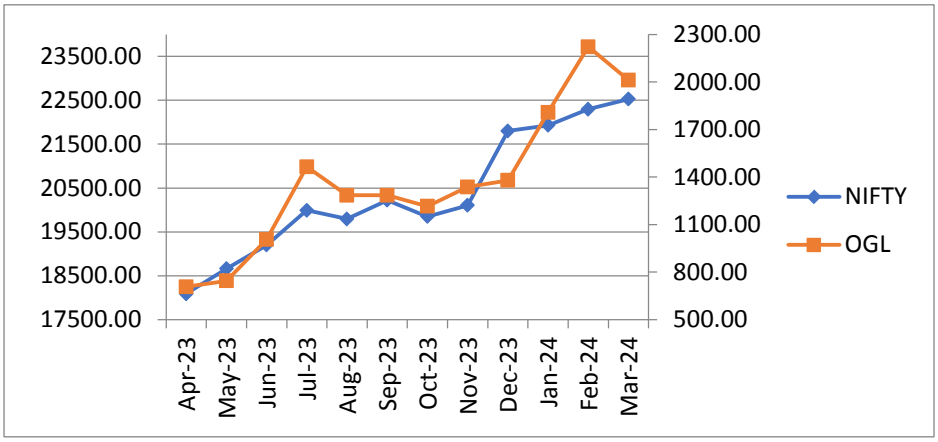
The Company has paid the requisite Annual Listing and Custodial Fees to the Stock Exchanges and Depositories viz. CDSL and NSDL, respectively for the financial year 2024-25.

g) **Market Price Data –** high, low and the volume of shares traded during each month in last Financial Year 2023-24 – on BSE and NSE:

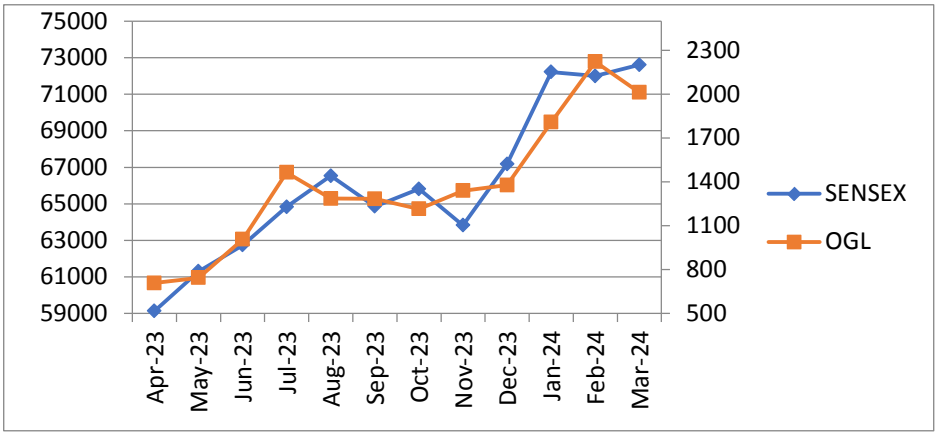
| 2023-24 Month | BSE | | | NSE | | |
|---|---|---|---|---|---|---|
| | High(Rs.) | Low(Rs.) | Volume Traded (Nos) | High (Rs.) | Low (Rs.) | Volume Traded (Nos) |
| April 2023 | 707.65 | 618.60 | 15,46,042 | 707.35 | 617.55 | 2,09,27,566 |
| May 2023 | 744.60 | 619.60 | 20,37,912 | 744.80 | 622.25 | 2,78,93,961 |
| June 2023 | 1,007.00 | 738.65 | 46,76,039 | 1,006.85 | 738.00 | 5,48,51,946 |
| July 2023 | 1,465.00 | 957.75 | 53,31,219 | 1,465.00 | 958.15 | 8,53,64,222 |
| August 2023 | 1,286.45 | 1,012.55 | 26,81,334 | 1,285.00 | 1,013.00 | 2,26,94,785 |
| September 2023 | 1,283.90 | 1,150.15 | 7,52,486 | 1,285.00 | 1,150.00 | 1,07,72,601 |
| October 2023 | 1,214.35 | 1,017.60 | 7,97,067 | 1,215.00 | 1,018.00 | 66,22,750 |
| November 2023 | 1,340.00 | 1,138.25 | 12,61,415 | 1,338.00 | 1,137.05 | 1,55,87,294 |
| December 2023 | 1,378.55 | 1,178.00 | 20,37,087 | 1,378.80 | 1,177.45 | 2,64,65,959 |
| January 2024 | 1,808.50 | 1,328.05 | 52,21,868 | 1,808.00 | 1,327.40 | 6,52,59,937 |
| February 2024 | 2,222.00 | 1,714.15 | 42,68,127 | 2,221.95 | 1,713.05 | 5,40,10,368 |
| March 2024 | 2,011.85 | 1,550.00 | 21,60,120 | 2,011.50 | 1,560.10 | 3,03,59,307 |

## Share Performance

### Olectra Greentech Limited Vs NIFTY




### Olectra Greentech Limited Vs SENSEX




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

**i) Registrar and Share Transfer Agents:**

M/s. Aarthi Consulatants 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.

**j) Share Transfer System**

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

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 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, Subdivision/ 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.

Further, SEBI vide its notification dated 24th January, 2022 and 16th March, 2023 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 furnish PAN, email address, mobile number, bank account details and nomination by holders of physical securities to dematerialise the shares held by them in physical form. any service request shall be entertained only upon registration of the PAN, Bank details and the nomination. Members can contact the Company or RTA, for assistance in this regard.

Remittance of Dividend through Electronic Mode:

The Company provides the facility for remittance of dividends, if any, to Shareholders through NECS (National Electronic Clearing Service) / RTGS (Real Time Gross Settlement) / NEFT (National Electronic Funds Transfer). Shareholders, who have not yet opted for remittance of dividend through electronic mode and wish to avail the same, are required to provide their bank details, including MICR (Magnetic Ink Character Recognition) and IFSC (Indian Financial System Code) to their respective Depository Participants where shares are held in the dematerialized form and the Registrar Transfer Agent in the physical form respectively.

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

### k) Distribution of Shareholding as on 31st March, 2024:

i) According to Category of Shareholders:

| Category | No. of shares | % to share capital |
|---|---|---|
| Promoters | 4,10,53,000 | 50.02 |
| Foreign Portfolio Investors | 70,42,843 | 8.58 |
| FIIs / Banks | 29,259 | 0.04 |
| Mutual Funds | 89,473 | 0.11 |
| Insurance Companies | 692 | 0.00 |
| NBFCs Registered with RBI | 595 | 0.00 |
| Alternate Investment Funds | 22,902 | 0.03 |
| Private Corporate Bodies | 31,95,713 | 3.89 |
| Indian Public | 2,95,91,967 | 36.05 |
| NRIs / OCBs | 8,10,412 | 0.99 |
| Clearing Members | 1,782 | 0.00 |
| IEPF | 2,34,379 | 0.29 |
| Trust | 7,719 | 0.01 |
| Foreign National | 1 | 0.00 |
| **Total** | **8,20,80,737** | **100.00** |

ii) According to number of equity shares held:

| | No. of Shareholders | | No. of Shares | |
|---|---|---|---|---|
| | Total | % | Total | % |
| 1 – 5000 | 4,30,512 | 99.42 | 1,71,06,244 | 20.84 |
| 5001 – 10000 | 1,306 | 0.3 | 23,37,730 | 2.85 |
| 10001 – 20000 | 623 | 0.14 | 22,47,928 | 2.74 |
| 20001 – 30000 | 186 | 0.04 | 11,46,642 | 1.40 |
| 30001 – 40000 | 106 | 0.02 | 9,70,022 | 1.18 |
| 40001 – 50000 | 35 | 0.01 | 3,95,108 | 0.48 |
| 50001 – 100000 | 109 | 0.03 | 19,15,853 | 2.33 |
| 100001 and above | 135 | 0.03 | 5,59,61,210 | 68.18 |
| **Total** | **4,33,012** | **100** | **8,20,80,737** | **100.00** |

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

8,20,23,594 equity shares i.e. 99.93% of the Company's shares are dematerialized as on 31st March, 2024. The Company's equity shares are actively traded on BSE and NSE.

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

**M) 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.

**UNIT-III**

Plot No. 34 & 35, Phase-1, Pashamylaram Village, Patancheru Mandal, Sangareddy District, Telangana State-502307, India..

**UNIT-IV**

Greenfield EV Manufacturing Facility under Construction on 150 Acres of Land situated at Near by Seetharampur, Chevella, Via Shabad Road, Hyderabad-509 217, Telangana.

**n) Address for Correspondence**

The Company Secretary
Olectra Greentech Limited
S-22, 3rd floor, Technocrat Industrial Estate, Balanagar, Hyderabad,
Telangana-500037.
Email id; cs@olectra.com

**o) List of all credit ratings obtained by the entity along with any revisions thereto during the relevant financial year** – During FY 2023- 24 no change in credit rating obtained from ICRA i.e A- stable and credit rating obtained from IND Ratings has been upgraded from A- stable to A-Positive.

## 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 2023-24, 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 part ies given below:

(Rs. in Lakhs)

| Particulars | March 31, 2024 |
|---|---|
| Statutory audit fee (including limited review) | 12.95 |
| Tax Audit Fee | 2.30 |
| **Total** | **15.25** |

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 2023-2024:

| Particulars | No. of Complaints |
|---|---|
| No. of Sexual Harassment Complaints as on 01st April, 2023 | Nil |
| No. of Sexual Harassment Complaints received during 2023-2024 | Nil |
| No. of Sexual Harassment Complaints not resolved to their satisfaction. | Nil |
| No. of Sexual Harassment Complaints pending as on 31st March, 2024. | Nil |
| **Total** | **Nil** |

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/.

n) Details of material subsidiaries of the listed entity; including the date and place of incorporation and the name and date of appointment of the statutory auditors of such subsidiaries: There are no Material Subsidiaries of the Listed Entity as on the date of this Report.

**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 results 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 2023-24 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 25th April, 2024 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 Suspense Escrow Demat account/unclaimed suspense account:

As on 31st March, 2024 shares in Suspense Escrow Demat Account and /or Unclaimed Suspense Account are Nil.

### Disclosure of certain types of agreements binding listed entities:

There are no such agreements falling under clause 5A of paragraph A of Part A of Schedule III of SEBI (LODR) regulations 2015.

**For and on behalf of the Board**

| | Sd/- | Sd/- |
|---|---|---|
| | **K.V. Pradeep** | **Rajesh Reddy Peketi** |
| Place: Hyderabad | Chairman & Managing Director | Director |
| Date: 29th August, 2024 | DIN: 02331853 | DIN: 02758291 |

# 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) 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 31st March, 2024 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. Laksmi Kumari Chintalapudi | 09023799 | Independent Director |
| 6. | Mr. Rajesh Reddy Peketi | 02758291 | Director |

Mr. Ch. Laxmi Rajam was resigned as Director w.e.f. 27th January, 2024.

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 Veeranjaneyulu**
Partner
CP NO. 6392, M No. F6121
UDIN: F006121F000759929

Place: Hyderabad
Date : 17th July, 2024

## 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 31st March, 2024 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.

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

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

Place : Hyderabad
Date : 25th April, 2024

## 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 2023-24.

**For Olectra Greentech Limited**

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

Place: Hyderabad
Date : 25th April, 2024

# 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, 2024 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 VCSR & Associates**
Company Secretaries

Sd/-
**Ch Veeranjaneyulu**
Partner
CP No. 6392, M No. F6121
UDIN: F006121F000759962

Place: Hyderabad
Date: 17th July, 2024

# MANAGEMENT DISCUSSION ANALYSIS AND BUSINESS OUTLOOK

## A) Electric Vehicles (E Buses and E Tippers)

### Industry Structure and Development

The United Nations has upgraded its growth forecast for India in 2024, now expecting the economy to expand by 6.9 percent. This positive adjustment reflects robust public investment and resilient private consumption within the country. Looking ahead to 2025, India's growth forecast remains optimistic at 6.6 percent, unchanged from the latest economic assessment.

Global Inflation is anticipated to decrease steadily, starting from 6.8 percent in 2023, dropping to 5.9 percent in 2024, and further declining to 4.5 percent in 2025 (Source: https://www.imf.org/en/Publications/WEO . This decline in inflation is expected to be supported by gradual reductions in core inflation, despite significant increases in central bank interest rates aimed at stabilizing prices. Overall, these projections suggest a favourable outlook for global economic stability and growth over the next few years, underscoring the resilience of the global economy amid various challenges.

The global community has heightened its awareness and have put across actionable targets which helps in arresting the injudicious carbon emissions which had adverse effects on the climate change. This commitment is evident through various efforts by governments and implementing agencies, underpinned by international agreements and treaties such as the Paris Agreement, UNFCCC, Kyoto Protocol, Vienna Convention, and Montreal Protocol. These agreements collectively aim to mitigate the environmental impacts of unchecked development practices and fossil fuel-dependent transportation systems, which trap heat in the atmosphere and exacerbate global warming's detrimental effects.

India, as a significant participant in these global treaties, has proactively implemented sustainable strategies to combat climate change. The country has expanded its renewable energy capacity significantly, with biomass power and bagasse cogeneration playing pivotal roles in its energy portfolio. India has also been active in promoting electric vehicles (EVs) for both public and private transportation sectors. This transition not only reduces carbon emissions but also addresses challenges related to fossil fuel scarcity. Recent data highlights India's strides in sustainable development: substantial increases in renewable energy generation, including notable growth in biomass and bagasse-based electricity production, and a growing fleet of electric buses and cars operating in Indian cities. These initiatives play a crucial role in reducing greenhouse gas emissions and improving air quality.

As India's economy continues to grow, the shift towards EVs is poised to revolutionize the automotive industry and transportation infrastructure. This transformation aligns with India's broader goals of environmental sustainability and economic growth, contributing significantly to global efforts to mitigate climate change and ensure a sustainable future for generations to come. The Indian automotive industry, currently ranked as the world's fifth largest, is expected to rise to third place by 2030.

Recognizing the unsustainability of continued reliance on traditional, fuel-intensive mobility solutions, at Olectra, we remain steadfast in our commitment to sustainable business practices. Our innovative products are meticulously designed to meet market demands while prioritizing environmental

friendliness and functionality. In line with this ethos, we introduced a versatile heavy-duty electric Tipper last year, which serves various applications.

## Outlook

By transitioning to electric vehicles, India intends to significantly reduce its carbon footprint by eliminating carbon dioxide and other harmful pollutants like nitrogen oxides and particulate matter, which contribute to air pollution and respiratory diseases. For large scale impact, the government of India though its various State Transport Undertakings has been promoting and shifting to electric bus fleet which is very much in line with the Niti Aayog's vision for adoption of electric vehicles. These electric buses produce zero tailpipe emissions, aligning with India's commitment to combat climate change. Moreover, as India invests more in renewable energy sources like solar and wind power, the environmental benefits of electric buses will further amplify, as they will get options for cleaner energy sources for its charging requirements. Embracing electric buses not only promotes sustainable urban mobility but also fosters cleaner and healthier cities for generations to come.

The Indian electric bus market witnessed a remarkable 75% growth in FY24 with 3,516 units compared to 2,006 units in FY23, key players including Olectra Greentech Limited emerged as the frontrunners in e-bus deliveries across India (Source: Vahan Portal).

The electric bus market in India generated USD 282.7 million in revenue in 2023 and is projected to grow at a robust Compound Annual Growth Rate (CAGR) of 18.2% from 2024 to 2030, reaching USD 905.4 million by 2030 (source: P&S Market Research). Many Indian cities and states are actively deploying electric buses for public transportation, supported by state-level electric vehicle (EV) policies. These policies offer incentives such as upfront subsidies for EV adoption, establishment of charging infrastructure, and exemptions from Motor Vehicle (MV) tax, registration fees, permit fees, and power tariff rebates for charging. Such comprehensive initiatives aim to accelerate the manufacturing and adoption of EVs on a larger scale nationwide.

State Transport Undertakings (STUs) across India have continued to embrace electric fleets, resulting in increased demand for electric buses. Olectra capitalized on this demand in fiscal year 2023-24, securing significant orders from STUs. Notably, Olectra along with its associate companies received the world's largest e-bus order from the Maharashtra State Road Transport Corporation (MSRTC) for 5,150 units and 2,400 (+ 25% variation) electric buses from Brihanmumbai Electric Supply and Transport Undertaking (BEST) in fiscal year 2023. As of 31st March, 2024, Olectra's electric bus order book had reached 10,969 units and is expected to rise with additional tenders in the pipeline.

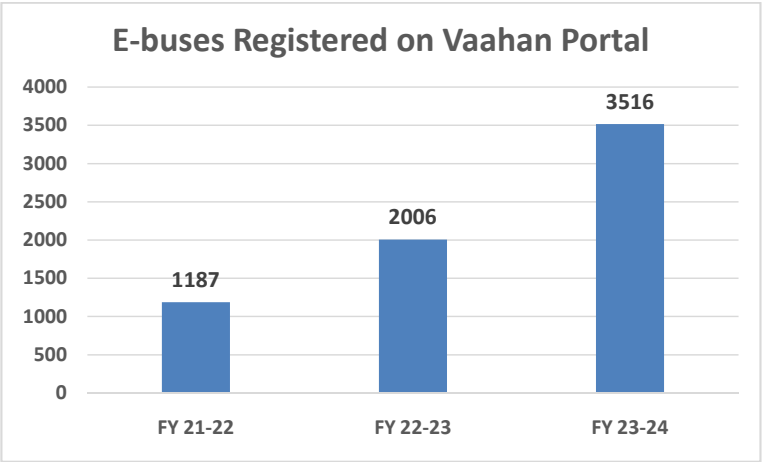
## Opportunities

India's urban population growth is driving increased reliance on public transport due to traffic conditions. Further, environmental awareness campaigns, supported by initiatives from environmental organizations, aim to promote zero-emission buses and reduce the carbon footprint, expectedly boosting production and sales of electric vehicles. These factors have been rising the demand for sustainable transportation systems including electric buses.

The Ministry of Heavy Industries has been playing a pivotal role and driving technological innovation through incentivizing such innovation initiative including innovations in electric vehicles and its associated businesses (like PLI initiatives) which not only contributes to economic growth but also results in job creation within the electric vehicle industry.

Efforts to electrify public transportation not only modernize fleets but also align with broader sustainability goals, promising a cleaner future for India's transportation landscape.

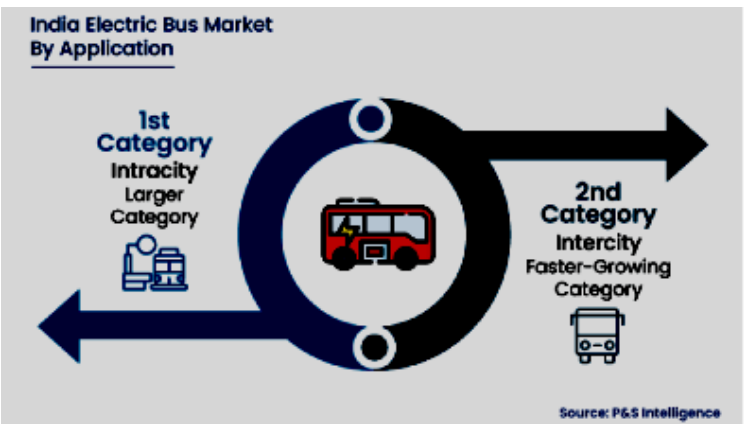
Looking ahead to 2030, State Transport Undertakings (STUs) are projected to require around 3.7 lakh buses, necessitating urgent infrastructure modernization. This includes replacing approximately 35,000 aged diesel buses with cleaner alternatives. Over the period the e-bus production and inclusion in the operational fleet has been increasing tremendously.




The number of electric buses in India continues to rise steadily, according to data from the Ministry of Road Transport and Highways' Vahan portal, This data as on 24th June, 2024. Note: this excludes Telangana.

Notably, 33 states and Union Territories have implemented EV policies, offering fiscal incentives like road tax exemptions and skill development initiatives.

CESL's National Electric Bus Program (NEBP) aims to deploy 50,000 e-buses by 2027, supported by an investment of INR 820 billion. The PM-eBus Seva Scheme (eBS), launched in December 2023 by the Ministry of Housing and Urban Affairs, includes a Payment Security Mechanism (PSM) to protect manufacturers against STU bill payment defaults. PM-eBS targets deploying 10,000 buses to enhance city bus operations and supports projects under 'Green Urban Mobility Initiatives' (GUMI) to complement bus services and reduce greenhouse gas emissions.



Several state governments, including Maharashtra, Gujarat, Tamil Nadu, Telangana, Delhi, Goa, and Karnataka, aim to transition their entire public bus fleets to electric vehicles. The development of long-range electric buses allows STUs to explore intercity electric routes.

India currently has approximately 2.04 million privately owned buses, highlighting significant potential for integrating sustainable transport solutions nationwide.

### Segment wise Performance

Public transport serves as the backbone of any thriving economy, and the adoption of electric buses for public mobility has gained significant traction across India. **Olectra Greentech Ltd. holds a prominent position in the Indian E-Bus market.** Our E-Bus range includes models like 7m, 9m, and 12m, including inter-city coach variants. The first of our E-Buses received homologation from the Automotive Research Association of India (ARAI) in 2017. **As of 31st March, 2024, approximately 1,695 of our E-Buses were operational on Indian roads, collectively covering more than 1 crore kilometers per month.**

Olectra has made significant advancements in bolstering its E-Bus technology and forging strategic financial collaborations in recent months. The increased battery range capacity opens up a realm of possibilities for the future of sustainable transportation which also means more of intra state mobility or longer range or operations in city.

Olectra's strong operational performance reflects its dedication to excellence, innovation, and customer satisfaction in the electric vehicle market. By maintaining robust technology, optimal operational efficiency, and prioritizing customer feedback, Olectra is well-positioned to capitalize on growth opportunities and sustain its leadership position in the rapidly evolving EV landscape.

**Based on the technological superiority Olectra has received various repeat orders from existing customers, including from:**

- Maharashtra State Road Transport Corporation (MSRTC).
- Brihanmumbai Electric Supply and Transport Undertaking (BEST).
- Pune Mahanagar Parivahan Mahamandal Limited (PMPML).
- Telangana State Road Transport Corporation (TSRTC).

Customer feedback mechanisms, including surveys, reviews, and customer support channels, provide valuable insights into product performance, service quality, and overall customer experience. Metrics such as Net Promoter Score (NPS), customer retention rate, and satisfaction surveys help Olectra measure and track customer satisfaction over time. High satisfaction metrics indicate strong customer loyalty, positive brand perception, and a competitive advantage in the market.

### Risks, Concerns and Threats

Olectra Greentech Limited encounters various risks, concerns, and threats, and we have implemented potential solutions:

**The GCC contracts face intense price competition.** Electric buses entail higher upfront costs compared to conventional buses, potentially deterring buyers and slowing market adoption. Olectra is putting continuous efforts in research and development and is building local ecosystem of suppliers who has a competitive price offering at the same time the procurement of goods are efficient, qualitative and safe, it is also adopting good industry practices

and process to optimize manufacturing processes and scale production also to achieve cost reduction over time.

**Ongoing international conflicts affect the supply of specific raw materials and components.** Electric buses rely on certain rare earth elements, and as demand for electric buses grows, and with suppliers of raw materials and components remaining unchanged, we are therefore tying up with additional suppliers (preferably local suppliers) to strengthen the supply chain ecosystem.

**Intensified competition from both domestic and international players may impact market share and exert downward pressure on prices.** Olectra differentiates itself through innovation, quality, and customer-centric solutions. Continual upgrades to product features, enhanced after-sales support, and fostering strong customer relationships mitigate competitive pressures and uphold market leadership.

**The complex technology of electric buses necessitates a skilled workforce for maintenance and repairs.** Olectra invests in training programs for offering competitive salaries and career growth opportunities to attract and retain skilled manpower. Additionally, leveraging digital tools for remote diagnostics and predictive maintenance optimizes operational efficiency.

By addressing these challenges with proactive strategies and innovative solutions, Olectra Greentech Limited effectively navigates the complexities of the electric bus industry in India, maintaining its market position and driving a sustainable growth.

## B) Insulators Industry Outlook

The power insulators industry, provides a vital component for the global electrical infrastructure has experienced a robust growth in the fiscal year 2023-24 which was driven by increased demand for reliable power transmission and distribution (T&D) infrastructure, rapid industrialization, technological advancements and significant investments in renewable energy projects. This report provides an in-depth analysis of market trends, key drivers, challenges, and future outlook for the power insulators business. Electric energy continues to be one of the most traded commodities and its demand has been surpassing the consumptions levels year after year considering its wide application and usage. India is the third largest producer of electricity in the world. The Indian national electric grid has an installed capacity of **442.0 GW** as of 31st March 2024 (Source: Public domain information of Installed Capacity of Indian Electric Grid). In the said installed capacity; **9,943 MW** was added during the current year i.e. 2023-24. (Source: press release by govt of India). The yet another witness to the increased demand in electricity was observed during this year wherein the peak demand increased by **12.7%** which amounts to 2,43,271 MW while in the previous year the peak demand was at 2,15,888 MW The national electricity plan 2022 prepared by the Central Electricity Authority ("CEA") says that the peak demand in energy would be at **272 GW and 1,852 Billion kWh** respectively in the fiscal year 2026–27. The peak demand and energy demand would be **363 GW and 2,459 Billion kWh** respectively in the fiscal year 2031–32 (Source: CEA on national electricity plan).

To continuously meet the inflated electricity demands; transmission lines are being developed and expanded to meet high load requirements, additionally new transmission and distribution lines are consistently being installed to cater larger catchment area. All these expansions and additions creates

higher demand for insulators. In line with the increased demand the Indian Insulator Industry has been continuously keeping pace with technological advancement that is occurring globally. To address varied applications, the industry has developed various range of insulators which includes 1200 kV which is currently the highest voltage range in the world. The insulator manufacturers have already supplied significant volumes of 765 kV insulators which is **more than 4 Million** in Indian market alone. In order to meet the country's growing demand for 1200kV insulators, all major domestic insulator manufacturers in India have also strived and built sufficient capacity for insulators. Indian manufacturers are not only catering to Indian market but they have been meeting demands from approximately 75 countries including European countries, USA, Africa, Asia and Latin America. This has proved the technological capabilities of our country in supplying high quality products.

The Indian electric insulator market is segmented based on material, category, application, voltage, end-user, and region. Ceramic/porcelain materials dominate the market due to their high insulation properties, while composite materials gain popularity for their lightweight and resistance to environmental factors. The power insulators industry in FY 2023-24 demonstrated resilience and growth amidst a dynamic market environment. With the ongoing advancements in technology and rising investments in power infrastructure, the industry is well-positioned to capitalize on emerging opportunities and navigate future challenges. Government is focusing on expanding and modernizing the power infrastructure which has resulted in significant investments in the power sector which further drives the demand for composite insulators.

## Outlook:

**India's Electric Insulator Market** size is valued to be approximately **US$ 438.6 Million** in 2024. The Global Electric Insulator Market is projected to reach US$ 20.8 Billion by 2033, growing at a CAGR of **5.2%** from 2024 to 2033 while the Indian market is expected to reach **US$ 844.3 Million** by 2033, at a CAGR of **6.59%** during the period 2024 – 2033 (Source: https://www.custommarketinsights.com/: India Electric Insulator Market 2024-2033) customermarketinsights.com).

The Composite Insulators global market was valued at **US$ 2.4 Billion** in 2023 and is anticipated to reach **US$ 4.4 Billion** by 2033, with a CAGR of **6.9%** from 2024-2033 (Source: https://www.gminsights.com/: Composite Insulators Market).

The outlook for the power insulators industry remains optimistic, with projected growth driven by technological advancements, increasing demand for reliable power supply, and significant infrastructure investments. The Indian composite insulators market is poised to experience a growth rate of over **6.5%** till 2032, on account of the increasing need to overcome transmission breakdown and mitigate environmental pollution (Source: gminsights.com).

## Opportunities

The Insulator market offers significant opportunities, especially in infrastructure development and rural electrification. Initiatives like the Saubhagya Yojana and government's focus on renewable energy integration has created a surge in the demand for electric insulators. Programs like the National Electricity Plan (NEP) 2021 and the Integrated Power Development Scheme (IPDS) have resulted in significant investments in power infrastructure including, transmission and distribution lines.

The ongoing development of smart grid infrastructure presents significant growth opportunities for manufacturers of advanced insulators. Many of the current insulators are nearing the end of their life span and will require replacement or upgradation as per the present requirement which will create additional demand for insulators.

Expanding renewable energy projects, particularly in wind and solar power, require reliable T&D systems, boosting the demand for high-performance insulators. Composite insulators being constructed from a combination of materials, including silicon rubber and FRP. These have great mechanical strength and excellent electrical insulating qualities. The lightweight nature of composite insulators is another factor driving demand for them. Considering composite insulators perform better in adverse condition, demand for such insulators is on the rise, also it may be considered as the first line of choice for the replacement opportunities for insulators which needs to be decommissioned in the due course upon completion of their lifespan.

The expanding EV market is offering lucrative growth opportunities to the overall market. As a paradigm shift in public mobility, electric vehicles have come up with a sustainable and environment friendly option, for these vehicles to be charged, there has been a huge demand in upgrading and enhancing the charging stations, this is one of the other big reasons in expansion and erection of additional transmission lines and in turn creates a demand for more insulators. Electric insulators play a critical role in EV charging stations by ensuring safe and efficient transmission of electricity from the grid to the vehicle.

## Risks, Concerns and Threats

**Raw Material Price Volatility and Supply Chain Disruptions;** Pricing pressures and cost sensitivity pose challenges, with factors like high costs, economic uncertainties, and supply chain disruptions affecting market growth. Rapid changes in the prices of raw materials (Silicon Rubber, Resin, Glass, Steel, Aluminium) would have a significant impact on the production of electric insulators. The prices of the raw materials used for manufacturing insulators are highly volatile and fluctuate frequently. This variation in the prices and supply chain disruptions can be attributed to the by geopolitical tensions and the post-Covid-19 impacts. In furtherance, margins are getting adversely effected due to inflationary trends and slow pace of implementation of EPC contracts.

To mitigate this challenge, we, at Olectra are constantly developing alternate vendors in India and abroad to address the volatility in price and consistent supplies within required timelines. We are undertaking various research and development initiatives to develop alternative materials with the help of other market players and vendor ecosystems.

Quality concerns with inferior product quality undermine trust and reliability in power transmission networks. The electric insulator market includes both organized and unorganized players. The organized players mainly target industrial buyers and maintains high product quality, while players in the unorganized players provide sub-standard alternatives to increase their market presence and penetrate local markets. Leading market players are facing stiff competition from unorganized market players, who supply sub-standard and low-quality products and overpower the organized players in terms of price competitiveness and the local supply networks maintained by them. The growth in electric insulator sales in the grey market degrades the brand names and reduce the opportunities for the organized players to increase their revenues / market shares.

We are working with major utilities like Powergrid to strengthen the product quality norms to reduce the challenges from the grey market.

We have been campaigning and sensitising our customers for the need of qualitative insulators over substandard and inferior insulators considering the service life of quality insulator, we have been advocating and educating the users that qualitative insulators and its significant advantages in terms of performance and efficiency, while they may come with a bit higher initial purchase cost compared to traditional insulators. However, the long-term benefits and the overall cost savings they can provide by minimizing maintenance and ensuring reliable operation in high-voltage applications. This cost-benefit analysis is increasingly influencing the decision-making process in the insulator market, where the focus is not just on upfront expenses but also on the total cost of ownership over the product's lifespan.

### Segment Wise Performance

Olectra is one of the largest manufacturers of composite insulators in India. Our design, development and manufacturing process of composite insulators have proven its capacity to meet the dynamic requirements of customers giving a competitive advantage over other insulator manufacturers.

Our high-quality Composite insulators provide a reliable and efficient solution for transmitting high-voltage power over long distances with minimal power loss. Their resistance to environmental factors such as UV radiation and extreme temperatures ensures their longevity and reliability in renewable energy projects. Based on the good operational performance Composite insulators are well accepted in Indian market, we also have a small market share in the USA, Africa and Asian region and our insulators are well accepted in these countries as well, this gives us an impetus to expand our insulator business in the other international markets.

During the year under review, the performance of insulators segment has witnessed with superior growth in spite of numerous challenges including Raw Material Price Volatility, Supply Chain Disruptions, entry of new players, dollar fluctuations and variation in margins etc.. During the financial year 2023-24, the Company was able to record a net turnover of Rs 14,297.12 Lakhs against Rs. 12,381.50 Lakhs for the financial year 2022-23 from the Insulators segment.

## C) Discussion on Financial Performance and Operational Performance;

The net sales of the Company were Rs. 1,11,397 Lakhs in FY 2023-24 against the Rs. 1,13,440.67 Lakhs in FY 2022-23. The Company's net profit was Rs. 7,364 Lakhs for FY 2023-24 as compared to Net Profit of Rs. 7,070.28 Lakhs for the FY 2022-23. This was due to lower number of e- bus deliveries and increase in their operational performance

### 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 recognizes the importance and contribution of human resources for its continued growth and development. As on 31st March, 2024, the Company has a total strength of 441 permanent 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 | Formula used | Standalone | | Change (%) | Reasons for Change |
|---|---|---|---|---|---|
| | | FY 2023-24 | FY 2022-23 | | |
| Interest Coverage Ratio | EBIT/Finance cost | 3.34% | 3.92% | -14.80% | The decrease on account of increase in Finance cost due to increase in interest rates and higher utilisation of working capital limits. |
| Debt service coverage ratio | Earnings available for debt service (i.e PAT+ Depreciation+ Interest+ Loss on sale of assets) / Debt service (Interest+Principal repayment during the year | 16.34% | 1.68% | 874.37% | The DSCR has been improved during current financial year as in the previous financial year the company has repaid loan of Rs.49 Crs v/s Rs.5.06 Crs in the current financial year. |
| Debtors Turnover Ratio | Revenue from operations / average Receivables | 1.95% | 2.28% | -14.47% | The decrease in trade receivables turnover ratio during current financial year due to increase in average trade receivables as compared to previous financial year. |
| Operating Profit Margin (%) | EBITDA / Revenue from operations | 15.08% | 13.10% | 15.11% | The increase in operating profit ratio during current financial year due to better operating margins in current financial year as compared to previous financial year. |
| Net Profit Margin (%) | Net profit after taxes / Revenue from operations | 6.61% | 6.23% | 6.10% | The increase in net profit ratio during current financial year due to better operating margins in current financial year as compared to previous financial year. |

| Financial Ratio | Formula used | Standalone | | Change (%) | Reasons for Change |
|---|---|---|---|---|---|
| | | FY 2023-24 | FY 2022-23 | | |
| Debt Equity Ratio | Borrowings (Current + Non-current)/Total equity | 0.06% | 0.08% | 21.86% | The movement in Debt-Equity ratio due to repayment of term loan / decrease in working capital and increase in other equity due higher profits during the current financial year compared to the previous financial year. |
| Return on Networth | Net profit after taxes / Average total equity | 8.33% | 8.68% | -4.03% | The decrease in return on equity during current financial year is due to change in average equity as compared to previous financial year. However, PAT has improved as compared to previous year. |

## 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.

*Annexure-7*

**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 Laksmi Kumari | Not Applicable |
| Mr. Chilappagari Laxmi Rajam* | Not Applicable |
| Mr. Peketi Rajesh Reddy | Not Applicable |
| **Whole Time Directors** | |
| Mr. K. V. Pradeep | 74.86:1 |

*Mr. Chilappagari Laxmi Rajam, has resigned effective from 27th January, 2024 as Non-Executive & Non -Independent Director

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

**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 | Nil |
| Mr. B. Sharat Chandra | Chief Financial Officer | 8% |
| Mr. P. Hanuman Prasad | Company Secretary | 20% |

**c) The percentage increase in the median remuneration of employees in the Financial Year:** 16.09%

**d) The number of permanent employees on the rolls of the Company as on 31st March, 2024:** 441

**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;** 11.90% & 9.30% respectively

**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 VEHICLE DIVISION

### 1. CONSERVATION OF ENERGY

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

Your Company is recognised as the pioneer of Electric Buses and has been striving to bring unapparelled experience to the commuters and to have a higher customer reach it has been successfully operating in the public mobility. Its tippers have been contributing to greener environment by meeting the transportation and heavyduty requirements of the infrastructure industries. We are consistent in driving various innovative & sustainable initiatives in our manufacturing plant to conserve energy. Few of such improvements are listed below:

- High energy efficient DGs and equipment has been deployed for our manufacturing requirements
- Pneumatic line has been refurbished and replacement for its damaged spares have been undertaken for arresting of leakages which has resulted in effective running & cut-off of Air compressor.
- Adopted to timers in DG area to save energy during non-working hours.

We have implemented cloud-based data monitoring system to monitor power consumption for our Electric vehicles fleet. which helps in identifying power losses in different business segments and help us in overall data mapping on performance of the fleet in terms of energy consumption. Additionally, the Company evaluating deployment of 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.

We have been sensible and judicious in our energy consumption in all our manufacturing processes and we are constant in reviewing and identifying opportunities for energy optimisations and reduction in consumptions even if the conservation outcome has a small number.

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

- Lean manufacturing system & process improvements were initiated and implemented which has resulted in energy savings due to improved flow and efficiency in manufacturing processes.
- In addition to the above we are exploring further reduction in energy consumption through
- Technical evaluation - Controlled usage of both the paint-booth (Primer & Top-coat).
    - Productivity Improvement by eliminating the all painting related NVA activities.
    - Reduced unwanted running of paint booth by accumulating the vehicles in the stipulated time of productivity.

- Operational evaluation - Improved the productivity of 15% from compared to previous FY 2022-23
  - Productivity increased by doing linear time study, MET (Men Engagement Time) has been improved to 75% from 60%
  - Continuous review & follow-ups of the material's, Improved the productivity & reduced short fitment's and thereby additional working hours has been reduced.
  - By continuous review and implementing 'Q-gate' & reduced re-works by improving FTR (first time right).
- Economic evaluation

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

While the production has increased significantly in the FY 2023-24 the energy consumption has been curtailed below the proportionate level, hence there is significant improvement & benefits in terms of revenue / power consumption ratio.

### iv) Consumption of Energy Particulars for manufacturing

| Electricity Purchased | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **A. Purchased** | | |
| Units – KWH | 9,01,997 | 11,33,125 |
| Total Amount-In Rupees | 99,28,896 | 1,19,58,417 |
| Rate/Unit-In Rupees | 11.01 | 10.55 |
| **B. Own Generation through Diesel Generator** | | |
| Units-KWH | 9,926.7 | 16,500 |
| Total Amount-In Rupees | 2,48,167.5 | 3,67,500 |
| Rate/Unit-In Rupees | 25.00 | 22.27 |

## 2. TECHNOLOGY ABSORPTION

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

New product portfolio development and localization is given major focus and significant progress has happened in the same direction.

- The company has also developed alternative EV bus platforms for the existing platforms, that includes 7.6 meters (luxury) and 12 meters (certification completed), and has commenced mass production activities for these models.
- As part of company's long-term vision to maximise the local content in the vehicles, a dedicated team is formed with in R&D to work on various localization projects
- We are currently engaged in the in-house design and development of a ladder chassis for a 9-meter city bus, tailored to meet all Indian standards. Testing and Homologation are in the process.
- We have localized an EV tipper in India, utilizing all available local suppliers. Testing and Homologation are in the process.

- Localization of integral bus chassis frames for 9m and 12m models has been completed, and they are poised for production with CKD parts. Prototypes incorporating locally developed mechanical parts are currently undergoing validation and homologation is in the process.

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

Initiatives taken in the last FY has resulted in significant value add to the company's product offering to the Indian customers.

- Through the development and certification of new platform bus products, our company has created cost-effective solutions to effectively compete in the challenging Indian EV bus segment. Delivered a fleet of 100vehicles of 9-meter electric buses on an alternative platform.
- Our Alternative platform for E-Buses offers several benefits. It enhances sustainability by reducing carbon emissions and dependence on fossil fuels. Additionally, it promotes energy efficiency and lowers operational costs over the long term.
- RMC on tipper platform is expected to revolutionize the concrete industry by introducing electric propulsion technology, aiming to enhance operational efficiency and significantly reduce carbon emissions compared to traditional diesel-powered RMC vehicles

### iii) Future Plan of Action:

As the Company plans to improve the existing product and processes. Below are the few to quote examples of new R&D projects under progress at various stages of development:

- Localizing power electronics components such as batteries, High Voltage Distribution Boxes (HVDB), motors, and related technologies is a strategic initiative that holds significant promise for enhancing automotive manufacturing and sustainability.
- Development of School bus and staff bus models for low range usage by customers
- We are developing a 4x2 EV tractor trailer capable of handling a Gross Combination Weight of 55 tons for long-haul applications on highways. This platform also holds potential for use in tip-trailer, steel coil carrier, cement bulker carrier, and other applications.
- We are currently engaged in developing a local battery recycling vendor specifically for lithium-ion phosphate batteries. This strategic initiative aims to establish a robust and sustainable solution for recycling these batteries, which are increasingly used in various applications including electric vehicles and energy storage systems.

The above-mentioned R&D initiatives the company stands with its ideation and capability to explore & provide new customer experiences by providing advanced products options & systems to our customer(s)

## B) INSULATOR DIVISION

### 1. CONSERVATION OF ENERGY

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

a) By utilizing the production machineries efficiently, during the FY 23-24 we were able to achieve a higher turnover (by 15%) as compared to FY22-23 In additional with effective production schedule the power consumption per unit for compound production has been reduced.

b) We have maintained the Power factor at optimal level and there was no power loss observed.

c) We have focused on preventive maintenance to improve the efficiency of utilities and machineries.

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

We have installed one 50Hp compressor in place of 2 Compressors of 55Hp capacity.

We are planning Higher Capacity Molding Machines to increase production output which will reduce the power consumption.

We are also planning to procure multi cavity mold to increase the machine efficiency and production output.

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

The energy conservation measures taken during the FY 23-24 helped in optimising the use of energy which not only increased the efficiency but also lowered use of energy per insulator.

#### iv) Consumption of Energy Particulars

| Electricity | FY 2023-24 | FY 2022-23 |
|---|---|---|
| **B. Purchased** | | |
| Units–KWH | 42,47,011 | 32,27,388 |
| Total Amount-In Rupees | 3,83,90,959 | 2,92,16,868 |
| Rate/Unit-In Rupees | 9.25 | 9.05 |
| **B. Own Generation through Diesel Generator** | | |
| Units–KWH | 20,276 | 19,745 |
| Total Amount-In Rupees | 6,62,118 | 6,59,309 |
| Rate/Unit-In Rupees | 33.7 | 33.1 |

## B) TECHNOLOGY ABSORPTION:

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

As a continued Research and Development of the Company certain activities were undertake to optimize the productivity and performance. The designs of Insulators have been optimized for 765KV for improvement in quality & performance, standardization and value engineering.

The Company also worked on new compositions for compound and FRP to achieve better quality as well as achieving cost effectiveness.

New product range has been developed for catering to the PGCIL insulators requirements which includes 400 kV Cross Arms, 500 kV Composite Insulators, the Company also came up with 1.5" 5 shed Insulators for Exports.

As a part of the new product development your company has developed FRP Products like GFRP Manhole, Battery Cover E-buses and portable restroom which has its unique applications in certain segments and has come up as a better alternative in the day to requirements in general applications.

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 are capable of meeting the specific requests of our customers

ii. the Company was able to come up with Improved quality and cost-effective Products.

iii. Raw-material consumption has been optimised.

### iii) Future Plan of Action:

i. The Company plans to improve the existing processes to take value engineering projects.

ii. This Financial Year Company is in plans to start GFRP Rebar and Manhole Cover Production.

iii. Development of Solid Core and Hollow Core Composite Insulators.

## C. FOREIGN EXCHANGE EARNINGS AND OUTGO

(Rs. In lakhs)

| Particulars | 2023-24 | 2023-23 |
|---|---|---|
| a) Value of Imports on CIF Basis | | |
| • Raw Materials | 15,996.20 | 10,084.82 |
| • Capital Goods | 117.08 | 51.59 |
| b) Expenditure in Foreign Currency | | |
| • Travelling Expenses | 41.45 | 19.28 |
| • Others | 9.95 | 0.00 |
| c) Earnings in Foreign Currency (on receipt basis) | | |
| • Export of Goods (FOB Basis) | 3,975.01 | 3,424.04 |
| • Deemed Exports | 318.95 | 403.20 |

*Annexure-9*

# BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT FY 2023-24

**BRSR Overview**

| | |
|---|---|
| **Section A** | General Disclosures |
| **Section B** | Management and Process Disclosures |
| **Section C** | Principle-wise Performance Disclosure |
| **Principle 1** | Businesses should conduct and govern themselves with integrity and in a manner that is ethical, transparent, and accountable |
| **Principle 2** | Businesses should provide goods and services in a manner that is sustainable and safe |
| **Principle 3** | Businesses should respect and promote the well-being of ALL employees, including those in their value chains |
| **Principle 4** | Businesses should respect the interests of and be responsive to ALL their stakeholders |
| **Principle 5** | Businesses should respect and promote human rights |
| **Principle 6** | Businesses should respect and make efforts to protect and restore the environment |
| **Principle 7** | Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent |
| **Principle 8** | Businesses should promote inclusive growth and equitable development |
| **Principle 9** | Businesses should engage with and provide value to their consumers in a responsible manner |

## SECTION A: GENERAL DISCLOSURES

### I. Details of listed entity

| | | |
|---|---|---|
| **1** | **Corporate Identity Number (CIN) of the listed entity** | L34100TG2000PLC035451 |
| **2** | **Name of the listed entity** | Olectra Greentech Limited (Olectra or the Company) |
| **3** | **Year of Incorporation** | 11th October, 2000 |
| **4** | **Registered office address** | S-22, 3rd Floor, Technocrat Industrial Estate, Balanagar, Hyderabad-500 037, Telangana, India |
| **5** | **Corporate address** | S-22, 3rd Floor, Technocrat Industrial Estate, Balanagar, Hyderabad-500 037, Telangana, India |
| **6** | **E-mail** | info@olectra.com |
| **7** | **Telephone** | +91-40-46989999 |
| **8** | **Website** | www.olectra.com |
| **9** | **Financial year for which reporting is being done** | April 01, 2023 – 31st March, 2024 |
| **10** | **Name of the Stock Exchange(s) where shares are listed** | BSE Limited<br>National Stock Exchange of India Limited |
| **11** | **Paid-up Capital (Rs. lakhs)** | 3283.23 |
| **12** | **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries in the BRSR report** | Mr. K.V. Pradeep, Chairman & Managing Director<br>Telephone Number: 040-46989999<br>E-mail ID: info@olectra.com |

| | | |
|---|---|---|
| 13 | **Reporting boundary** | The disclosures under this report are made on a Standalone basis. |
| 14 | **Name of assurance provider** | This does not apply to the Company in the current year. Olectra will undertake assurance in the coming few years. |
| 15 | **Type of assurance obtained** | This does not apply to the Company in the current year. Olectra will undertake assurance in the coming few years. |

## II. Products/services

### 16. Details of business activities (accounting for 90% of the turnover):

| S. No. | Description of Main Activity | Description of Business Activity | % Of Turnover of the entity |
|---|---|---|---|
| 1 | Electric Vehicles | Manufacturing, operations & annual maintenance of Electric Buses and Trucks | 87.17% |
| 2 | Power Insulators | Manufacturing of Polymer Insulators | 12.83% |

### 17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

| S. No. | Product/Service | NIC Code | % Of total Turnover contributed |
|---|---|---|---|
| 1 | Electric Vehicles | 2910 | 87.17% |
| 2 | Power Insulators | 2610 | 12.83% |

## III. Operations

### 18. Number of locations where plants and/or operations/offices of the entity are situated:

| Location | Number of plants | Number of offices | Total |
|---|---|---|---|
| National | 4 | 1 | 5 |
| International | 0 | 0 | 0 |

### 19. Markets served by the entity

#### a) Number of locations

| Locations | Number |
|---|---|
| National (No. of States) | E-Vehicles – 11<br>Insulators – Pan India |
| International (No. of Countries) | E-Vehicles – 01<br>Insulators – 01 |

#### b. What is the contribution of exports as a percentage of the total turnover of the entity?

The contribution of exports as a percentage to the total turnover of Olectra stands at 3.81%

#### c. A brief on types of customers

Olectra serves a broad range of customers across the E-Vehicles segment and the Composite Insulator segment. The customer range for the two segments are as follows:

- E-Vehicles: State and Central Government bodies spread across Indian cities such as Pune, Hyderabad, Mumbai, Ahmedabad, Silvassa, Nagpur, Surat, Tirupati, Cochin, Kullu, Panjim, and Dehradun.
- Composite Insulator: State and Central Power generation and distribution corporations, private power generation companies and multinational infrastructure companies, located in India, the United States, Nigeria, Mozambique, Kenya, and Zambia.

## IV. Employees

### 20. Details as at the end of the Financial Year:

### a. Employees and Workers (including differently abled):

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B / A) | No. (C) | % (C / A) |
| | **EMPLOYEES** | | | | | |
| 1. | Permanent (D) | 441 | 434 | 98.41% | 7 | 1.59% |
| 2. | Other than Permanent (E) | 203 | 201 | 99.01% | 2 | 0.99% |
| 3. | Total employees (D + E) | 644 | 635 | 98.60% | 9 | 1.40% |
| | **WORKERS** | | | | | |
| 4. | Permanent (F) | 51 | 49 | 96.08% | 2 | 3.92% |
| 5. | Other than Permanent (G) | 844 | 809 | 95.85% | 35 | 4.15% |
| 6. | Total workers (F + G) | 895 | 858 | 95.87% | 37 | 4.13% |

### b. Differently abled Employees and workers:

| S. No. | Particulars | Total (A) | Male | | Female | |
|---|---|---|---|---|---|---|
| | | | No. (B) | % (B/A) | No. (C) | % (C/A) |
| **DIFFERENTLY ABLED EMPLOYEES** | | | | | | |
| 1. | Permanent (D) | NIL | | | | |
| 2. | Other than Permanent (E) | | | | | |
| 3. | Total differently abled employees (D + E) | | | | | |
| **DIFFERENTLY ABLED WORKERS** | | | | | | |
| 4. | Permanent (F) | NIL | | | | |
| 5. | Other than permanent (G) | | | | | |
| 6. | Total differently abled workers (F + G) | | | | | |

### 21. Participation/Inclusion/Representation of women

| Particulars | Total (A) | No. and percentage of Females | |
|---|---|---|---|
| | | No. (B) | % (B / A) |
| Board of Directors | 6 | 2 | 33.33% |
| Key Management Personnel | 3 | 0 | 0 |

Note: Chairman & Managing Director is covered under both Board of Directors and Key Management Personnel

### 22. Turnover rate for permanent employees and workers

| Particulars | FY 2023-24 | | | FY 2022-23 | | | FY 2021-22 | | |
|---|---|---|---|---|---|---|---|---|---|
| | Male | Female | Total | Male | Female | Total | Male | Female | Total |
| Permanent Employees | 35.0% | 0.0% | 35.0% | 35.0% | 0.0% | 35.0% | 63.1% | 1.2% | 64% |
| Permanent Workers | 5.1% | 0.0% | 5.1% | 93.1% | 0.0% | 93.1% | 25.0% | 0.0% | 25% |

## V. Holding, Subsidiary, and Associate Companies (including joint ventures)

### 23. (a) Names of holding/subsidiary / associate companies / joint ventures

| S. No. | Name of the holding/ subsidiary/associate companies/ joint ventures (A) | Indicate whether holding/ subsidiary/ associate company/ joint venture | % of shares held by / in listed entity | Does the entity indicated at column A participate in the Business Responsibility initiatives of the listed entity? (Yes/No) |
|---|---|---|---|---|
| 1 | MEIL Holdings Limited | Holding | 50.02% | No, the Holding, Subsidiary, and Associate Companies do not participate in the Business Responsibility initiatives of Olectra.<br>However, the Company ensures that all its subsidiaries are informed about initiatives undertaken and processes implemented by Olectra to be a responsible and sustainable organization. Olectra also encourages its subsidiaries to participate in activities that create shared value for the planet, people and the economy. |
| 2 | Evey Trans (GTC) Private Limited | Subsidiary | 51% | |
| 3 | Evey Trans (SIL) Private Limited | Associate | 26% | |
| 4 | Evey Trans (UJJ) Private Limited | Associate | 34% | |
| 5 | Evey Trans (JAB) Private Limited | Associate | 26% | |
| 6 | Evey Trans (BLR) Private Limited | Associate | 26% | |
| 7 | Evey Trans (MHS) Private Limited | Associate | 26% | |
| 8 | Evey Trans (SMC) Private Limited | Associate | 26% | |
| 9 | Evey Trans (TEL) Private Limited | Associate | 26% | |
| 10 | Evey Trans (MSR) Private Limited | Associate | 34% | |
| 11 | SSISPL OGL BYD Consortium | Joint Venture (JV) | 100% | |

## VI. CSR Details

**24. (i) Whether CSR is applicable as per Section 135 of Companies Act, 2013:** Yes, CSR is applicable as per section 135 of Companies Act,2013

**(ii) Turnover (in Rs. Lakhs):** 111,397.16

**(iii) Net worth (in Rs. Lakhs):** 91,916.57

## VII. Transparency and Disclosures Compliances:

### 25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

| Stakeholder group from whom complaint is received | Grievance Redressal Mechanism in Place (Yes/No) (If yes, then provide web-link for grievance redress policy) | FY 2023-24 Current Financial Year | | | FY 2022-23 Previous Financial Year | | |
|---|---|---|---|---|---|---|---|
| | | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks | Number of complaints filed during the year | Number of complaints pending resolution at close of the year | Remarks |
| Investors (other than shareholders) | Yes, the Company has a mechanism for investors to report mechanism through https://olectra.com/investor-grievances/ | NIL | | - | NIL | | - |
| Communities | Yes, the Company's Whistle Blower Policy serves as a grievance redressal platform for Employees, Directors of the Company and other external stakeholders associated with the Company to report concerns or complaints on policy violations and to freely communicate their concerns about illegal or unethical practices.<br>https://olectra.com/wp-content/uploads/Whistle-Blower-Poliy.pdf | | | | | | |
| Shareholders | | | | | | | |
| Employees and workers | | | | | | | |
| Customers | | | | | | | |
| Value Chain Partners | | | | | | | |
| Other (Please specify) | | | | | | | |

The Company being a listed entity has in place the Stakeholders Relationship Committee constituted as per the provisions of Regulation 20 of SEBI (LODR) Regulations, 2015. This Committee must meet every quarter to address stakeholder issues.

Stakeholders having any issues with the Company, or its Management can reach out to the Management through an email (info@olectra.com) or in case of any insufficient or no response from the Management, they may raise a complaint on SEBI's SCORES platform or may reach out to the Registrar and Transfer agents (RTA) of the Company. Also, the Company every quarter-upon declaration of financial results ensures that all stakeholders are provided an opportunity to raise their concerns on the business or any other conduct of the Company. They can also enquire about the Company's future and the status of ongoing projects. They are also intimated on the schedule of calls and are provided access to audio recordings, transcripts, and presentations. This can be accessed by the public at large within the timelines specified under the SEBI (LODR) Regulations, 2015. Generally, the Company within 24 hours of receipt of any query or concern from the stakeholders - responds and resolves it. Complaints raised against the Company are resolved within a reasonable time in the best interest of the stakeholders and the Company.

Also, at every Stakeholder Relationship Committee meeting, the status of complaints received, resolved and pending from both the RTA and SCORES platforms is presented to the Committee members for their review. During this reporting period, zero complaints are outstanding across stakeholders (i.e., investors, employees, customers, etc.).

## 26. Overview of the entity's material responsible business conduct issues

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 1 | Corporate Governance | Opportunity | Corporate Governance is crucial to ensure that the Company is managed to meet stakeholders' needs and create a positive impact on the planet, people, and economy. Through a best-in-class management approach and impactful decision-making, we can spearhead our sustainability journey, reduce costs and work towards holistic growth. | The Company has undertaken the following initiatives to ensure robust governance:<br>• Formulated Company Code of Conduct<br>• Conducts familiarization programs for Board of Directors and Key Managerial Personnel<br>• Conducts Board effectiveness reviews | Positive |
| 2 | GHG Emissions | Opportunity | Managing GHG emissions presents the Company with an opportunity to optimize costs, meet customer needs, attract sustainability-driven investors, improve company ratings, reduce climate-related risks, and mitigate negative impacts on the environment. | The Company has undertaken the following initiatives to minimize emissions:<br>• Annual GHG Inventorisation<br>• Invests in energy-efficient technologies<br>• Plans to transition to renewable energy sources<br>• Monitors power consumption of the Electric vehicle fleet | Positive |

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 3 | Employee Retention & Wellbeing | Opportunity | Human capital is one of the most valuable resources to tap the perennial growth of the business. The success of any business depends on maintaining positive relationships with its employees. By prioritizing employee attraction, well-being, and engagement, the Company can create a workplace where individuals thrive, and sustainability efforts flourish. | The Company has undertaken the following initiatives to ensure employee retention and well-being:<br>• Formulated internal policies for employee well-being related to participation, freedom, gender equality, a good environment and a harassment-free workplace<br>• Formulated a Remuneration Policy<br>• Building a diverse and inclusive work culture | Positive |
| 4 | Business Conduct & Ethics | Opportunity | The highest standards of ethical business conduct ensure that employees and other stakeholders follow and carry out business activities with honesty and integrity. This is crucial to foster trust among the stakeholders and public.<br>Moreover, violations of the code of conduct present significant risks to the Company, including damage to reputation, legal liabilities, and financial implications. Such breaches may result in diminished trust among stakeholders, regulatory penalties, litigation, and erosion of brand equity, thereby affecting overall business performance and profitability. | The Company has undertaken the following initiatives to ensure ethical business conduct:<br>• Formulated Company Code of Conduct<br>• Established Whistle Blower Mechanism<br>• Monitors policy violations | Positive |
| 5 | Occupational Health & Safety | Opportunity | Employee health and safety represents a critical risk area for the Company, given the potential for workplace accidents, injuries, and illnesses. Neglecting these issues could result in reduced productivity, higher insurance costs, legal exposure, and harm to the Company's reputation. This makes it critical for companies to adopt best-in-class health and safety practices to increase staff productivity, well-being and morale. | The Company has undertaken the following initiatives to provide a safe, secure and healthy workplace:<br>• Established safety committee<br>• Internationally accredited Occupational Health and Safety Management System (OHSMS)<br>• Robust Hazard Identification, Risk Assessment and Incident Investigation<br>• Provision of comprehensive health and accident insurance | Positive |

| Sl. No. | Material issue identified | Indicate whether risk or opportunity (R/O) | Rationale for identifying the risk/opportunity | In case of risk, approach to adapt or mitigate | Financial implications of the risk opportunity (Indicate positive or negative implications) |
|---|---|---|---|---|---|
| 6 | Waste Management | Opportunity | Poor waste management practices can lead to environmental pollution, regulatory violations, and damage to reputation. Effective waste management such as adopting the 3R's principles (Reducing, Reusing and Recycling) is essential to improve operational efficiency, ensure resource efficiency and minimise environmental harm while maintaining a safe and healthy workplace. This ensures regulatory compliance and reduction in environmental pollution. | The Company has undertaken the following initiatives to ensure resource efficiency:<br>• Adopting 3R's principles<br>• Segregates waste for reuse or recycling<br>• Ensures safe sorting, storage, and disposal of hazardous waste<br>• Disposes waste through authorized recyclers | Positive |
| 7 | Training & Development | Opportunity | Through comprehensive training and development programs, employees are empowered to embrace sustainability principles, innovate, and drive positive change within our organization and beyond. This ensures skill upgradation and career growth while boosting workplace engagement and relationships. | The Company has undertaken the following initiatives to ensure skill upgradation:<br>• Addresses skill upgradation through regular training programs and assessments<br>• Conducts periodic performance reviews | Positive |
| 8 | Opportunity in Clean Technology | Opportunity | With increasing need to transition to sustainable transportation domestically and globally, this presents the Company with a n opportunity to invest in technology to innovate, research and develop environment friendly products which provides a competitive edge and positively impacts the demand for our products. | The Company has undertaken the following initiatives to transition to clean technology:<br>• Acquiring technical know-how for localized manufacturing of chassis<br>• Focusing on state-of-the-art green product development | Positive |

## SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

| Disclosure Questions | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---|---|---|---|---|---|---|---|---|---|
| **Policy and management processes** | | | | | | | | | |
| 1. a. Whether your entity's policy/ policies cover each principle and it's core elements of the NGRBCs. (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| b. Has the policy been approved by the Board? (Yes/No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| c. Web Link of the Policies, if available | • Whistle Blower Policy: https://olectra.com/wp-content/uploads/WhistleBlower-Poliy.pdf<br>• Code of Ethics: https://olectra.com/code-of-ethics/<br>• CSR Policy: https://olectra.com/wp-content/uploads/OlectraCSR-policy-1.pdf<br>• Determination of Materiality Policy: https://olectra.com/wp-content/uploads/determination-ofmateriality-for-disclosures.pdf<br>• Nomination & Remuneration Policy: https://olectra.com/wp-content/uploads/Nomination-andRemuneration-Policy.pdf<br>• Code of Internal Procedure: https://olectra.com/wp-content/uploads/code-ofinternalprocedure-policy-09.01.2021-3.pdf<br>• Material Subsidiary Policy: https://olectra.com/wp-content/uploads/Policy-onMaterialSubsidiary.pdf<br>• Code of Independent Directors: https://olectra.com/wp-content/uploads/code-ofindependentdirectors-gil-f.pdf<br>• Related Party Transaction Policy: https://olectra.com/wp-content/uploads/Policy-onRelated-PartyTransactions.pdf<br>• Human Rights Policy: https://olectra.com/wp-content/uploads/Human-Rights-Policy.pdf<br>• Anti-Corruption and Anti-Bribery Policy: https://olectra.com/wp-content/uploads/Anti-Corruption-andAnti-Bribery-Policy.pdf<br>• Others: https://olectra.com/other-disclosures/ | | | | | | | | |
| 2. Whether the entity has translated the policy into procedures. (Yes / No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 3. Do the enlisted policies extend to your value chain partners? (Yes/ No) | Y | Y | Y | Y | Y | Y | Y | Y | Y |
| 4. Name of the national and international codes/certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle | • IATF 16949:2016 – Quality Management System<br>• ISO 9001:2015 – Quality Management System<br>• ISO 45001 – Health & Safety Management System<br>• ISO 14001 – Environmental Management System | | | | | | | | |

| Disclosure Questions | P 1 | P 2 | P 3 | P 4 | P 5 | P 6 | P 7 | P 8 | P 9 |
|---|---|---|---|---|---|---|---|---|---|
| 5. Specific commitments, goals, and targets set by the entity with defined timelines if any | In FY 2023, the Company began developing its Environment Social & Governance (ESG) strategy. It has completed the materiality assessment and identified priority ESG focus areas through stakeholder consultations. The company plans to set its aspirations and develop a clear pathway to implement initiatives to achieve set goals. | | | | | | | | |
| 6. Performance of the entity against the specific commitments, goals, and targets along-with reasons in case the same are not met | During this year, the Company has embarked on a baseline study to understand its current performance on ESG focus areas vis-à-vis the industry benchmarks. While the Company has progressed on various parameters with improved performance, it will disclose commitment-driven performance after goal setting. | | | | | | | | |

## Governance, leadership, and oversight

**7. Statement by the director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure)**

We, at Olectra, are committed to integrating sustainability into every aspect of our business, from vehicle manufacturing to customer engagement. Sustainability is not just a goal for us; it's a guiding principle that shapes our decisions and drives innovation across our Company. As a provider of electric vehicles, we recognize the critical role we play in reducing greenhouse gas emissions and mitigating climate change. By transitioning from fossil-fueled vehicles, we aim to significantly reduce carbon emissions and air pollution associated with the transportation of the masses. We endeavour to create a workplace culture that values safety, well-being, diversity and inclusion that strengthens the Company and reflects broader societal values. We foster equitable, inclusive and shared value creation by building proactive relationships with our stakeholders including employees, workers, investors, suppliers, customers and the local community. Additionally, we consider good governance an inseparable element of sustainable business and prioritize transparency and ethical standards in every aspect of our business. As we continue to embrace new challenges and seize opportunities, we are proud of the strides we have made, and we remain committed to raising the bar for sustainability in industry.

**8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).**

Mr. K.V. Pradeep

Chairman and Managing Director. Telephone Number 040-46989999; E-mail- ID info@olectra.com

**9. Does the entity have a specified Committee of the Board/ Director responsible for decision-making on sustainability-related issues? (Yes / No). If yes, provide details.**

Yes, the Board of Directors (Board) oversees sustainability-related risks and opportunities and undertakes decision-making activities on strategy, governance, risk management and accountability. The Board guides and monitors the Company's sustainability efforts and is responsible for developing the Company's sustainability strategy, implementing initiatives, and monitoring the impact of the Company's business activities and practices on ESG pillars.

Additionally, the Risk Management Committee (RMC) is responsible for formulating risk management policy to include a framework for the identification of internal and external risks faced by Olectra, that inter alia includes sustainability (particularly, ESG-related risks), and information.

## 10. Details of Review of NGRBCs by the Company:

| Subject for Review | Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | The Company's policies are regularly reviewed by the Directors or Risk Committee often or as needed. Policies are also evaluated on their effectiveness during the review, and modifications required to the policies and processes are implemented. | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | The Company complies with all applicable laws and regulations. The Senior Management provides the Board with a detailed Compliance Report and other Statutory Compliance Certificates on applicable laws.<br>Furthermore, the Company's Management Information System records all compliances and creates a consolidated report for the Board. The Board regularly examines compliance reports on all subjected legislation. If there are any instances of non-compliance, the Company takes corrective action. The Company's Annual Report includes a certificate of corporate governance compliance. | | | | | | | | |
| **Subject for Review** | **Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)** | | | | | | | | |
| | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
| Performance against above policies and follow up action | Regularly | | | | | | | | |
| Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances | Regularly | | | | | | | | |

## 11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.

| P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|
| No, the company does not undertake an independent evaluation of its policies by an external agency. However, the Board of Directors evaluates the policies from time-to-time. | | | | | | | | |

## 12. If answer to question (1) above is "No" i.e., not ALL Principles are covered by a policy, reasons to be stated:

| Questions | P1 | P2 | P3 | P4 | P5 | P6 | P7 | P8 | P9 |
|---|---|---|---|---|---|---|---|---|---|
| The entity does not consider the principles material to its business (Yes/No) | Not Applicable | | | | | | | | |
| The entity is not at a stage where it is able to formulate and implement the policies on specified principles (Yes/No) | | | | | | | | | |
| The entity does not have the financial or/ human and technical resources available for the task (Yes/No) | | | | | | | | | |
| It is planned to be done in the next financial year (Yes/No) | | | | | | | | | |
| Any other reason (please specify) | | | | | | | | | |

## SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorised as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally, and ethically responsible.

### PRINCIPLE 1: BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY, AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

Olectra places a strong emphasis on ethical corporate citizenship and fostering a positive corporate culture. The company is committed to adhering to the highest governance standards to protect the interests of all stakeholders while ensuring the healthy growth of the organization. Olectra actively discourages abusive, corrupt, and anti-competitive practices. The Company believes in conducting business with integrity and upholding ethical standards in its interactions with employees, customers, suppliers, government entities, and the community. We regularly train our workforce on matters of good governance and ethical practices. The Company has implemented a robust Whistleblower Policy aimed at preventing and identifying actual or suspected misconduct. This policy encourages individuals to responsibly and confidentially raise concerns about potential wrongdoing within the organization at an early stage. Importantly, the mechanism is designed to protect employees from any form of retaliation for using it.

#### Essential Indicators

**1. Percentage coverage by training and awareness programs on any of the principles during the financial year:**

| Segment | Total number of training and awareness programmes held | Topics / principles covered under the training and its impact | % of persons in respective category covered by the awareness programmes |
|---|---|---|---|
| **Board of Directors (BOD)** | 7 | All Directors who are on the Board have undergone induction and orientation training on the Company's vision, strategic direction, and core values, including ethics, corporate governance practices, Code for the Independent Directors and the Board Members, 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.<br>During the year, the organization's Board of Directors and KMPs participated in familiarization programmes comprising Policy formation & Policy Deployment, Business, regulations, Economy and Environmental, Social and Governance parameters. | 100% |
| **Key Managerial Personnel (KMP)** | | | |
| **Employees other than Board of Directors and Key Managerial Personnel (KMPs)** | 36 | Human Rights<br>Employee Wellness<br>Employee upskilling<br>Product Sustainability<br>Employee Safety | 100% |
| **Workers** | 15 | | 100% |

**2. Details of fines / penalties / punishment / award / compounding fees / settlement amount paid in proceedings (by the entity or by its directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions in FY 2023-24 (Note: the entity shall make disclosures based on materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as disclosed on the entity's website)**

| Particulars | NGRBC Principle | Name of the regulatory/ enforcement agencies/ judicial institutions | Amount (In INR) | Brief of the Case | Has an appeal been preferred? (Yes/No) |
|---|---|---|---|---|---|
| **Monetary** | | | | | |
| Penalty/ Fine | NIL | | | | |
| Settlement | | | | | |
| Compounding fee | | | | | |
| **Non-Monetary** | | | | | |
| **Particulars** | **NGRBC Principle** | **Name of the regulatory/ enforcement agencies/ judicial institutions** | | **Brief of the Case** | **Has an appeal been preferred? (Yes/No)** |
| Imprisonment | NIL | | | | |
| Punishment | | | | | |

**3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.**

| Case Details | Name of the regulatory/ enforcement agencies/ judicial institutions |
|---|---|
| | NIL |

**4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.**

Yes, the Company upholds a strict policy of "Zero Tolerance" towards bribery, corruption, and any form of unethical behavior. The Board has established guidelines to combat such acts through the "Code of Ethics & Business Conduct" and "Anti-Bribery and Anti-Corruption Policy". These policies aim to uphold and promote lawful business practices across the organization, preventing and prohibiting corruption, bribery, and similar misconduct. All employees, Key Managerial Personnel (KMP), Directors, and third parties engaged with the Company are obligated to adhere to ABAC (Anti Bribery Anti Corruption) Policy, which complements the Code of Ethics & Business Conduct.

The policies are accessible on the company website at:

- Code of Ethics & Business Conduct: https://olectra.com/code-ofethics/
- Anti-Bribery and Anti-Corruption Policy (ABAC): https://olectra.com/wp-content/uploads/Anti-Corruption-and-Anti-Bribery-Policy.pdf

Additionally, Olectra has adopted a "Code of Conduct for Directors and Senior Management" that outlines behavioral and ethical standards. Annually, Directors, Key Managerial Persons, and Senior Management affirm their compliance with this Code.

Olectra is dedicated to conducting its affairs professionally, fairly, and with integrity in every transaction. The Company has implemented a vigilance mechanism enabling Directors, employees, and other stakeholders to report genuine concerns or grievances related to unethical behavior, suspected fraud, or violations of the Company's Code of Conduct. As part of this mechanism, Olectra has established a Whistleblower Policy to empower internal and external stakeholders to identify and report improper activities within the Company.

**5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:**

| Segment | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|
| Directors | NIL | NIL |
| Key Managerial Personnel (KMP) | | |
| Employees | | |
| Workers | | |

**6. Details of complaints with regard to conflict of interest:**

| Particulars | FY 2023-24 (Current Financial Year) | | FY 2022-23 (Previous Financial Year) | |
|---|---|---|---|---|
| | Number | Remarks | Number | Remarks |
| Number of complaints received in relation to issues of Conflict of Interest of the Directors | NIL | | NIL | |
| Number of complaints received in relation to issues of Conflict of Interest of the KMPs | | | | |

**7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest.**

Not Applicable

**8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:**

| | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|
| Number of days of accounts payables | 173 | 182 |

**9. Open-ness of business**

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

| Parameter | Metrics | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| Concentration of Purchases | a. Purchases from trading houses as % of total purchases | 0 | 0 |
| | b. Number of trading houses where purchases are made from | 0 | 0 |
| | c. Purchases from top 10 trading houses as % of total purchases from trading houses | 0 | 0 |
| Concentration of Sales | a. Sales to dealers/distributors as % of total sales | 0 | 0 |
| | b. Number of dealers/distributors to whom sales are made | 0 | 0 |
| | c. Sales to top 10 dealers /distributors as % of total sales to dealers/distributors | 0 | 0 |

| Parameter | Metrics | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| Share of RPTs in | a. Purchases (Purchases with related parties/Total Purchases) | 5.35% | 0.54% |
| | b. Sales (Sales to related parties/Total Sales) | 62.02% | 77.45% |
| | c. Loans & advances (Loans & advances given to related parties /Total loans & advances) | 77.36% | 73.06% |
| | d. Investments (Investments in related parties/Total Investments made) | 100% | 100% |

Note:

- Trading houses have been defined as companies facilitating trade/transaction between domestic country and foreign country, and do not include related parties. Hence, there are no purchases from trading houses in FY 2023-24.
- The Company does not engage with dealers and distributors for sales. Hence, there are no sales to dealers/distributors in FY 2023-24.

## PRINCIPLE 2: BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

Olectra is at the forefront of introducing electric buses to the Indian market. Its ongoing commitment to electric buses underscores its efforts to enhance public transport by offering a safe, economical, comfortable, and sustainable alternative. These buses provide a pollution-free ride while lowering operational costs, aligning with Olectra's vision to revolutionize travel, protect the environment, and establish a prominent presence in the electric vehicles sector. Dedicated to pushing the frontiers of eco-friendly mobility, its focus on green innovation not only enhances environmental stewardship but also results in exceptional products that set a new benchmark for customers. Through its electric vehicle initiatives, Olectra has played a crucial role in environmental conservation, notably reducing air pollution and enhancing mass mobility. The company's endeavors aim to reconnect people with innovative travel solutions, promoting a cleaner, more efficient mode of transportation.

### Essential Indicators

**1. Percentage of R&D and Capital Expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and Capex investments made by the entity, respectively.**

| Particulars | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) | Details of improvements in environmental and social impacts |
|---|---|---|---|
| R&D | 100% | 100% | **E Vehicle Segment**<br>Through its extensive R&D initiatives, Olectra has focused on improving the design of its environment-friendly E-Buses. The design of a new platform for EV bus and EV Tipper has increased the product portfolio and enabled more options for customers to use EV vehicles in many applications and reduce the usage of conventional Diesel vehicles.<br>**Insulator Segment**<br>The R&D initiatives of Olectra focus on improving the design of its environment-friendly insulators. We have optimized the 765 kV & 500kV designs resulting in reduced raw material usage and wastage in the manufacturing processes. We have also developed new Products for export market with optimized usage of raw Materials. These initiatives have ensured optimized use of input material, energy consumption and increased the product efficiency. |

| Particu-lars | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) | Details of improvements in environmental and social impacts |
|---|---|---|---|
| Capex | 38% | 31% | **E Vehicle Segment**<br>1. Olectra acquired technical know-how for localized manufacturing of chassis. This has created social benefits such as improved accessibility, employment opportunities and employee upskilling.<br>2. Olectra conducts testing of its designs to evaluate them on emissions and other environmental considerations. Olectra conducted many regulatory and safety tests, which enables road friendliness of the EV vehicles for the customers apart from the necessity to comply with the Central Motor Vehicles Rules requirements. |

**2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)**

Yes, Olectra maintains a comprehensive sourcing policy that addresses critical elements such as anti-bribery measures, child labor prevention, and worker safety standards. Suppliers are mandated to endorse this policy as part of their confirmation during the onboarding process.

**b. If yes, what percentage of inputs were sourced sustainably?**

Approximately 95% of the inputs used by Olectra are sourced sustainably. The company's global supply chain is intricate, spanning various regions for raw materials and services. Over time, Olectra has implemented responsible sourcing practices across all stages of its supply chain, navigating socioeconomic and cultural challenges in different countries to uphold long-term sustainability. Olectra has established a responsible sourcing policy applicable to all its suppliers. This policy mandates hygienic working conditions, payment of minimum wages, and adherence to safety standards for all employees throughout its global supply chain, in strict compliance with international labor policies.

**3. Describe the processes in place to safely reclaim your products for reusing, recycling, and disposal at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.**

Olectra has implemented substantial initiatives to incorporate recycled materials whenever feasible. The company opts for environmentally friendly and biodegradable packaging materials such as corrugated paper boxes/cores and wooden crates. Plastic usage is kept to a minimum across Olectra's business operations.

**4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same**

Yes, Extended Producer Responsibility (EPR) is applicable to the Company's activities. Olectra is registered with Central Pollution Control Board (CPCB) for battery waste management as an EPR responsibility of an OEM. We are exploring registered/licensed recyclers for the same and as when the battery ages we shall follow the process under the CPCB guidelines for recycling of batteries.

## PRINCIPLE 3: BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

Olectra recognizes its human capital as a critical resource essential for sustaining the company's growth. The company's Code of Conduct and various internal policies are designed to ensure employee well-being, encompassing participation, freedom, gender equality, a supportive environment, and a workplace free from harassment. A robust mechanism is in place to implement these guidelines through an effective grievance redressal system.

Olectra is dedicated to offering equal opportunities based on merit, both in recruitment and throughout employment, regardless of caste, creed, gender, race, religion, disability, etc. Additionally, the company adheres

to a responsible Sourcing Policy applicable to all suppliers. This policy mandates hygienic working conditions, payment of minimum wages, and adherence to safety standards for all employees across its supply chain, strictly following domestic and international labour policies and regulations.

## Essential Indicators

### 1. a. Details of measures for the well-being of employees:

| Category | Total (A) | % Of employees covered by | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Health insurance | | Accident insurance | | Maternity benefits | | Paternity Benefits | | Day Care Facilities | |
| | | No: (B) | % (B/A) | No: (C) | % (C/A) | No: (D) | % (D/A) | No: (E) | % (E/A) | No: (F) | % (F/A) |
| **Permanent Employees** | | | | | | | | | | | |
| Male | 434 | 433 | 99.77% | 433 | 99.77% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 7 | 7 | 100% | 7 | 100% | 7 | 100% | 0 | 0% | 0 | 0% |
| Total | 441 | 440 | 99.77% | 440 | 99.77% | 7 | 1.59% | 0 | 0% | 0 | 0% |
| **Other than Permanent Employees** | | | | | | | | | | | |
| Male | 201 | 201 | 100% | 201 | 100% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 2 | 2 | 100% | 2 | 100% | 2 | 100% | 0 | 0% | 0 | 0% |
| Total | 203 | 203 | 100% | 203 | 100% | 2 | 0.99% | 0 | 0% | 0 | 0% |

### b. Details of measures for the well-being of workers:

| Category | Total (A) | % Of Workers covered by | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| | | Health insurance | | Accident insurance | | Maternity benefits | | Paternity benefits | | Day Care facilities | |
| | | No: (B) | % (B/A) | No: (C) | % (C/A) | No: (D) | % (D/A) | No: (E) | % (E/A) | No: (F) | % (F/A) |
| **Permanent Workers** | | | | | | | | | | | |
| Male | 49 | 49 | 100% | 49 | 100% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 2 | 2 | 100% | 2 | 100% | 2 | 100% | 0 | 0% | 0 | 0% |
| Total | 51 | 51 | 100% | 51 | 100% | 2 | 3.92% | 0 | 0% | 0 | 0% |
| **Other than permanent workers** | | | | | | | | | | | |
| Male | 809 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Female | 35 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |
| Total | 844 | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% | 0 | 0% |

### c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format::

| | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|
| Cost incurred on well- being measures as a % of total revenue of the company | 0.09% | 0.06% |

**2. Details of retirement benefits, for Current Financial year and Previous Financial Year.**

| Category | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with the authority (Y/N/N.A.) | No. of employees covered as a % of total employees | No. of workers covered as a % of total workers | Deducted and deposited with authority (Y/N/N.A.) |
| PF | 99.53% | 100% | Y | 99.78% | 100% | Y |
| Gratuity | 99.53% | 100% | Y | 99.78% | 100% | Y |
| ESI | 6.52% | 100% | Y | 8.5% | 100% | Y |
| Others – please specify | - | - | - | - | - | - |

**3. Accessibility of workplaces – Are the premises/offices of the entity accessible to differently-abled employees, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.**

In line with Olectra's commitment to being a fair and equal opportunity employer, refraining from discrimination based on race, age, gender, religion, or disabilities, we have employed appropriate infrastructure to make our premises and offices accessible for individuals with disabilities.

**4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, Olectra is committed to being an equal opportunity employer, and its Human Rights Policy ensures equitable treatment for differently abled individuals. The company upholds principles of fairness and impartiality toward all individuals, irrespective of their characteristics. Olectra actively promotes diversity, prohibits discrimination, and fosters an inclusive workplace environment. Further details can be found on the Company's Human Rights Policy available at https://olectra.com/wp-content/uploads/Human-Rights-Policy.pdf.

**5. Return to work and Retention rates of permanent employees that took parental leave.**

| Gender | Permanent Employees | | Permanent Workers | |
|---|---|---|---|---|
| | Return to work rate | Retention rate | Return to work rate | Retention rate |
| Male | Not applicable | | Not applicable | |
| Female | | | | |
| Total | | | | |

Note: There were no parental cases during FY 2023-24. Hence this question is not applicable.

**6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.**

| Particulars | Yes/No |
|---|---|
| Permanent Employees | Yes, grievances are directed to the relevant supervisory authority or the Audit Committee, following the procedures outlined in the Company's Standing Orders. Employees and workers can utilize the redressal mechanisms outlined in the Whistleblower Policy or, in cases of sexual harassment, under the Prevention of Sexual Harassment Act. Reported concerns and grievances undergo thorough investigation, and appropriate remedial actions are taken in accordance with relevant laws. Remedial measures may involve disciplinary actions against the accused party, up to and including termination.<br>**Link to Whistle Blower Policy:** https://olectra.com/wp-content/uploads/WhistleBlower-Poliy.pdf |
| Other than Permanent Employees | |
| Permanent Workers | |
| Other than Permanent Workers | |

## 7. Membership of employees in association(s) or Unions recognized by the listed entity

| Category | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | Total employees / workers in respective category (A) | No. of employees / workers in respective category, who are part of association(s) or Union (B) | % (B/A) | Total employees / workers in respective category (C) | No. of employees / workers in respective category, who are part of association(s) or Union (D) | % (D/C) |
| Total Permanent Employees | NIL | NIL | NIL | NIL | NIL | NIL |
| Male | | | | | | |
| Female | | | | | | |
| Total Permanent Workers | | | | | | |
| Male | | | | | | |
| Female | | | | | | |

## 8. Details of training given to employees and worker

| Category | FY 2023-24 (Current Financial Year) | | | | | FY 2022-23 (Previous Financial Year) | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | On Health and safety measures | | On Skill upgradation | | Total (D) | On Health and safety measures | | On Skill upgradation | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/D) | No. (F) | % (F/D) |
| **Employees** | | | | | | | | | | |
| Male | 635 | 117 | 18.43% | 22 | 3.46% | 453 | 92 | 20.30% | 196 | 43.27% |
| Female | 9 | 0 | 0% | 0 | 0% | 6 | 0 | 0% | 0 | 0% |
| Total | 644 | 117 | 18.17% | 22 | 3.42% | 459 | 92 | 20.04% | 196 | 42.7% |
| **Workers** | | | | | | | | | | |
| Male | 858 | 652 | 75.99% | 402 | 46.85% | 767 | 767 | 100% | 114 | 14.82% |
| Female | 37 | 22 | 59.46% | 17 | 45.95% | 25 | 25 | 100% | 10 | 40.00% |
| Total | 895 | 674 | 75.31% | 419 | 46.82% | 792 | 792 | 100% | 124 | 15.65% |

## 9. Details of performance and career development reviews of employees and workers

| Category | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B / A) | Total (C) | No. (D) | % (D/C) |
| **Employees** | | | | | | |
| Male | 635 | 292 | 45.98% | 453 | 0 | 0% |
| Female | 9 | 4 | 44.44% | 6 | 0 | 0% |
| Total | 644 | 296 | 45.96% | 459 | 0 | 0% |

| Category | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. (B) | % (B / A) | Total (C) | No. (D) | % (D/C) |
| **Workers** | | | | | | |
| Male | 858 | 19 | 2.21% | 767 | 0 | 0% |
| Female | 37 | 2 | 5.41% | 25 | 0 | 0% |
| Total | 895 | 21 | 2.35% | 792 | 0 | 0% |

Note: The Company's appraisal cycle is from September to August. For FY 2024, performance and career development reviews of employees will be conducted from September 2024.

**10. Health and Safety Management System:**

**a) Has an occupational health and safety management system been implemented by the entity? (Yes / No). If yes, the coverage of such a system?**

Olectra's Occupational Health and Safety Management System (OHSMS) is internationally accredited and ISO 45001 certified. Olectra is covered under the Factories Act 1948 and adheres to all other applicable national labor laws. The OHSMS covers all employees, workers, operational activities and locations. This helps the Company in inculcating a culture of awareness, monitoring and participation surrounding health and safety directly or through an agency or contractor. Utilizing the OHSMS, it methodically evaluate potential hazards and enact measures to mitigate risks, decreasing workplace injuries, illnesses, and incidents. Additionally, Olectra has established protocols for emergency preparedness and response, bolstering capacity to address safety challenges and crises. This framework, centered on planning, execution, evaluation, and adjustment, guides ongoing efforts to improve, adapt, and elevate the long-term health and safety performance of the workforce.

**b) What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?**

Olectra has established a systematic method for identifying and reporting work-related hazards, incidents, and observations in line with principles and guidance laid down under ISO 45001. It includes:

1. Regular inspections of the workplace are conducted to spot potential dangers such as unattended machinery, slick flooring, or blocked emergency exits.
2. Employees are motivated to be involved and report hazards they come across while working.
3. Analysis of previous events and near-miss reports to find trends or issues that keep coming up and require addressing.

The Company is also developing an online application, which will be implemented soon to enable identification and reporting of safety-related incidents faster, it also aides in monitoring such incidents to closure.

**c) Whether you have processes for employees/workers to report the work-related hazards and to remove themselves from such risks. (Y/N)**

Yes, Olectra recognizes the critical role of occupational health services in safeguarding the well-being of our employees and minimizing workplace risks. The Company conducts employee and worker awareness sessions to help educate the workforce about the importance of reporting hazards and their right to remove themselves from unsafe situations. To ensure employees and workers understand workplace dangers and safeguards, Olectra has established safety systems which include safety manuals, functional and behavioral training, etc. Olectra is also well-equipped with fire safety measures. Frequent fire drills and safety training sessions are conducted to guide fire equipment handling.

**d) Do the employees/workers of the entity have access to non-occupational medical and healthcare services? (Yes / No)**

Yes, Company employees are covered by medical insurance for occupational and non-occupational health coverage. All workers are covered under Employee State Insurance (ESI).

### 11. Details of safety-related incidents, in the following format

| Safety Incident/Number | Category | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| Lost Time Injury Frequency Rate (LTIFR) (Per one million person-hours worked) | Employees/ Workers | NIL | NIL |
| Total recordable work-related injuries | | | |
| No. of fatalities | | | |
| High consequence work-related injury or ill-health (excluding fatalities) | | | |

### 12. Describe the measures taken by the entity to ensure a safe and healthy workplace

Olectra is committed to the health and safety of all its employees and workers. We adhere to stringent safety protocols across all our facilities, including manufacturing plants and offices. It has undertake the following measures to ensure safe and healthy workplace:

- **Safety Committee:** Olectra has set up a Safety Committee that holds regular meetings to evaluate working conditions, incident reports, and risk assessments. The Safety Committee oversees compliance with policies and processes, addresses grievances and ensures monitoring of health and safety performance. We have also set up a Workers Committee that ensures that safety regulations are strictly adhered to at all plant locations.
- **Health Surveillance:** Our occupational health professionals regularly conduct health surveillance and risk assessments to identify potential workplace hazards. We ensure the provision of personal protective equipment (PPE) to support employees in performing their duties safely.
- **Emergency Response Planning:** The workforce continuously participates in the development and testing of emergency response plans. By understanding potential health risks during emergencies, our health professionals contribute to the creation of effective response strategies to minimize harm.
- **Raising safety awareness:** Olectra schedules safety training and organizes safety weeks which includes various events like safety workshops and health camps to increase health and hygiene awareness. Safety awareness sessions are held to sensitize everyone, including vendors.
- **Access to Health Services:** Ensures proactive communication about available health services, including preventive programs, health check-ups, and counselling services.

### 13. Number of Complaints on the following made by employees and workers:

| Particulars | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | Filed dur-ing the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end of year | Remarks |
| Working Conditions | 0 | 0 | - | 0 | 0 | - |
| Health and Safety | 0 | 0 | - | 1 | 0 | Minor complaints on the shop floor issues |

### 14. Assessments for the year:

| Particulars | % of your plants and offices that were assessed (by entity or statutory authorities or third parties) |
|---|---|
| Health and safety practices | 100% |
| Working Conditions | 100% |

**15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health and safety practices and working conditions.**

Reporting of incidents, unsafe activities, unsafe conditions, and near-miss incidents are encouraged to be actively reported. The Safety and Workers Committee examines the reported cases, and corrective measures are taken to prevent them from being repeated. In case of any safety-related incident, the root cause is identified to understand the factors responsible for the incident. Corrective actions, such as enhanced personal protective equipment requirements, process changes, etc., are taken to prevent similar incidents. The corrective actions are continuously monitored and reviewed to track improvements and its effectiveness. Employees and workers are encouraged to provide feedback on the effectiveness of implemented changes.

## PRINCIPLE 4: BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL ITS STAKEHOLDERS

Olectra recognizes that the success of sustainability initiatives depends on proactive involvement and collaboration with our stakeholders. Olectra is committed to engaging with stakeholders in a transparent, inclusive, and meaningful manner to build trust, foster dialogue, and drive positive change. The Company engages with stakeholders to understand the impact of the business, identify crucial material topics and improve business performance by gaining a sharper understanding of the industry.

### Essential Indicators

**1. Describe the processes for identifying key stakeholder groups of the entity.**

Key stakeholders are determined based on their material influence on the Company, or how much of a material influence the Company's business decisions and their results have on them. This is based on the philosophy that the Company's actions or decisions either directly or indirectly impact the stakeholders. Hence, Olectra has identified internal as well as external stakeholders and maintains regular dialogue with its stakeholders. The Company encourages two-way communication, active listening, and collaboration to address shared challenges and opportunities.

**2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Employees and Plant Workers | No | Regular interaction, get-together events, workshops on employee welfare | Regularly | To promote unity and feeling of oneness among all the employees and workers of the Company. To educate about the importance of mental health and overall well-being |
| Regulators | No | Timely intimation of events, seeking approvals, providing necessary clarifications, etc. by way of mail or personal interaction | Event-based | To comply with the regulations and reporting necessary disclosures or intimations to the stock exchanges as pe the stipulated provisions by adhering to the true letter and spirit of compliance and also reaching out to the respective regulatory authority for any clarifications in case of ambiguity |

| Stakeholder Group | Whether identified as Vulnerable & Marginalized Group (Yes/No) | Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other | Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify) | Purpose and scope of engagement including key topics and concerns raised during such engagement |
|---|---|---|---|---|
| Suppliers | No | Frequent vendors meet and constant interaction | Weekly | To strengthen relationships and address any grievances or shortfalls in the supply chain |
| Shareholders/ Investors | No | Stock Exchange disclosures, newspaper advertisements, investor meetings | Quarterly and event-based | To address and respond to the queries or clarifications sought on future plans and existing business of the Company |
| Customers | No | Online Survey | Regularly | To seek feedback on the Company's products |
| Community | No | Personal Interaction | Yearly | To promote and implement the CSR objectives of the Company |

## PRINCIPLE 5: BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS

Olectra is deeply committed to promoting human dignity, equality, mutual respect, trust, tolerance, and fairness. The company strives to cultivate a supportive and nurturing work environment for its employees and business operations. Safeguarding human rights is not only a moral imperative for Olectra but also the cornerstone of its ethical and sustainable business practices. The Human Rights Policy of Olectra provides guidelines to uphold and advance human rights across all facets of its operations and engagements.

### Essential Indicators

**1. Employees and workers who have been provided training on human rights issues and policy (ies) of the entity, in the following format:**

| Category | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | Total (A) | No. of employees/ workers covered (B) | % (B / A) | Total (C) | No. of employees / workers covered (D) | % (D / C) |
| **Employees** | | | | | | |
| Permanent | 441 | 441 | 100% | 348 | 348 | 100% |
| Other Than Permanent | 203 | 203 | 100% | 111 | 111 | 100% |
| Total Employees | 644 | 644 | 100% | 459 | 459 | 100% |
| **Workers** | | | | | | |
| Permanent | 51 | 51 | 100% | 32 | 32 | 100% |
| Other Than Permanent | 844 | 844 | 100% | 760 | 760 | 100% |
| Total Workers | 895 | 895 | 100% | 792 | 792 | 100% |

## 2. Details of minimum wages paid to employees and workers, in the following format:

| Category | FY 2023-24 (Current Financial Year) | | | | | FY 2022-23 (Previous Financial Year) | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| | Total (A) | Equal to Minimum Wage | | More than Minimum Wage | | Total (D) | Equal to Minimum Wage | | More than Minimum Wage | |
| | | No. (B) | % (B/A) | No. (C) | % (C/A) | | No. (E) | % (E/A) | No. (F) | % (F / A) |
| **EMPLOYEES** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 434 | 0 | 0% | 434 | 100% | 346 | 0 | 0% | 346 | 100% |
| Female | 7 | 0 | 0% | 7 | 100% | 2 | 0 | 0% | 2 | 100% |
| **Other than Permanent** | | | | | | | | | | |
| Male | 201 | 0 | 0 | 201 | 100 % | 107 | 0 | 0% | 107 | 100% |
| Female | 2 | 0 | 0 | 2 | 100 % | 4 | 0 | 0% | 4 | 100% |
| **WORKERS** | | | | | | | | | | |
| **Permanent** | | | | | | | | | | |
| Male | 49 | 0 | 0% | 49 | 100% | 32 | 0 | 0% | 32 | 100% |
| Female | 2 | 0 | 0% | 2 | 100% | 0 | 0 | 0% | 0 | 0% |
| **Other than Permanent** | | | | | | | | | | |
| Male | 809 | 772 | 95.43% | 37 | 4.57% | 735 | 721 | 98.09% | 14 | 1.90% |
| Female | 35 | 35 | 100% | 0 | 0% | 25 | 25 | 100% | 0 | 0% |

## 3. Details of remuneration/salary/wages, in the following format:

**3(a) Median remuneration / wages:**

| Particulars | Male | | Female | |
|---|---|---|---|---|
| | Number | Median remuneration/ salary/wages of respective category (in Rs.) | Number | Median remuneration/ salary/wages of respective category (in Rs.) |
| Board of Directors (BoD) (Only non-executive Directors) | 4 | 4,12,500 | 2 | 5,37,500 |
| Key Managerial Personnel (KMP) Other than BoD | 3 | 84,34,003 | 0 | 0 |
| Employees other than BoD and KMP | 635 | 4,19,116 | 9 | 5,97,612 |
| Workers | 858 | 2,01,667 | 37 | 1,48,512 |

Note: Managing Director (MD) is considered as KMP and therefore MD's remuneration forms part of KMP group for median computation.

**3(b) Gross wages paid to females as % of total wages paid by the entity, in the following format:**

| | FY 2023-24 (Current Financial Year) | FY 2022-23 (Current Financial Year) |
|---|---|---|
| Gross wages paid to females as % of total wages | 3.1% | 2.8% |

**4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)**

Yes, Olectra's Human Resources (HR) Department is responsible for addressing human rights impacts or issues caused or contributed to by the business.

**5. Describe the internal mechanisms in place to redress grievances related to human rights issues.**

Olectra's Human Rights Policy outlines the process for reporting grievances related to human rights. Employees are encouraged to first approach their immediate supervisor with any concerns. If the issue is not resolved at that level, employees have the opportunity to escalate their grievance to the Head of the Department, the HR Team, and finally, to the Chairman & Managing Director.

For further details, please refer to https://olectra.com/wp-content/uploads/Human-Rights-Policy.pdf

**6. Number of Complaints on the following made by employees and workers:**

| Particulars | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | Filed during the year | Pending resolution at the end of year | Remarks | Filed during the year | Pending resolution at the end ofyear | Remarks |
| Sexual harassment | NIL | | | NIL | | |
| Discrimination at workplace | | | | | | |
| Child labor | | | | | | |
| Forced labor / Involuntary labor | | | | | | |
| Wages | | | | | | |
| Other human rights related issues | | | | | | |

**7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

| Particulars | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|
| Total Complaints reported under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH) | NIL | NIL |
| Complaints on POSH as a % of female employees / workers | | |
| Complaints on POSH upheld | | |

**8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

Olectra's Whistleblower Policy strictly prohibits retaliation for reporting any violations by employees and preservation of the complainant's identity. The Company does not tolerate any adverse action against any employee for complaining about, reporting, or participating or assisting in the investigation of, a reasonably suspected violation of any law, the Policy, or the Company's Code of Conduct and Ethics. The Company takes reports of such retaliation seriously. Incidents of retaliation against any employee reporting a violation or participating in the investigation of a reasonably suspected violation results in appropriate disciplinary action against anyone responsible, including possible termination of employment. Those working for or with the Company who engage in retaliation against reporting employees may also be subject to civil, criminal and administrative penalties.

Similarly, the POSH Policy of the Company forbids victimization or discrimination of the complainant. All these issues are handled in strict confidentiality.

**9. Do human rights requirements form part of your business agreements and contracts? (Yes/ No)**

Yes, Olectra includes compliance to human rights parameters such as working hours, wage rate, facilities and other statutory obligations as part of its business agreements and contracts.

**10. Assessments for the year**

| % Of your plants and offices that were assessed (by entity or statutory authorities or third parties) | |
|---|---|
| Child labor | 100% |
| Forced/involuntary labor | 100% |
| Sexual harassment | 100% |
| Discrimination at workplace | 100% |
| Wages | 100% |
| Others – please specify | 100% |

## PRINCIPLE 6: BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

Olectra is committed to fostering, developing, supporting, and safeguarding the environment through its range of electric buses, ELCVs, and related products. As part of its business mission, Olectra has embraced a trajectory of growth in cutting-edge green technology, particularly highlighted by its flagship electric buses. These electric vehicles represent a pivotal solution in tackling humanity's most pressing issues, such as global warming, climate change, unchecked carbon emissions, dwindling fossil fuel reserves, and promoting sustainable mobility.

### Essential Indicators

**1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| **From renewable sources** | | | |
| Total electricity consumption (A) | GJ | Nil | Nil |
| Total fuel consumption (B) | GJ | Nil | Nil |
| Energy consumption through other sources (C) | GJ | Nil | Nil |

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| Total energy consumption from renewable sources (A+B+C) | GJ | Nil | Nil |
| **From non-renewable sources** | | | |
| Total electricity consumption (D) | GJ | 18,309 | 15,494 |
| Total fuel consumption (E) | GJ | 675 | 431 |
| Energy consumption through other sources (F) | GJ | 169 | 150 |
| Total energy consumed from non-renewable sources (D+E+F) | GJ | 19,153 | 16,075 |
| Total energy consumed (A+B+C+D+E+F) | GJ | 19,153 | 16,075 |
| Energy intensity per rupee of turnover (Total energy consumption/ revenue from operations) | GJ/INR Lakhs | 0.17 | 0.15 |
| Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) | GJ/Million USD | 38.51 | 32.15 |
| Energy intensity in terms of physical output (For e-vehicles) | GJ/E-Vehicles produced | 8.69 | 8.50 |
| Energy intensity (optional) - in terms of physical output (for insulators) | GJ/Insulators produced | 0.03 | 0.01 |

**Note:**

- Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency. (Y/N) If yes, name of the external agency – No, there has not been any independent assessment/ evaluation/assurance carried out by an external agency.
- Previous year's energy intensity per rupee of turnover has been converted to GJ/INR Lakhs from GJ/INR to maintain consistency in data.
- Energy intensity in terms of physical output for e-vehicles has been calculated by dividing the total energy consumed for producing e-vehicles by the total number of e-vehicles produced
- Energy intensity in terms of physical output for insulators has been calculated by dividing the total energy consumed for producing insulators by the total number of insulators produced
- The revenue from operations has been adjusted for PPP based on the PPP conversion factor published by IMF for India which is 22.4 for 2024 and 22.17 for 2023

**2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

No, Olectra doesn't have any sites or facilities that are designated under the PAT Scheme.

**3. Provide details of the following disclosures related to water, in the following format:**

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| **Water withdrawal by source** | | | |
| **(i) Surface water** | KL | 0 | 0 |
| **(ii) Groundwater** | KL | 20,645 | 16,220 |
| **(iii) Third party water** | KL | 2,700 | 2,380 |
| **(iv) Seawater / desalinated water** | KL | 0 | 0 |
| **(v) Others** | KL | 0 | 0 |
| **Total volume of water withdrawal (i + ii + iii + iv + v)** | KL | 23,345 | 18,600 |
| **Total volume of water consumption** | KL | 23,345 | 18,600 |
| **Water intensity per rupee of turnover** (Water consumed / Revenue from operations) | KL/INR Lakhs | 0.21 | 0.17 |
| **Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total water consumption / Revenue from operations adjusted for PPP) | KL/Million USD | 46.94 | 37.25 |
| **Water intensity in terms of physical output** (For e-vehicles) | KL/E-Vehicles produced | 28.89 | 16.34 |
| **Water intensity (optional) - in terms of physical output** (for insulators) | KL/Insulators produced | 0.02 | 0.01 |

**Note:**

- Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency (Y/N) If yes, name of the external agency - No, there has not been any independent assessment/ evaluation/assurance carried out by an external agency.
- Previous year's water intensity per rupee of turnover has been converted to KL/INR Lakhs from KL/INR to maintain consistency in data.
- Water intensity in terms of physical output for e-vehicles has been calculated by dividing the total water consumed for producing e-vehicles by the total number of e-vehicles produced
- Water intensity in terms of physical output for insulators has been calculated by dividing the total water consumed for producing insulators by the total number of insulators produced
- The revenue from operations has been adjusted for PPP based on the PPP conversion factor published by IMF for India which is 22.4 for 2024 and 22.17 for 2023

**4. Provide the following details related to water discharged:**

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| **Water discharge by destination and level of treatment** | | | |
| **(i) Surface water** | KL | Nil | Nil |
| **- No treatment** | KL | Nil | Nil |
| **- With treatment – please specify level of treatment** | KL | Nil | Nil |
| **(ii) Groundwater** | KL | Nil | Nil |

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| - No treatment | KL | Nil | Nil |
| - With treatment – please specify level of treatment | KL | Nil | Nil |
| (iii) To Seawater | KL | Nil | Nil |
| - No treatment | KL | Nil | Nil |
| - With treatment – please specify level of treatment | KL | Nil | Nil |
| (iv) Sent to third parties | KL | Nil | Nil |
| - No treatment | KL | Nil | Nil |
| - With treatment – please specify level of treatment | KL | Nil | Nil |
| (v) Others | KL | Nil | Nil |
| - No treatment | KL | Nil | Nil |
| - With treatment – please specify level of treatment | KL | Nil | Nil |
| Total water discharged (in kiloliters) | KL | Nil | Nil |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency (Y/N) If yes, name of the external agency – No, there has not been any independent assessment/ evaluation/assurance carried out by an external agency.

**5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

The Company does not discharge water. Hence, this question is not applicable.

**6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| $NO_x$ | ug/m3 | 18.65 | 13 |
| $SO_x$ | ug/m3 | 20.12 | 12 |
| Particulate matter (PM) | ug/m3 | 43.35 | 44 |
| Persistent organic pollutants (POP) | - | Nil | Nil |
| Volatile organic compounds (VOC) | - | | |
| Hazardous air pollutants (HAP) | - | | |
| Others–please specify | - | | |

**Note:** Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency (Y/N) If yes, name of the external agency – Yes, independent assessment has been carried out by NAVEGA Enviro Engineers & Consultants.

**7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) and its intensity, in the following format:**

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| **Total Scope 1 emissions** (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, PFCs, $SF_6$, $NF_3$, if available) | $tCO_2e$ | 46.98 | 46 |
| **Total Scope 2 emissions** (Break-up of the GHG into $CO_2$, $CH_4$, $N_2O$, HFCs, FCs, $SF_6$, $NF_3$, if available) | $tCO_2e$ | 6,659 | 5,793 |
| **Total Scope 1 and Scope 2 emissions per rupee of Turnover** (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations) | $tCO_2e$/INR Lakhs | 0.06 | 0.05 |
| **Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)** (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP) | $tCO_2e$/Million USD | 13.48 | 11.57 |
| **Total Scope 1 and Scope 2 emission intensity in terms of physical output** (For e-vehicles) | $tCO_2e$ /E-Vehicles produced | 7.18 | 6.00 |
| **Total Scope 1 and Scope 2 emission intensity (optional)- the relevant matric may be selected by the entity** (For Insulators) | $tCO_2e$ /Insulators produced | 0.006 | 0.003 |

**Note:**

- Indicate if any independent assessment, evaluation or assurance has been carried out by an external agency (Y/N) If yes, name of the external agency – Yes, independent assessment has been carried out by NAVEGA Enviro Engineers & Consultants.
- Previous year's water intensity per rupee of turnover has been converted to $CO_2$ /INR Lakhs from $CO_2$ /INR to maintain consistency in data.
- Emissions intensity in terms of physical output for e-vehicles has been calculated by dividing the total scope 1 and 2 emissions that result from producing e-vehicles by the total number of e-vehicles produced.
- Emissions intensity in terms of physical output for insulators has been calculated by dividing the total scope 1 and 2 emissions that result from producing insulators by the total number of insulators produced
- The revenue from operations has been adjusted for PPP based on the PPP conversion factor published by IMF for India which is 22.4 for 2024 and 22.17 for 2023.

**8. Does the entity have any project related to reducing Green House Gas emission? If yes, then provide details.**

The Olectra electric buses has successfully completed more than 20 crores kms on Indian roads which is equivalent to saving around 5.33 crore liters of diesel i.e. a direct saving of fuel cost by Rs. 506.35 crores. With such operations of electric buses, approximately 1,42,844 tons of carbon emissions in the public transport segment in India has been avoided, which is equivalent to planting around 8.55 Lakh trees.

As on 31st March 2024; Olectra has delivered 1,695 buses to 16 various State Transport Undertakings and Corporations. The operations of these electric buses not only reduced the carbon footprints but it has also been a sustainable ecosystem in public mobility. The cost-effectiveness in comparison to the regular

diesel buses has promoted adoption of electric buses amongst various government and non-government agencies. The design of the electric buses is in tune with international standards. The buses reduce the use of fossil fuels leading to a reduction of CO2 emissions and offering a cost-effective mobility to the public.

**9. Provide details related to waste management by the entity, in the following format:**

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous FinancialYear) |
|---|---|---|---|
| **Total Waste generated (in metric tonnes)** | | | |
| **Plastic waste (A)** | MT | 2.7 | 3.26 |
| **E-waste (B)** | MT | Nil | Nil |
| **Bio-medical waste (C)** | MT | Nil | |
| **Construction and demolition waste (D)** | MT | Nil | |
| **Battery waste (E)** | MT | Nil | |
| **Radioactive waste (F)** | MT | Nil | |
| **Other Hazardous waste. Please specify, if any. (G) (Cotton Waste, ETP Sludge from ETP, Paint Sludge)** | MT | 5 | |
| **Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e., by materials relevant to the sector)** | MT | 400.94 | 624.34 |
| **Total (A+B + C + D + E + F + G + H)** | MT | 408.64 | 627.6 |

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous FinancialYear) |
|---|---|---|---|
| **Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)** | MT/INR Lakhs | 0.004 | 0.01 |
| **Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)** | MT/Million USD | 0.82 | 1.23 |
| **Waste intensity in terms of physical output (For e-vehicles)** | MT/E-Vehicles produced | 0.72 | 0.99 |
| **Waste intensity (optional) – the relevant metric may be selected by the entity (For Insulators)** | MT /Insulators produced | 0.0001 | 0.0001 |
| **For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)** | | | |
| **Category of waste** | | | |
| **(i) Recycled** | MT | 301.5 | 508 |
| **(ii) Re-used** | MT | 23 | 32 |
| **(iii) Other recovery operations** | MT | 0 | 0 |
| **Total** | MT | 324.5 | 540 |

| Parameter | Unit | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|---|
| **For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)** | | | |
| **Category of waste** | | | |
| (i) Incineration | MT | 0 | Nil |
| (ii) Landfilling | MT | 0 | 0 |
| (iii) Other disposal operations | MT | 84.14 | 87.6 |
| Total | MT | 84.14 | 87.6 |

**Note:**

- Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency (Y/N) If yes, name of the external agency - Yes, independent assessment has been carried out by Resistibility Limited, TSPCB authorized vendor.
- Waste intensity in terms of physical output for e-vehicles has been calculated by dividing the total waste generated from producing e-vehicles by the total number of e-vehicles produced.
- Waste intensity in terms of physical output for insulators has been calculated by dividing the total waste generated from producing insulators by the total number of insulators produced.
- The revenue from operations has been adjusted for PPP based on the PPP conversion factor published by IMF for India which is 22.4 for 2024 and 22.17 for 2023.

**10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

Olectra adopts the 5R principles (Reduce, Reuse, Re-cycle, Redesign & Regulate) in waste detection. Under the said principal, Olectra undertakes the following efforts:

- **Reduce:** Optimizes the usage of material using resources more efficiently, and avoiding unnecessary consumption.
- **Reuse:** Promotes reuse of items instead of disposing of them after a single use helps to conserve resources and reduce waste. This can involve using items multiple times for the same or different purposes. Eg: AC frames & Battery frames
- **Recycle:** Send back certain items to our suppliers to recycle (materials like paper, plastics, metals etc.) which they reuse in the product packages etc. Eg: Racks, Stands, Worktables & internal visual boards
- **Redesign:** Redesign products and systems to minimize waste and environmental impact. This involves using eco-friendly materials, designing products which are more durable and easier to repair, creating systems that generate less waste throughout their lifecycle. Designing for sustainability aims to integrate environmental considerations into product development and manufacturing processes. Eg: FRP Material
- **Regulate:** Comply with the regulatory standards, provide incentives for environmentally friendly practices, and ensure compliance with environmental laws. Eg: we control the open paint activities, spillage of coolant & provide provision in bins and metal pallets.

At the shop floor the waste is segregate into hazardous & non-hazardous category and then transported to designated collection areas.

a) Hazardous waste (Sealant foils, mixed paint & paint accessories, Expired sealant, paint filters, broken glass) is disposed off to an authorized vendor (Resistibility limited) - This vendor is authorized by TSPCB.

b) Non-Hazardous is directly collected & transferred to the authorized vendors.

**11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:**

| S. No. | Location ofop-erations/offices | Type of operations | Whether the conditions of environmental approval/ clearance are being complied with? (Y/N) If not, the reasons thereof and corrective action taken, if any. |
|---|---|---|---|
| No facility/plant is located in ecologically sensitive areas | | | |

**12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:**

| Name and brief details of project | EIA Notifica-tion No. | Date | Whether conducted by independent external agency (Yes/No) | Results com-municated in public domain (Yes / No) | Relevant web link |
|---|---|---|---|---|---|
| Not Applicable | | | | | |

**13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules there under (Y/N). If not, provide details of all such non-compliances, in the following format:**

Yes, the Company is compliant with all applicable laws and regulations.

## PRINCIPLE 7: BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

The Company prioritizes meticulous engagement in government affairs and public policy advocacy, ensuring careful consideration at every step. Internal teams oversee and coordinate these efforts, with strategic decisions on advocacy involving senior management and authorized personnel. The Company participates in policy discussions relevant to its business and customer interests as deemed necessary.

### Essential Indicators

**1. a. Number of affiliations with trade and industry chambers/ associations.**

The Company is affiliated with 6 trade and industry chambers/ associations.

**b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to..**

| S. No. | Name of the trade and industry chambers/ associations | Reach of trade and industry cham-bers/ associations (State/National) |
|---|---|---|
| 1 | Confederation of Indian Industry | National |
| 2 | Federation of Indian Export Organization | National |
| 3 | Federation of Telangana Chambers of Commerce and Industry | State |
| 4 | Engineering Export Promotion Council | National |
| 5 | Andhra Chamber of Commerce | State |
| 6 | Indian Chamber of Commerce | National |

**2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

| Name of the entity | Brief of the case | Corrective action taken |
|---|---|---|
| NIL | | |

## PRINCIPLE 8: BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

The Company recognizes that achieving sustainable growth and equitable development requires collaboration within its ecosystem. It understands that social, environmental, and economic values are interconnected, and it operates within an interdependent ecosystem that includes shareholders, consumers, partners, employees, government, the environment, and the community.

### Essential Indicators

**1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

| Name and brief details of project | SIA Notification No. | Date of notification | Whether conducted by independent external agency (Yes / No) | Results communicated in public domain (Yes/No) | Relevant Weblink |
|---|---|---|---|---|---|
| Not Applicable | | | | | |

**2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R & R) is being undertaken by your entity, in the following format:**

| Name of Project for which R&R is ongoing | State | District | No. of Project Affected Families (PAFs) | %age of PAFs covered by R&Rs | Amounts paid to PAFs in the FY (In INR) |
|---|---|---|---|---|---|
| Not Applicable | | | | | |

**3. Describe the mechanisms to receive and redress grievances of the community.**

Olectra's Whistle Blower Policy serves as a grievance redressal platform where Community can report concerns or complaints.

**4. Percentage of input material* (inputs to total inputs by value) sourced from suppliers:**

| | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|
| Directly sourced from MSMEs/ small producers | 50% | 43% |
| Directly from within India | 100% | 100% |

**5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost:**

| | FY 2023-24 (Current Financial Year) | FY 2022-23 (Previous Financial Year) |
|---|---|---|
| Rural | 0 | 0 |
| Semi-urban | 4.44% | 2.65% |
| Urban | 30.50% | 46.25% |
| Metropolitan | 65.06% | 51.10% |

Note: Place has categorized as per RBI Classification System – rural/ semi-urban / urban / metropolitan

## PRINCIPLE 9: BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

Olectra guarantees that its supplied products meet specified quality standards and specifications to uphold customer satisfaction. The company promptly addresses all inquiries, handles complaints impartially, and ensures products comply with regulatory standards. Olectra diligently monitors customer concerns received during the reporting period and has successfully resolved all issues. As of this financial year, there are no

pending complaints or consumer cases. The company maintains multiple safeguards to ensure its business operations are conducted fairly and responsibly.

**Essential Indicators**

**1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

Upon receiving any complaint or feedback, Olectra promptly reaches out to the customer for immediate contact or a visit to comprehend the issue and its context. If applicable, pictures or documents are gathered, and samples are taken to the factory for thorough root cause analysis to pinpoint the problem. Following the analysis, the subsequent actions or steps are communicated to the customer. In cases where necessary, Olectra dispatches a technical representative to the customer's site for further assistance.

**2 Turnover of products and / services as a percentage of turnover from ALL products/services that carry information about**

| | As a percentage of total turnover |
|---|---|
| Environmental and social parameters relevant to the product | 87.17% |
| Safe and responsible usage | 100% |
| Recycling and/or safe disposal | 0% |

**Note:** The Company adheres to all the applicable regulations regarding product labeling and displays relevant information on it. The e-vehicles are sold along with the product manual capturing the safety guidance.

**3 Number of consumer complaints in respect of the following:**

| | FY 2023-24 (Current Financial Year) | | | FY 2022-23 (Previous Financial Year) | | |
|---|---|---|---|---|---|---|
| | Received during the year | Pending resolution at end of year | Remarks | Received during the year | Pending resolution at end of year | Remarks |
| Data Privacy | NIL | | | NIL | | |
| Advertising | | | | | | |
| Cyber security | | | | | | |
| Delivery of essential services | | | | | | |
| Restrictive Trade Practices | | | | | | |
| Unfair Trade Practices | | | | | | |
| Other (CRM, CCS, Sales, Brigade+) | | | | 2 | 0 | 0 |

**4 Details of instances of product recalls on accounts of safety issues**

| | Number | Reasons for recall |
|---|---|---|
| Voluntary recalls | Nil | Nil |
| Forced recalls | Nil | Nil |

**5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web link of the policy.**

Yes, the Risk Management Committee is responsible for formulating the risk management policy to include a framework for the identification of internal and external risks specifically faced by Olectra, which inter-alia includes cyber security risk.

Further details can be found on https://drive.google.com/file/d/1ATbW6JJSIeBIkeo2bLA8P--UEUu0Lrw4/view

**6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.**

Nil

# 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, 2024, 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, 2024, 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 Companies Act, 2013. 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.

| Sl. No. | Key Audit Matters | Procedures Performed/ Auditor's Response |
|---|---|---|
| 1 | **Recoverability of trade receivables:**<br><br>The gross balance of trade receivables as at 31 March 2024 amounted to Rs.51,105.84 Lakhs, against which the Company has recorded expected credit loss provision of Rs.85.00 Lakhs during the FY 23-24<br><br>The Company has a formal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period end. In accordance with Ind AS 109 ''Financial Instruments'', the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the forecasts of default events over the expected life of the asset. In calculating expected credit loss, the Company has also considered customer accounts as well as experience with collection trends and current economic and business conditions.<br><br>Assessment of recoverable amount is a key audit matter due to:<br>• Significance of the carrying amount of these balances.<br>• The collectability of trade receivables is a key element of the Company's working capital management.<br>• Determination of impairment of trade receivables using expected credit losses model includes significant judgments and estimates and assumptions by management that may have material impact on the financial statements.<br><br>The Company's disclosures are included in Note 3.19 to the financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year-on-year movement in gross and net trade receivables. | **Our audit procedures, among other things included the following:**<br>• Evaluating the Company's policies, processes and financial controls relating to the monitoring of trade receivables and review of credit risks of customers.<br>• Evaluating management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances.<br>• Assessing the reasonableness of management's loss allowance estimate by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward looking information.<br>• Assessing, on a sample basis, whether items in the debtors ageing report were classified within the appropriate ageing category by comparing individual items in the report with the underlying documentation such as sales invoices.<br>• Requesting for confirmations from major debtors and/or verifying subsequent settlements as an alternative procedure.<br>• Testing the mathematical accuracy and computation of the allowances by using the same input data used by the Company. |

| Sl. No. | Key Audit Matters | Procedures Performed/ Auditor's Response |
|---|---|---|
| 2 | **Assessment of provision for warranty obligations:**<br>The Company has provided for product warranty obligation of Rs. 424.69 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. 2880.03 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. | **Our audit procedures included:**<br>• 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.<br>• 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 Company and the mathematical accuracy of the model<br>• Review of the historical cost inputs and the sales of the relevant period.<br>• Checking for the consistency of the same methodology being adopted by the Company |

## 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, 2024, taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2024 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.
- Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with.

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.S. Roop Kumar**
Partner
MNo: 213734
UDIN: 24213734BKCAKQ3011

Place : Hyderabad
Date : 25th April 2024

## 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, 2024 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, 2024, 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.S. Roop Kumar**
Partner
MNo: 213734
UDIN: 24213734BKCAKQ3011
Place : Hyderabad
Date : 25th April 2024

## 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 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, 2024 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 2023-24, 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 loans or secured or unsecured advances in the nature of loans to companies, firms, limited liability partnerships during the year except that the company has granted unsecured loan to Joint Venture 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 loan during the financial year. The balances outstanding at the end of the current financial year for the loans provided by the company during preceding financial years and are as follows:

| Name of the Entity | Nature of Relation | Loans provided during the year | Outstanding Loan Amount (Rs. In Lakhs) |
|---|---|---|---|
| M/s. SSISPL-BYD-OGL | Joint Venture | - | 924.67 |
| M/s. Trinity Infra Venture Limited | Others | - | 270.57 |

(b) The company has invested in the un quoted equity instruments in the following entities:

**EVEY Trans (JAB) Private Limited – 25,32,400 Shares**
**EVEY Trans (MHS) Private Limited – 34,00,000 Shares**
**EVEY Trans (BLR) Private Limited – 18,10,000 Shares**
**EVEY Trans (MSR) Private Limited – 3,400 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 during the year, 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 during the year, 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, 2024 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, 2024, 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 |

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 availed a loan of Rs.1,753 lakhs during the preceding financial year 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 | 1,753.00 | SSISPL-OGL-BYD | Procurement of Buses | 924.67 |

(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 theapplicable 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 theCompanies Act, 2013 are not applicable to the Company.

xvi. (a) In our opinion, the Company is not required to be registered under section 45IA 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.S. Roop Kumar**
Partner
MNo: 213734
UDIN: 24213734BKCAKQ3011

Place : Hyderabad
Date : 25th April 2024

# STANDALONE BALANCE SHEET

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | Note | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 24,361.01 | 26,096.68 |
| Capital work-in-progress | 4 | 7,180.18 | 382.05 |
| Intangible assets | 5 | 1,143.44 | 1,292.60 |
| Financial assets | | | |
| Investments | 6 | 4,233.81 | 3,459.23 |
| Loans | 7 | 418.44 | 924.67 |
| Others | 14 | 1,242.87 | 3,688.60 |
| Other non current assets | 8 | 1,000.00 | 1,000.00 |
| | | **39,579.75** | **36,843.83** |
| **Current assets** | | | |
| Inventories | 10 | 21,618.84 | 14,199.49 |
| Financial assets | | | |
| Trade receivables | 11 | 51,105.84 | 62,922.72 |
| Cash and cash equivalents | 12 | 314.38 | 486.26 |
| Other bank balances | 13 | 16,218.03 | 16,085.34 |
| Loans | 7 | 776.80 | 1,033.80 |
| Others | 14 | 3,915.63 | 3,251.00 |
| Current tax assets | | 3,675.61 | 2,607.70 |
| Other current assets | 8 | 15,641.52 | 12,833.17 |
| | | **113,266.65** | **113,419.48** |
| **Total assets** | | **152,846.40** | **150,263.31** |
| **Equity and Liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 15 | 3,283.23 | 3,283.23 |
| Other equity | 16 | 88,633.34 | 81,579.45 |
| **Total equity** | | **91,916.57** | **84,862.68** |
| **Liabilities** | | | |
| **Non-current liabilities** | | | |
| Financial Liabilities | | | |
| Borrowings | 17 | 418.44 | 924.67 |
| Provisions | 18 | 3,413.87 | 2,829.57 |
| Deferred tax liabilities, net | 9 | 1,418.28 | 1,469.29 |
| | | **5,250.59** | **5,223.53** |
| **Current liabilities** | | | |
| Financial Liabilities | | | |
| Borrowings | 17 | 5,420.90 | 5,975.05 |
| Trade payables | | | |
| - total outstanding dues of micro enterprises and small enterprises | 19 | 1,818.21 | 2,137.67 |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 19 | 36,974.59 | 41,633.27 |
| Other financial liabilities | 20 | 7,246.81 | 5,526.15 |
| Provisions | 18 | 42.66 | 32.92 |
| Other current liabilities | 21 | 1,588.23 | 3,118.98 |
| Current tax liabilities | | 2,587.84 | 1,753.06 |
| | | **55,679.24** | **60,177.10** |
| **Total liabilities** | | **60,929.83** | **65,400.63** |
| **Total equity and liabilities** | | **152,846.40** | **150,263.31** |
| **Notes forming part of standalone financial statements** | **1-48** | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKQ3011

Place : Hyderabad
Date : 25th April 2024

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 PROFIT AND LOSS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | Note | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|---|
| Revenue from operations | 22 | 111,397.16 | 113,440.67 |
| Other income | 23 | 1,222.28 | 1,144.14 |
| **Total income** | | **112,619.44** | **114,584.81** |
| **Expenses** | | | |
| Cost of materials consumed | 24 | 84,835.04 | 90,472.85 |
| Changes in inventories and work in progress | 25 | (3,056.73) | (2,704.78) |
| Employee benefits expenses | 26 | 6,568.73 | 5,011.33 |
| Other operating expenses | 27 | 4,139.52 | 3,488.33 |
| Depreciation and amortisation expense | 28 | 2,707.81 | 2,633.88 |
| Finance costs | 29 | 4,222.61 | 3,117.77 |
| Other expenses | 30 | 3,331.85 | 3,454.44 |
| **Total expenses** | | **102,748.83** | **105,473.82** |
| **Profit/(Loss) before exceptional items and tax** | | 9,870.61 | 9,110.99 |
| **Exceptional items:** | | | |
| Exceptional items: | | - | - |
| **Profit/(Loss) before tax** | | **9,870.61** | **9,110.99** |
| **Tax expense** | | | |
| Current tax | 31 | 2,563.37 | 1,729.51 |
| Deferred tax | 31 | (57.04) | 311.20 |
| **Total tax expense** | | 2,506.33 | 2,040.71 |
| **Profit/(Loss) for the year** | | **7,364.28** | **7,070.28** |
| **Other comprehensive income/(loss)** | | | |
| **Items that will not be reclassified to profit or loss:** | | | |
| Re-measurement gains/ (losses) on defined benefit plan | | 23.96 | 20.51 |
| Income-tax effect | 31 | (6.03) | (5.16) |
| **Other comprehensive income/(loss) for the year, net of tax** | | 17.93 | 15.35 |
| **Total comprehensive income/(loss) for the year** | | **7,382.21** | **7,085.63** |
| **Earnings per equity share (nominal value of INR 4) in INR** | | | |
| Basic | 39 | 8.97 | 8.61 |
| Diluted | 39 | 8.97 | 8.61 |
| **Notes forming part of standalone financial statements** | **1-48** | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKQ3011
Place : Hyderabad
Date : 25th April 2024

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, 2024

(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, 2023 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital due to prior period errors | - | - |
| Restated balance at March 31, 2023 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital during the Year | - | - |
| **Balance as at March 31, 2024** | **8,20,80,737** | **3,283.23** |

## b. Other equity

| Particulars | MMoney received against Share Warrants | Reserves and Surplus | | | | Other comprehensive income | Total |
|---|---|---|---|---|---|---|---|
| | | Capital reserve | Securities premium | General reserve | Retained earnings | Remeasurement of employee defined benefit plans | |
| **At March 31, 2023** | - | 3,988.06 | 64,499.13 | 1,486.32 | 11,563.49 | 42.45 | 81,579.45 |
| Profit for the year | - | - | - | - | 7,364.28 | - | 7,364.28 |
| Additions duirng the year | - | - | - | - | - | - | - |
| Less: Dividend | - | - | - | - | (328.32) | - | (328.32) |
| Re-measurement gains/ (losses) on defined benefit plans | - | - | - | - | - | 23.96 | 23.96 |
| Income-tax effect | - | - | - | - | - | (6.03) | (6.03) |
| **At March 31, 2024** | **-** | **3,988.06** | **64,499.13** | **1,486.32** | **18,599.45** | **60.38** | **88,633.34** |
| **Notes forming part of standalone financial statements** | | **1-48** | | | | | |

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/-
**CA. V.S. Roop Kumar**
Partner
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# STANDALONE STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED MARCH 31, 2023

## a. Equity Share Capital

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | No. of shares | Amount |
|---|---|---|
| Balance as at March 31, 2022 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital due to prior period errors | - | - |
| Restated balance at March 31, 2022 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital during the Year | - | - |
| **Balance as at March 31, 2023** | **8,20,80,737** | **3,283.23** |

## b. Other equity

| Particulars | Money received against Share Warrants | Reserves and Surplus | | | | Other comprehensive income | Total |
|---|---|---|---|---|---|---|---|
| | | Capital Reserve | Securities premium | General reserve | Retained earnings | Remeasurement of employee defined benefit plans | |
| **At March 31, 2022** | - | 3,988.06 | 64,499.13 | 1,486.32 | 4,821.53 | 27.10 | 74,822.15 |
| Profit for the year | - | - | - | - | 7,070.28 | - | 7,070.28 |
| Additions duirng the year | - | - | - | - | - | - | - |
| Less: Dividend | | | | | (328.32) | - | (328.32) |
| Forfeiture of Share Warrants | - | - | - | - | - | - | - |
| Re-measurement gains/ (losses) on defined benefit plans | - | - | - | - | - | 20.51 | 20.51 |
| Income-tax effect | - | - | - | - | - | (5.16) | (5.16) |
| **At March 31, 2023** | **-** | **3,988.06** | **64,499.13** | **1,486.32** | **11,563.49** | **42.45** | **81,579.45** |
| **Notes forming part of standalone financial statements** | | **1-48** | | | | | |

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/-
**CA. V.S. Roop Kumar**
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Membership No.: 213734
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Place : Hyderabad
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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 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **I. Cash flows from operating activities** | | |
| **Profit before tax** | **9,870.61** | **9,110.99** |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation & Amortisation | 2,423.13 | 2,324.01 |
| Amortisation of intangible assets | 284.68 | 309.87 |
| Finance income (including fair value change in financial instruments) | (928.50) | (1,078.42) |
| Finance costs (including fair value change in financial instruments) | 4,222.61 | 3,117.77 |
| Re-measurement losses on defined benefit plans | 23.96 | 20.51 |
| **Operating profit before working capital changes** | **15,896.49** | **13,804.73** |
| Changes in working capital: | | |
| Adjustment for (increase)/decrease in operating assets | | |
| Trade receivables | 11,816.88 | (26,244.07) |
| Inventories | (7,419.35) | (8,326.29) |
| Loans - Non current | 506.23 | (779.30) |
| Loans - current | 257.00 | (467.46) |
| Other financial assets - current & non current | 1,781.10 | 5,042.98 |
| Other assets - current | (2,808.35) | (5,330.87) |
| Adjustment for increase/(decrease) in operating liabilities | | |
| Trade payables | (4,978.14) | 19,497.48 |
| Other financial liabilities - current | 1,392.34 | 1,392.68 |
| Other current liabilities | (1,530.75) | 2,642.94 |
| Provisions | 594.04 | 642.13 |
| **Cash generated from operations** | **15,507.49** | **1,874.95** |
| Income taxes paid | (2,796.50) | (1,713.56) |
| **Net cash generated from operating activities** | **12,710.99** | **161.39** |

(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 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **II. Cash flows from investing activities** | | |
| Purchase of property, plant and equipment and intangibles (including capital work in progress) | (7,621.11) | (1,392.20) |
| (Investments in)/ redemption of bank deposits (having original maturity of more than three months and less than 1 year) - net | (132.69) | 1,897.14 |
| (Investment)/ redemption of Investments/Mutual Funds | (774.58) | (234.60) |
| Interest received (finance income) | 928.50 | 1,078.42 |
| **Net cash generated from/(used in) investing activities** | **(7,599.88)** | **1,348.76** |
| **III. Cash flows from financing activities** | | |
| Proceeds from/(repayment of) long-term borrowings, net | (506.23) | (4,282.96) |
| Proceeds from/(repayment of) short-term borrowings, net | (554.15) | 4,585.82 |
| Interest paid | (4,222.61) | (3,117.77) |
| **Net cash generated from/(used in) financing activities** | **(5,282.99)** | **(2,814.91)** |
| **Net increase in cash and cash equivalents (I+II+III)** | (171.88) | (1,304.76) |
| Cash and cash equivalents at the beginning of the year | 486.26 | 1,791.02 |
| **Cash and cash equivalents at the end of the year (refer note below)** | **314.38** | **486.26** |
| **Note:** | | |
| **Cash and cash equivalents comprise:** | | |
| Cash on hand | 0.32 | 2.81 |
| Balances with banks: | | |
| - in current accounts | 314.06 | 483.45 |
| | **314.38** | **486.26** |
| **Notes forming part of standalone financial statements** **1-48** | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKQ3011
Place : Hyderabad
Date : 25th April 2024

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

# 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, Electric Buses and Electrcic Trucks. The Company is listed in the National Stock Exchange (NSE) and the Bombay Stock Exchage (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 April 25, 2024.

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:

a) it is expected to be realized in, or is intended for sale or consumption in, the company'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 company'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 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 material 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, 2024 management assessed that the useful lives represent the expected utility of the assets to the company. Further, there is no material 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 material 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. Material 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 material 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 weighted average 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 companys 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 material 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 material 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:

- material 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 rocedures for recovery of amounts due.

## 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 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Deemed Cost** | | | | | | | | | | | | |
| At April 1, 2022 | 8,872.73 | 1,873.90 | 5,215.64 | 147.69 | 59.62 | 226.22 | 76.76 | 15,525.32 | 1.26 | - | 31,999.14 | 127.00 |
| Additions | - | - | 712.92 | 19.88 | 10.14 | 45.20 | 7.74 | 63.08 | - | - | 858.96 | 439.27 |
| Deletions | - | - | 1.97 | - | - | - | - | - | - | - | 1.97 | 184.22 |
| **At March 31, 2023** | **8,872.73** | **1,873.90** | **5,926.59** | **167.57** | **69.76** | **271.42** | **84.50** | **15,588.40** | **1.26** | **-** | **32,856.13** | **382.05** |
| Additions | - | 50.39 | 508.97 | - | 3.69 | 50.78 | 75.31 | - | - | - | 689.14 | 6,798.13 |
| Deletions | - | - | 14.65 | - | - | - | - | - | - | - | 14.65 | - |
| **At March 31, 2024** | **8,872.73** | **1,924.29** | **6,420.91** | **167.57** | **73.45** | **322.20** | **159.81** | **15,588.40** | **1.26** | **-** | **33,530.62** | **7,180.18** |
| **Accumulated depreciation** | | | | | | | | | | | | |
| At April 1, 2022 | - | 236.49 | 1,972.11 | 70.05 | 30.60 | 168.26 | 24.74 | 1,932.95 | 1.26 | - | 4,436.46 | - |
| Charge for the year | - | 62.07 | 560.46 | 12.71 | 10.33 | 33.56 | 7.28 | 1,637.60 | - | - | 2,324.01 | - |
| Less: Adjustments | - | - | 1.02 | - | - | - | - | - | - | - | 1.02 | - |
| **At March 31, 2023** | **-** | **298.56** | **2,531.55** | **82.76** | **40.93** | **201.82** | **32.02** | **3,570.55** | **1.26** | **-** | **6,759.45** | **-** |
| Charge for the year | - | 66.11 | 655.80 | 14.59 | 9.63 | 39.80 | 9.34 | 1,627.86 | - | | 2,423.13 | - |
| Less: Adjustments | - | - | 12.97 | - | - | - | - | - | - | | 12.97 | - |
| **At March 31, 2024** | **-** | **364.67** | **3,174.38** | **97.35** | **50.56** | **241.62** | **41.36** | **5,198.41** | **1.26** | **-** | **9,169.61** | **-** |
| **Carrying amount** | | | | | | | | | | | | |
| **At March 31, 2023** | **8,872.73** | **1,575.34** | **3,395.04** | **84.81** | **28.83** | **69.60** | **52.48** | **12,017.85** | **-** | **-** | **26,096.68** | **382.05** |
| **At March 31, 2024** | **8,872.73** | **1,559.62** | **3,246.53** | **70.22** | **22.89** | **80.58** | **118.45** | **10,389.99** | **-** | **-** | **24,361.01** | **7,180.18** |

*As on 31-03-2024 "Land" 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 fulfilment 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, 2024 :**

| Particulars | Amounts in capital work-in-progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than one year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 6,798.13 | 364.66 | 17.39 | - | 7,180.18 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **6,798.13** | **364.66** | **17.39** | **-** | **7,180.18** |

**Capital work-in-progress ageing schedule for the year ended March 31, 2023 :** **:**

| Particulars | Amounts in capital work-in-progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than one year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 364.66 | 17.39 | - | - | 382.05 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **364.66** | **17.39** | **-** | **-** | **382.05** |

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 |
|---|---|---|---|
| **5 Intangible assets** | | | |
| **Cost** | | | |
| **At April 1, 2022** | 945.47 | 1,042.40 | 1,987.87 |
| Additions | 279.14 | - | 279.14 |
| **At March 31, 2023** | **1,224.61** | **1,042.40** | **2,267.01** |
| Additions | 135.52 | - | 135.52 |
| **At March 31, 2024** | **1,360.13** | **1,042.40** | **2,402.53** |
| **Accumulated depreciation** | | | |
| **At April 1, 2022** | 623.21 | 41.33 | 664.54 |
| Amortisation expense | 179.42 | 130.45 | 309.87 |
| **At March 31, 2023** | **802.63** | **171.78** | **974.41** |
| Amortisation expense | 154.07 | 130.61 | 284.68 |
| **At March 31, 2024** | **956.70** | **302.39** | **1,259.09** |
| **Carrying amount** | | | |
| **At March 31, 2023** | **421.98** | **870.62** | **1,292.60** |
| **At March 31, 2024** | **403.43** | **740.01** | **1,143.44** |

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **6 Investments** | | |
| **Non-current** | | |
| *Investments carried at deemed cost* | | |
| *Unquoted equity shares* | | |
| *Investments in subsidiaries/ JV* | | |
| 23,40,000 (March 31, 2023: 23,40,000) equity shares of ₹10 each in EVEY Trans (SMC) Private Limited | 234.00 | 234.00 |
| 2,600 (March 31, 2023: 2600) equity shares of ₹10 each in EVEY Trans (SIL) Private Limited | 0.26 | 0.26 |
| 5,100 (March 31, 2023: 5,100) equity shares of ₹10 each in EVEY Trans (GTC) Private Limited | 0.51 | 0.51 |
| 3,400 (March 31, 2023: 3,400) equity shares of ₹10 each in EVEY Trans (UJJ) Private Limited | 0.34 | 0.34 |
| 25,35,000 (March 31, 2023: 2,600) equity shares of ₹10 each in EVEY Trans (JAB) Private Limited | 253.50 | 0.26 |
| 34,03,400 (March 31, 2023: 3,400) equity shares of ₹10 each in EVEY Trans (MHS) Private Limited | 340.34 | 0.34 |
| 18,12,600 (March 31, 2023: 2,600) equity shares of ₹10 each in EVEY Trans (BLR) Private Limited | 181.26 | 0.26 |

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **Investments (Contd.)** | | |
| 2,600 (March 31, 2023: 2,600) equity shares of ₹10 each in EVEY Trans (TEL) Private Limited | 0.26 | 0.26 |
| 3,400 (March 31, 2023: NIL) equity shares of ₹10 each in EVEY Trans (MSR) Private Limited | 0.34 | - |
| In SSISPL-OGL-BYD Consortium | 3,223.00 | 3,223.00 |
| **Total** | **4,233.81** | **3,459.23** |
| **7 Loans (Unsecured, considered good unless otherwise stated)** | | |
| **Non-current** | | |
| Loan to Related Parties [Refer Note- 17(A)] | 418.44 | 924.67 |
| **Total** | **418.44** | **924.67** |
| **Current** | | |
| Loan to Related Parties [Refer Note- 17(A)] | 506.23 | 506.23 |
| Inter-corporate Loans | 270.57 | 527.57 |
| **Total** | **776.80** | **1,033.80** |
| **8 Other assets** | | |
| **Non-Current assets** | | |
| *Unsecured, considered good* | | |
| Capital advances | | |
| - others (refer Note below) | 1,000.00 | 1,000.00 |
| **Total** | **1,000.00** | **1,000.00** |

**Note:-** The Company had entered into a Memorandum of Understanding (MOU) with M.L.R. Motors Limited (MLR) in the year 2017. As per the terms and conditions of MOU, capital advance amount of Rs. 10.00 Crores was paid towards acquisition of land for setting up electric bus project. As MLR had failed to honour its obligations and to take appropriate measures / steps to implement the provisions of MOU in terms of completing the acquisition of land etc., inter-alia, the company had asked for refund of aforesaid advance paid to them. Instead of refunding the advance, allegedly MLR had 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 Hon'ble NCLT for declaring the alleged allotment of shares for the value of Rs. 10.00 Crores to the Company as null and void and to direct the MLR to refund the advance amount along with interest.

During the current year the Petition filed by the Company under Section 59 of the Companies Act, 2013 against M.L.R. Motors Limited ("MLR") for recovery of Rs. 10.00 Crores (which was paid as a Capital Advance) has been dismissed by the Hon 'ble National Company Law Tribunal, Hyderabad Bench ("NCLT") vide its order dated 14.12.2023 with an observation that the subject matter of the petition is to be settled through Arbitration. The Hon'ble NCLT also gave liberty to the Company to represent before them "if the Arbitral Tribunal decides about the non-arbitral of the subject matter or when the allotment of shares in favour of the Petitioner is declared illegal or wrong by Arbitral Tribunal'.

The Company is in the process of proceeding with the Arbitration for recovery in due course.

(Contd.)

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **Other assets (Contd.)** | | |
| **Current assets** | | |
| *Unsecured, considered good* | | |
| Advances other than capital advances | | |
| Staff advances | 19.33 | 6.72 |
| Supplier advances | 2,947.86 | 2,531.56 |
| Prepaid expenses | 1,434.71 | 1,062.22 |
| Balances with Government Departments | 11,239.62 | 9,232.67 |
| **Total** | **15,641.52** | **12,833.17** |
| **9 Deferred tax asset/(liability), net** | | |
| Deferred tax asset | | |
| - Provision allowed under tax on payment basis | 147.25 | 105.70 |
| - Expected credit loss/ Fair Valuation of financial assets | 659.82 | 598.17 |
| **Total** | **807.07** | **703.87** |
| Deferred tax liability | | |
| - Tangible and Intangible assets | (2,225.35) | (2,173.16) |
| **Total** | **(2,225.35)** | **(2,173.16)** |
| **Deferred tax asset/(liability), net** | **(1,418.28)** | **(1,469.29)** |
| **10 Inventories** | | |
| Raw materials | | |
| - Insulators | 1,382.94 | 1,838.65 |
| - E Vehicles | 12,489.13 | 7,670.79 |
| Work in progress | | |
| - Insulators | 738.18 | 81.75 |
| - E Vehicles | 7,008.59 | 4,608.30 |
| **Total** | **21,618.84** | **14,199.49** |
| **11 Trade receivables** | | |
| Unsecured, considered good | 12,668.40 | 11,876.62 |
| From related parties | 38,682.22 | 51,470.59 |
| | **51,350.62** | **63,347.21** |
| Less: Allowance for doubtful receivables | (244.78) | (424.49) |
| **Total** | **51,105.84** | **62,922.72** |

## Trade Receivables ageing schedule for the period ended March 31, 2024

| 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 | 17,877.49 | 16,102.41 | 10,359.63 | 5,400.14 | 1,422.58 | 188.36 | 51,350.62 |
| – 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) | | | | | | | (244.78) |
| **Total** | **17,877.49** | **16,102.41** | **10,359.63** | **5,400.14** | **1,422.58** | **188.36** | **51,105.84** |

## Trade Receivables ageing schedule for the period ended March 31, 2023

| 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 | 29,510.03 | 28,200.06 | 2,705.68 | 2,571.46 | 104.91 | 255.07 | 63,347.21 |
| – 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) | | | | | | | (424.49) |
| **Total** | **29,510.03** | **28,200.06** | **2,705.68** | **2,571.46** | **104.91** | **255.07** | **62,922.72** |

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **12 Cash and cash equivalents** | | |
| Balances with banks: | | |
| - On current accounts | 314.06 | 483.45 |
| Cash on hand | 0.32 | 2.81 |
| **Total** | **314.38** | **486.26** |
| **13 Other Bank balances** | | |
| Term deposits with Banks with original maturities of more than 3 months and less than 1 year* | 16,218.03 | 16,085.34 |
| **Total** | **16,218.03** | **16,085.34** |

*Includes margin money deposits against bank guarantees and letter of credits.

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **14 Others (Unsecured, considered good unless otherwise stated)** | | |
| **Non-Current** | | |
| Security deposits | 158.17 | 248.78 |
| In deposit accounts with banks remaining maturity for more than 12 months | 1,084.70 | 3,439.82 |
| | **1,242.87** | **3,688.60** |
| **Current** | | |
| Security deposits | | |
| - To Others | 3.39 | 3.27 |
| Secured - Earnest Money Deposits | 177.71 | 168.79 |
| Interest accrued | 1,602.52 | 1,278.86 |
| Insurance claim receivable | 398.22 | 431.84 |
| Unbilled revenue* | 666.93 | 349.95 |
| Recoverable from suppliers | 190.97 | 142.40 |
| Loans and advances to related party | - | 0.27 |
| Loans and advances to others | 875.89 | 875.62 |
| **Total** | **3,915.63** | **3,251.00** |

*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 2024 | 31 March 2023 |
|---|---|---|
| **15 Share Capital** | | |
| **Authorised Share Capital** | | |
| 15,00,00,000 equity shares of Rs.4/- each | 6,000.00 | 6,000.00 |
| **Issued, subscribed and fully paid-up** | | |
| 8,20,80,737 equity shares of Rs.4/- each fully paid-up (March 31, 2023: 8,20,80,737 equity shares) | 3,283.23 | 3,283.23 |
| **Total** | **3,283.23** | **3,283.23** |

**(a) Reconciliation of shares outstanding at the beginning and end of the reporting year**

| Particulars | Number of Shares | Value |
|---|---|---|
| **Equity shares of Rs.4/- each fully paid** | | |
| Balance at April 01, 2022 | 8,20,80,737 | 3,283.23 |
| Issued during the year | - | - |
| **Balance at March 31, 2023** | **8,20,80,737** | **3,283.23** |
| Issued during the year | - | - |
| **Balance at March 31, 2024** | **8,20,80,737** | **3,283.23** |

**(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 2024 | 31 March 2023 |
|---|---|---|
| **Equity shares of Rs.4/- each fully paid** | | |
| MEIL Holdings Limited | | |
| Number of shares held | 4,10,53,000 | 4,10,53,000 |
| % of holding | 50.02% | 50.02% |

**(d) Details of shareholding of promoters:**

| | 31 March 2024 | | | 31 March 2023 | | |
|---|---|---|---|---|---|---|
| | 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 | | | | | | |
| MEIL Holdings Limited | 4,10,53,000 | 50.02% | - | 4,10,53,000 | 50.02% | - |

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **16 Other equity** | | |
| **Securities premium** | | |
| Opening balance | 64,499.13 | 64,499.13 |
| Add: Premium on fresh issue | - | - |
| Closing balance | **64,499.13** | **64,499.13** |
| Securities premium consists of the difference between the face value of the equity shares and the consideration received in respect of shares issued. | | |
| **Capital Reserve** | | |
| Opening balance | 3,988.06 | 3,988.06 |
| Additions during the year | - | - |
| Closing balance | **3,988.06** | **3,988.06** |
| It represents amount received towards Share warrants which was forfeited on 10th April 2020. | | |
| **General reserve** | | |
| Opening balance | 1,486.32 | 1,486.32 |
| Add: Transfers during the year | - | - |
| Closing balance | **1,486.32** | **1,486.32** |
| 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. | | |
| **Retained earnings** | | |
| Opening balance | 11,563.49 | 4,821.53 |
| Profit/(loss) for the year | 7,364.28 | 7,070.28 |
| Less: Dividend | (328.32) | (328.32) |
| Closing balance | **18,599.45** | **11,563.49** |
| 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. | | |
| **Remeasurement of employee defined benefit plans** | | |
| Opening balance | 42.45 | 27.10 |
| Additions during the year | 17.93 | 15.35 |
| **Closing balance** | **60.38** | **42.45** |
| **Total other equity** | **88,633.34** | **81,579.45** |

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **17 Borrowings** | | |
| **Non-current** | | |
| **Secured loans** | | |
| Term loan | | |
| - From Financial Institutions (refer note A below) | 418.44 | 924.67 |
| **Total** | **418.44** | **924.67** |
| **Current** | | |
| **Secured loans repayable on demand** | | |
| - Working capital loans from Banks (refer note B below) | 4,914.67 | 5,462.06 |
| - Current maturities of long term borrowings | 506.23 | 512.99 |
| **Total** | **5,420.90** | **5,975.05** |

### A. Term loan from Financial Institutions:

Term loan consists of loan taken from Rural Electrical Corporation Limited in December 2020 and April 2022 amounting Rs. 232.60 Lakhs and Rs.1,753.00 lakhs respectively, which was sanctioned for procurement of TSRTC project buses. The loan of Rs. 232.60 lakhs carries an interest rate of 9.32% repayable in 72 equal installments and Rs.1,753.00 lakhs carries an interest rate of 9.07% repayable in 45 equal installments secured by:

i. 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.

ii. 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 inturn 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. Working capital loans from Banks:**

Working Capital Facilities from Banks carries an interest rate ranging from 7% to 11.90% are secured by:

**Insulator Division Lender- SBI:**

i. Exclusive first charge to SBI on current assets of the company pertaining to Insulators division both present and future.

ii. Exclusive first charge to SBI on movable assets of the company both present & future of Insulators Division for insulator division limits with 2nd charge in favour of other e-bus division lenders.

iii. Exclusive first charge to SBI by way of equitable mortgage of factory land & building of the Company with 2nd charge in favour of other e-bus division lenders.

iv. Exclusive charge to SBI by way of equitable mortgage of immovable property of M/s. Megha Fibre Glass Industries Ltd for Insulator Division limits with SBI.

iv. Corporate guarantee given by M/s.Megha Fibre Glass Industries Limited for Insulator Division limits with SBI to the extent of value of Securities offered.

v. Cash Collateral of Rs.1.76 Crs

vi. 2nd Charge to SBI on movable fixed assets of E-Bus division both present and future for insulator division's limits with SBI.

**E Bus Division Lenders- SBI,Yes Bank , ICICI & IDBI:**

i. Paripassu First Charge on current assets of the company's E-bus division for all the lenders in consortium both present and future.

ii. Pari passu first charge on the Movable Fixed Assets of E-Bus Division both present & future for all the E-bus division lenders excluding e Buses (supplied to TSRTC 40 buses and PMPML 150 e buses with 5 spare buses) with 2nd charge in favour of working capital limits of insulator division with SBI.

iii. Pari passu second charge on all moveable assets of Insulator division both present and future.

iv. Pari passu second charge on all immoveable assets of Insulator division both present and future.

v. Exclusive Hypothecation of 150 Electric Buses with respect to PMPML contract for e-Bus division to SBI.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **18 Provisions** | | |
| **Non-Current** | | |
| Provision for employee benefits | | |
| - Gratuity (refer note 36) | 348.80 | 244.12 |
| - Compensated absences | 185.04 | 130.11 |
| Product Warranties | 2,880.03 | 2,455.34 |
| **Total** | **3,413.87** | **2,829.57** |
| 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. | | |
| **Current** | | |
| Provision for employee benefits | | |
| - Gratuity (refer note 36) | 5.44 | 3.67 |
| - Compensated absences | 37.22 | 29.25 |
| **Total** | **42.66** | **32.92** |
| **19 Trade payables** | | |
| Trade payables | | |
| - Total outstanding dues of micro enterprises and small enterprises | 1,818.21 | 2,137.67 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises* | 36,974.59 | 41,633.27 |
| **Total** | **38,792.80** | **43,770.94** |
| *Includes payable to related parties | 1,398.21 | 213.69 |

**Trade Payables ageing schedule for the period ended March 31, 2024**

| 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 | 365.37 | 1,452.85 | - | - | - | 1,818.21 |
| - Others | 2,443.53 | 34,380.08 | 105.16 | 18.11 | 27.70 | 36,974.59 |
| Disputed trade payables | | | | | | |
| - Micro enterprises and small enterprises | - | - | - | - | - | - |
| - Others | - | - | - | - | - | - |
| **Total** | **2,808.89** | **35,832.93** | **105.16** | **18.11** | **27.70** | **38,792.80** |

## NOTES FORMING PART OF THE STANDALONE 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, 2023

| 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 | 1,047.35 | 1,090.32 | - | - | - | 2,137.67 |
| - Others | 3,678.30 | 37,782.20 | 122.13 | 13.51 | 37.13 | 41,633.27 |
| Disputed trade payables | | | | | | |
| - Micro enterprises and small enterprises | - | - | - | - | - | - |
| - Others | - | - | - | - | - | - |
| **Total** | **4,725.65** | **38,872.52** | **122.13** | **13.51** | **37.13** | **43,770.94** |

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **20 Other financial liabilities** | | |
| Unpaid Dividend | 1.77 | 0.93 |
| Interest accrued but not due | - | 162.71 |
| Employee payables | 407.17 | 256.16 |
| Provision for expenses | 5,684.52 | 4,940.80 |
| Security deposits received | 1,153.35 | 165.55 |
| **Total** | **7,246.81** | **5,526.15** |
| **21 Other liabilities** | | |
| **Current** | | |
| Advance received from customers | 644.13 | 1,962.40 |
| Other advances received | 419.51 | 463.03 |
| Statutory liabilities | 524.59 | 693.55 |
| **Total** | **1,588.23** | **3,118.98** |
| **22 Revenue from operations** | | |
| Revenue from sale of products | 98,453.95 | 1,03,726.66 |
| Revenue from Services | 12,668.15 | 9,563.98 |
| Other Operational Income | 275.06 | 150.03 |
| **Total** | **1,11,397.16** | **1,13,440.67** |

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **23 Other income** | | |
| Interest income | 928.50 | 1,078.42 |
| Profit on Sale of Assets | - | 0.95 |
| Foreign exchange gain | 283.77 | 64.57 |
| Miscellaneous income | 10.01 | 0.20 |
| **Total** | **1,222.28** | **1,144.14** |
| **24 Cost of materials consumed** | | |
| Opening Stock of raw materials and consumables | 9,509.43 | 3,887.93 |
| Add : Purchases during the year | 89,197.68 | 96,094.35 |
| | 98,707.11 | 99,982.28 |
| Less : Closing Stock of raw materials and consumables | 13,872.07 | 9,509.43 |
| **Total** | **84,835.04** | **90,472.85** |
| **25 Changes in inventories and Work in progress** | | |
| Work in progress | | |
| Inventories at the beginning of the year | 4,690.05 | 1,985.27 |
| Less : Inventories at the end of the year | 7,746.78 | 4,690.05 |
| (Increase) / Decrease in Inventories | **(3,056.73)** | **(2,704.78)** |
| **26 Employee benefits expenses** | | |
| Salaries, wages and bonus | 6,178.74 | 4,825.04 |
| Contribution to provident and other funds | 133.21 | 96.33 |
| Staff welfare expenses | 256.78 | 89.96 |
| **Total** | **6,568.73** | **5,011.33** |
| **27 Other operating expenses** | | |
| Consumption of stores and spares | 225.48 | 609.62 |
| Power and fuel | 834.72 | 474.27 |
| Repairs to building | 0.46 | - |
| Repairs to machinery | 73.93 | 58.80 |
| Insurance | 163.52 | 195.84 |
| Testing and inspection charges | 207.54 | 110.69 |
| Bus Operations | 2,633.87 | 2,039.11 |
| **Total** | **4,139.52** | **3,488.33** |
| **28 Depreciation and amortisation expense** | | |
| Depreciation of tangible assets | 2,423.13 | 2,324.01 |
| Amortization of intangible assets | 284.68 | 309.87 |
| **Total** | **2,707.81** | **2,633.88** |

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **29 Finance costs** | | |
| Interest on term loans | 110.43 | 326.78 |
| Interest on working capital loan and cash credit | 2,554.36 | 1,564.94 |
| Other borrowing cost | 9.27 | 8.67 |
| Bank charges and commissions | 1,548.55 | 1,217.38 |
| **Total** | **4,222.61** | **3,117.77** |
| **30 Other expenses** | | |
| Rent | 326.52 | 283.16 |
| Freight charges | 662.38 | 585.27 |
| Directors sitting fee | 25.75 | 28.00 |
| Rates and taxes | 119.72 | 61.89 |
| Office maintenance | 7.56 | 7.96 |
| Security charges | 79.67 | 41.46 |
| Telephone and postage expenses | 47.65 | 40.05 |
| Printing and stationary | 9.27 | 8.26 |
| Insurance charges | 79.70 | 115.83 |
| Travelling expenses | 319.28 | 235.00 |
| Conveyance | 171.52 | 273.20 |
| Repairs and maintenance - others | 237.76 | 220.28 |
| Consultancy charges | 207.05 | 128.95 |
| Business promotion expenses | 30.56 | 53.85 |
| Exhibition expenses | 21.02 | 47.83 |
| Advertisement & Other Selling Expenses | 0.72 | 0.52 |
| Warranty Expenses | 424.69 | 536.58 |
| Legal fees | 31.80 | 121.42 |
| Listing fees | 9.97 | 5.93 |
| Auditors remuneration | 12.00 | 12.00 |
| Vehicle maintenance | 2.67 | 2.54 |
| LD Charges/Bad debts written off | 556.99 | 1,153.22 |
| Allowance for doubtful debts written back | (264.71) | (853.22) |
| Allowances for doubtful debts | 85.00 | 260.98 |
| Loss on sale of Assets | 1.68 | - |
| Miscellaneous expenses | 125.63 | 83.48 |
| **Total** | **3,331.85** | **3,454.44** |

**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 2024 was Rs. 106.10 Lakhs as compared to Rs. 54.00 Lakhs for the year ended March 31, 2023.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **31 Tax expenses** | | |
| Current income tax: | | |
| Current income tax charge | 2,563.37 | 1,729.51 |
| Deferred tax: | | |
| Relating to originating and reversal of temporary differences | (57.04) | 311.20 |
| **Income tax expense recognised in the statement of profit or loss** | **2,506.33** | **2,040.71** |
| **Deferred tax related to items considered in OCI during the year** | | |
| Re-measurement gains/ (losses) on defined benefit plan | (6.03) | (5.16) |
| **Income tax charge to OCI** | **(6.03)** | **(5.16)** |

| **Reconciliation of tax expense with the accounting profit multiplied by domestic tax rate:** | **31 March 2024** | **31 March 2023** |
|---|---|---|
| Accounting profit before income tax | 9,870.61 | 9,110.99 |
| Tax on accounting profit at statutory income tax rate | 2,484.43 | 2,293.24 |
| Effect of Income exempt from tax/ Items not deductible | 98.13 | (10.19) |
| Others | (76.23) | (242.34) |
| **Total** | **2,506.33** | **2,040.71** |
| **Tax expense reported in the statement of profit and loss** | **2,506.33** | **2,040.71** |

### 32 Contingent liabilities and commitments

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|---|---|
| **i) Contingent liabilities:** | | |
| - Claims against the Company not acknowledged as debts (See Note 'a' below) | 374.40 | 374.40 |
| **ii) Commitments:** | | |
| - Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances | 23,023.85 | 243.34 |

(Contd.)

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

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) |

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 2024.

### 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 | Megha Engineering & Infrastructures Limited |
| Subsidiaries | SSISPL-OGL-BYD Consortium (JV) |
| | Evey Trans (GTC) Private Limited |
| Associate | Evey Trans (SMC) Private Limited |
| | Evey Trans (SIL) Private Limited |
| | Evey Trans (UJJ) Private Limited |
| | Evey Trans (JAB) Private Limited |
| | Evey Trans (MHS) Private Limited |
| | Evey Trans (BLR) Private Limited |
| | Evey Trans (TEL) Private Limited |
| | Evey Trans (MSR) Private Limited |
| Subsidaries of MEIL Holdings Limited | Evey Trans Private Limited |
| Step-down Subsidiaries of MEIL Holdings Limited | Evey Trans (UKS) Private Limited |
| | Evey Trans (KTC) Private Limited |
| | Evey Trans (NGP) Private Limited |
| | Evey Trans (MPS) Private Limited |
| | Evey Trans (IDR) Private Limited |
| | OHA Commute Private Limited |
| | Evey Trans (MUM) Private Limited |
| Step-down Subsidiaries of Megha Engineering & Infrastructures Limited | ICOMM TELE LIMITED |
| | MEIL Foundation |
| Associate of Megha Engineering & Infrastructures Limited | Megha Fibre Glass Industries Limited |

| | |
|---|---|
| Key Management Personnel ("KMP") | Mr. K.V.Pradeep, Chairman and Managing Director |
| | Mr. B. Sharat Chandra, CFO |
| | Mr. Hanuman Prasad, Company Secretary |

**b) Transactions with related parties**

| | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **Key Management Personnel** | | |
| Remuneration Paid* | 472.50 | 427.48 |
| **Holding Company** | | |
| Inter corporate loan Given/(Repaid) | - | (4,900.00) |
| Interest Expense | - | 174.47 |
| Dividend Paid | 164.21 | 164.21 |
| **Entities having significant influence over the Company** | | |
| Sale of goods & services | 5,869.74 | 2,695.30 |
| Purchase of Material, Capital Goods & Other Expenses | 4,518.02 | 14.21 |
| **Subsidiaries** | | |
| Interest Income | 110.43 | 143.04 |
| Sale of goods & services | 1,152.14 | 7,256.23 |
| Unsecured Loans given/ (Repaid) (Net) | (506.23) | 1,246.76 |
| **Associate** | | |
| Equity Investment/ Investment | 774.58 | 234.60 |
| Sale of goods & services | 22,843.38 | 50,201.38 |
| **Subsidiaries of MEIL Holdings** | | |
| Sale of goods & services | 5,702.58 | 4,999.35 |
| **Step Subsidaries and Associates of MEIL Holdings and Megha Engineering & Infrastructures Limited** | | |
| Purchase of Material, Capital Goods & Other Expenses | 251.89 | 500.83 |
| Sale of goods & services | 33,524.71 | 22,706.05 |

*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.

## 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-24 | As at 31-Mar-23 |
|---|---|---|
| **Trade Receivables & Advances received** | | |
| Megha Engineering & Infrastructures Limited | 5,276.25 | 2,553.08 |
| Evey Trans Private Limited | 3,316.83 | 5,569.20 |
| Evey Trans (SMC) Private Limited | 52.98 | 8,631.35 |
| Evey Trans (SIL) Private Limited | 92.17 | 56.51 |
| Evey Trans (UKS) Private Limited | (611.08) | 74.91 |
| Evey Trans (KTC) Private Limited | 212.94 | 36.30 |
| Evey Trans (NGP) Private Limited | 112.03 | 2,093.78 |
| Evey Trans (GTC) Private Limited | 234.63 | 173.73 |
| SSISPL-OGL-BYD Consortium | 88.55 | 209.35 |
| OHA Commute Private Limited | 510.21 | 268.46 |
| Evey Trans (MHS) Private Limited | 6,150.71 | 10,999.38 |
| Evey Trans (JAB) Private Limited | (71.88) | 7,683.19 |
| Evey Trans (BLR) Private Limited | 216.32 | 10,981.80 |
| Evey Trans (IDR) Private Limited | 590.36 | 144.23 |
| Evey Trans (MPS) Private Limited | 1,530.60 | 1,995.32 |
| Evey Trans (TEL) Private Limited | 10,280.71 | - |
| Evey Trans (MSR) Private Limited | 2,541.03 | - |
| Evey Trans (MUM) Private Limited | 7,882.57 | - |
| MEIL Foundation | 276.28 | |
| **Loans & Advances to Related Parties - Financial Assets (Current & Non-Current)** | | |
| SSISPL-OGL-BYD Consortium | 924.67 | 1,430.91 |
| OHA Commute Private Limited | - | 0.27 |
| **Trade Payables** | | |
| Megha Fibre Glass Industries Limited | 309.73 | 154.17 |
| Megha Engineering & Infrastructures Limited | 1,047.77 | 22.93 |
| ICOMM TELE LIMITED | 40.71 | 36.59 |
| **Other advances received - Other current liabilities** | | |
| SSISPL-OGL-BYD Consortium | 419.51 | 463.03 |

The company has availed Corporate Gurantee from Megha Fibre Glass Industries Limited to the extent of the value of Security offered - Rs.30.28 Crs as collateral for bank facilities.

### 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, e-vehicle division which includes e- buses & e trucks.

The segment revenue, profitability, assets and liabilities are as under:

| Segment Revenue | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| a) Insulator division | 14,297.12 | 12,381.50 |
| b) E Vehicle division | 97,100.04 | 1,01,059.17 |
| **Total revenue** | **1,11,397.16** | **1,13,440.67** |
| **Segment Results** | **For the year ended 31 March 2024** | **For the year ended 31 March 2023** |
| (Profit before tax & interest) | | |
| a) Insulator division | 3,283.60 | 2,135.66 |
| b) E Vehicle division | 10,770.34 | 10,026.79 |
| **Total** | **14,053.94** | **12,162.45** |
| Less: (i) Interest | 4,222.61 | 3,117.77 |
| (ii) Unallocable expenditure (Net of Un allocable income) | (39.28) | (66.31) |
| **Total Profit before tax** | **9,870.61** | **9,110.99** |

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|---|---|
| **Segment Assets** | | |
| a) Insulator Division | 17,815.32 | 16,678.32 |
| b) E Vehicle division | 1,26,305.67 | 1,26,484.35 |
| c) Unallocated | 8,725.41 | 7,100.64 |
| **Total** | **1,52,846.40** | **1,50,263.31** |

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|---|---|
| **Segment Liabilities** | | |
| a) Insulator Division | 7,329.13 | 6,013.37 |
| b) E Vehicle division | 49,594.58 | 56,164.91 |
| c) Unallocated | 4,006.12 | 3,222.35 |
| **Total** | **60,929.83** | **65,400.63** |
| **Capital Employed** | | |
| a) Insulator Division | 10,486.19 | 10,664.95 |
| b) E Vehicle division | 76,711.09 | 70,319.44 |
| c) Unallocated | 4,719.29 | 3,878.29 |
| **Total** | **91,916.57** | **84,862.68** |

### 35 Auditors' remuneration include:

| Particulars | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| Statutory audit fee (including limited review) | 10.00 | 10.00 |
| Tax audit fee | 2.00 | 2.00 |
| **Total** | **12.00** | **12.00** |

### 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-24 | 31-Mar-23 |
|---|---|---|
| **Opening balance** | **247.79** | **192.32** |
| Current service cost | 120.91 | 86.13 |
| Past service cost | - | - |
| Interest cost | 18.45 | 14.02 |
| Benefits paid | (8.94) | (24.17) |
| Actuarial gain | (23.96) | (20.51) |
| **Closing balance** | **354.24** | **247.79** |
| Present value of projected benefit obligation at the end of the year | 354.24 | 247.79 |
| Fair value of plan assets at the end of the year | - | - |
| **Net liability recognised in the balance sheet** | **354.24** | **247.79** |
| Current provision | 5.44 | 3.67 |
| Non current provision | 348.80 | 244.12 |

| Expenses recognised in statement of profit and loss | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| Service cost | 120.91 | 86.13 |
| Interest cost | 18.45 | 14.02 |
| **Gratuity cost** | **139.36** | **100.15** |
| **Re-measurement gains/ (losses) in OCI** | | |
| Actuarial gain / (loss) due to demographic assumption changes | - | - |
| Actuarial gain / (loss) due to financial assumption changes | 14.83 | (5.42) |
| Actuarial gain / (loss) due to experience adjustments | (38.79) | (15.09) |
| Return on plan assets greater (less) than discount rate | - | - |
| **Total expenses routed through OCI** | **(23.96)** | **(20.51)** |

| Assumptions | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| Discount rate (per annum) | 7.20% | 7.50% |
| 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-24 | |
|---|---|---|
| | Discount rate | Salary escalation rate |
| Impact of increase in 50 bps on projected benefit obligaiton | -6.84% | -6.83% |
| Impact of decrease in 50 bps on projected benefit obligaiton | 7.59% | 7.56% |

These sensitivies 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, 2024 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-24 | 31-Mar-23 |
|---|---|---|
| a) the principal amount due thereon remaining unpaid to any supplier at the end of each accounting year. | 1,818.21 | 2,137.67 |
| 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 |

| Particulars | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| 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 Company is a lessee:

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 326.52 Lakhs (INR 283.16 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-24 | 31-Mar-23 |
|---|---|---|
| Profit for the year attributable to equity share holders | 7,364.28 | 7,070.28 |
| **Shares** | | |
| 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 |
| **Earnings per share** | | |
| Earnings per share of par value ₹ 4 – basic (₹) | 8.97 | 8.61 |
| Earnings per share of par value ₹ 4 – diluted (₹) | 8.97 | 8.61 |

## 40 Fair value measurements

| Financial instruments by category | 31-Mar-24 | | 31-Mar-23 | |
|---|---|---|---|---|
| | Amortised Cost | FVTPL | Amortised Cost | FVTPL |
| **Financial assets** | | | | |
| Investments | | | | |
| - In Subsidiaries/JV | 4,233.81 | - | 3,459.23 | - |
| Trade receivables | 51,105.84 | - | 62,922.72 | - |
| Cash and cash equivalents | 314.38 | - | 486.26 | - |
| Other bank balances | 17,302.73 | - | 19,525.16 | - |
| Loans | 1,195.24 | - | 1,958.47 | - |
| Security Deposits | 339.27 | - | 420.84 | - |
| Others | 3,734.53 | - | 3,078.94 | - |
| **Total Financial Assets** | **78,225.80** | **-** | **91,851.62** | **-** |
| **Financial Liabilities** | | | | |
| Borrowings | 5,839.34 | - | 6,899.72 | - |
| Trade payables | 38,792.80 | - | 43,770.94 | - |
| Other financial liabilities | 7,246.81 | - | 5,526.15 | - |
| **Total Financial Liabilities** | **51,878.95** | **-** | **56,196.81** | **-** |

### 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, 2024 and March 31, 2023. 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, 2024 and March 31, 2023.

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:

| | Increase/decrease in interest rate | Effect on profit before tax |
|---|---|---|
| **March 31, 2024** | | |
| INR | +1% | (58.39) |
| INR | -1% | 58.39 |
| **March 31, 2023** | | |
| INR | +1% | (69.00) |
| INR | -1% | 69.00 |

## 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 ₹51,105.84 lakhs (March 31, 2023: ₹62,922.72 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-24 | 31-Mar-23 |
|---|---|---|
| Opening balance | 424.49 | 1,016.73 |
| Credit loss provided/(reversed) | (179.71) | (592.24) |
| Closing balance | 244.78 | 424.49 |

The top 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 |
|---|---|---|---|---|---|---|
| **Year ended March 31, 2024** | | | | | | |
| Borrowings | 4,914.67 | 126.55 | 379.68 | 418.44 | - | 5,839.34 |
| Trade payables | - | 20,833.15 | 17,931.95 | 27.70 | - | 38,792.80 |
| **Year ended March 31, 2023** | | | | | | |
| Borrowings | 5,462.06 | 129.90 | 383.09 | 924.67 | - | 6,899.72 |
| Trade payables | - | 34,591.38 | 9,179.56 | - | - | 43,770.94 |

## 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, 2024 and March 31, 2023 was as follows:

| Particulars | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| Total equity attributable to the equity shareholders of the Company | 91,916.57 | 84,862.68 |
| As a percentage of total capital | 94.03% | 92.48% |
| Long term borrowings including current maturities | 924.67 | 1,437.66 |
| Short term borrowings | 4,914.67 | 5,462.06 |
| Total borrowings | 5,839.34 | 6,899.72 |
| As a percentage of total capital | 5.97% | 7.52% |
| Total capital (equity and borrowings) | **97,755.91** | **91,762.40** |

## 43 Key Financial Ratios

| S. No. | Ratio | Numerator | Denominator | As at 31-Mar-24 | As at 31-Mar-23 | Variance % | Reason |
|---|---|---|---|---|---|---|---|
| 1 | Current ratio | Total current assets | Total current liabilities | 2.03 | 1.88 | 8% | |
| 2 | Debt-equity ratio | Borrowings (Current + Non-current) | Total equity | 0.06 | 0.08 | -22% | |
| 3 | Debt service coverage ratio | Earnings available for debt service = PAT + Depreciation + Interest + Loss on sale of asets | Debt service = Interest+Principal repayment during the year | 16.34 | 1.68 | 874% | The DSCR has improved during current financial year due to decrease in borrowings from Related party compared to the previous year. |
| 4 | Return on equity ratio | Net profit after taxes | Average total equity | 8% | 9% | -4% | |
| 5 | Inventory turnover ratio | Cost of materials consumed and changes in inventories and work-in-progress | Average Inventory | 4.57 | 8.75 | -48% | The decrease in inventory turnover ratio during current financial year due to increase inventory holding levels as compared to previous financial year. |
| 6 | Trade receivables turnover ratio | Revenue from operations | Average Receivables | 1.95 | 2.28 | -14% | |
| 7 | Trade payables turnover ratio | Purchases of materials+Other operating expenses | Average Payables | 2.26 | 2.93 | -23% | |
| 8 | Net capital turnover ratio | Revenue from operations | Working capital = Current assets - Current liabilities | 1.93 | 2.13 | -9% | |

(Contd.)

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| S. No. | Ratio | Numerator | Denominator | As at 31-Mar-24 | As at 31-Mar-23 | Variance % | Reason |
|---|---|---|---|---|---|---|---|
| 9 | Net profit ratio | Net profit after taxes | Revenue from operations | 7% | 6% | 6% | |
| 10 | Return on Capital employed | Earnings before interest and taxes | Capital employed = Tangible Net worth + Borrowings (current & non current) + Deferred tax liabilities | 14% | 13% | 8% | |
| 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

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023. However, there are no new standards notified during the year.

**(i). Definition of accounting Estimates - Amendments to Ind AS 8 "Accounting Policies, Changes in accounting Estimates and Errors"**

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendments do not have any impact on the standalone financial statements.

**(ii). Disclosure of accounting policies – Amendments to Ind AS 1 "Presentation of Financials Statements"**

The amendments aim to help entities provide accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their significant accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The company has, as per above amendment, disclosed material accounting policies.

**(iii). Deferred Tax related to assets and liabilities arising from a Single transaction – Amendments to Ind AS 12 'Income Taxes'**

The amendments narrow the scope of the initial recognition exception under Ind AS12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendments do not have any impact on the standalone financial statements..

**45** 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.

**46** 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, 2024..

### 47 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.

## NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

(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..

### 48 Prior year comparitives

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKQ3011
Place : Hyderabad
Date : 25th April 2024

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"), its Associates and Joint Venture which comprises the Consolidated Balance Sheet as at March 31, 2024, 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 2024, 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 |
|---|---|---|
| 1 | **Recoverability of trade receivables:**<br>The gross balance of trade receivables as at 31 March 2024 amounted to Rs.51,332.42 Lakhs, against which the Company has recorded expected credit loss provision of Rs.85.00 Lakhs during the FY 23-24<br>The Company has a formal policy for evaluation of recoverability of receivables and recording of impairment loss which is applied at every period end. In accordance with Ind AS 109 "Financial Instruments", the Company applies Expected Credit Loss (ECL) model for measurement and recognition of impairment loss on trade receivables which is based on the forecasts of default events over the expected life of the asset. In calculating expected credit loss, the Company has also considered customer accounts as well as experience with collection trends and current economic and business conditions.<br>Assessment of recoverable amount is a key audit matter due to:<br>• Significance of the carrying amount of these balances.<br>• The collectability of trade receivables is a key element of the Company's working capital management.<br>• Determination of impairment of trade receivables using expected credit losses model includes significant judgments and estimates and assumptions by management that may have material impact on the financial statements.<br>The Company's disclosures are included in Note 3.19 to the financial statements, which outlines the accounting policy for determining the allowance for doubtful debts and details of the year-on-year movement in gross and net trade receivables. | **Our audit procedures, among other things included the following:**<br>• Evaluating the Company's policies, processes and financial controls relating to the monitoring of trade receivables and review of credit risks of customers.<br>• Evaluating management's estimates and the inputs used by management for development of the ECL model, analysis of ageing of receivables, assessment of material overdue individual trade receivables including specific customer balances.<br>• Assessing the reasonableness of management's loss allowance estimate by examining the information used by management to form such judgements, including testing the accuracy of the historical default data and evaluating whether the historical loss rates are appropriately adjusted based on current economic conditions and forward looking information.<br>• Assessing, on a sample basis, whether items in the debtors ageing report were classified within the appropriate ageing category by comparing individual items in the report with the underlying documentation such as sales invoices.<br>• Requesting for confirmations from major debtors and/or verifying subsequent settlements as an alternative procedure.<br>• Testing the mathematical accuracy and computation of the allowances by using the same input data used by the Company. |

| Sl. No. | Key Audit Matters | Procedures Performed/Auditor's Response |
|---|---|---|
| 2 | **Assessment of provision for warranty obligations:**<br>The Holding Company has provided for product warranty obligation of Rs. 424.69 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. 2453.93 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. | **Our audit procedures included:**<br>• 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.<br>• 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<br>• Review of the historical cost inputs and the sales of the relevant period.<br>Checking for the consistency of the same methodology being adopted by the Holding Company |

## 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.12,038.42 Lakhs as at 31 March 2024, total revenue (before consolidation adjustments) of Rs.4,424.15 Lakhs and net cash inflows (before consolidation adjustments) amounting to Rs.587.90 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.328.83 Lakhs for the year ended 31 March 2024, in respect of eight associates whose financial statements have not been audited by us. These financial statements are unaudited and 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 these subsidiaries, jointly controlled entities 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 the aforesaid subsidiaries, jointly controlled entities and associates, is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements / financial information certified by the Management.

## 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, 2024, 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, 2024 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 2024 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.
- Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries, associates and joint ventures/joint operations which are companies incorporated in India whose financial statements have been

audited under the Act, the company, subsidiaries, associates and joint ventures/joint operations have used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries, associates and joint ventures/joint operations did not come across any instance of audit trail feature being tampered with.

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, based on the unaudited financial statements, information and explanations provided to us regarding the subsidiary company and associate companies incorporated in India, which were not audited by us, the remuneration paid during the current year by the Holding Company and its subsidiaries and associates to their 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.S. Roop Kumar**
Partner
MNo: 213734
UDIN: 24213734BKCAKR8426

Place : Hyderabad
Date : 25th April 2024

## 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, 2024 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, 2024, 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: 005120S

Sd/-
**CA. V.S. Roop Kumar**
Partner
MNo: 213734
UDIN: 24213734BKCAKR8426

Place : Hyderabad
Date : 25th April 2024

# CONSOLIDATED BALANCE SHEET

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | Note | As at 31 March 2024 | As at 31 March 2023 |
|---|---|---|---|
| **Assets** | | | |
| **Non-current assets** | | | |
| Property, plant and equipment | 4 | 31,826.03 | 34,257.73 |
| Capital work-in-progress | 4 | 7,227.11 | 410.31 |
| Intangible assets | 5 | 1,143.44 | 1,292.60 |
| Financial assets | | | |
| Investments | 6 | 1,126.99 | 197.18 |
| Others | 14 | 1,242.87 | 3,891.10 |
| Other non current assets | 8 | 1,000.00 | 1,000.00 |
| | | **43,566.44** | **41,048.92** |
| **Current assets** | | | |
| Inventories | 10 | 21,618.84 | 14,199.49 |
| Financial assets | | | |
| Trade receivables | 11 | 51,322.42 | 63,047.56 |
| Cash and cash equivalents | 12 | 687.10 | 636.33 |
| Other bank balances | 13 | 16,767.25 | 16,085.34 |
| Loans | 7 | 270.57 | 527.57 |
| Others | 14 | 4,999.92 | 4,498.17 |
| Current tax assets | | 3,769.46 | 2,734.76 |
| Other current assets | 8 | 15,855.70 | 12,911.72 |
| | | **115,291.26** | **114,640.94** |
| **Total assets** | | **158,857.70** | **155,689.86** |
| **Equity and Liabilities** | | | |
| **Equity** | | | |
| Equity share capital | 15 | 3,283.23 | 3,283.23 |
| Other equity | 16 | 88,064.53 | 80,691.58 |
| **Equity attributable to the owners of the Company** | | **91,347.76** | **83,974.81** |
| Non-controlling interest | | 312.87 | 130.79 |
| **Total equity** | | **91,660.63** | **84,105.60** |
| **Non-current liabilities** | | | |
| Financial Liabilities | | | |
| Borrowings | 17 | 917.91 | 924.67 |
| Provisions | 18 | 2,987.77 | 2,403.46 |
| Deferred tax liabilities, net | 9 | 1,926.14 | 1,771.12 |
| | | **5,831.82** | **5,099.25** |
| **Current liabilities** | | | |
| Financial Liabilities | | | |
| Borrowings | 17 | 11,156.96 | 12,445.25 |
| Trade payables | | | |
| - total outstanding dues of micro enterprises and small enterprises | 19 | 1,818.21 | 2,137.67 |
| - total outstanding dues of creditors other than micro enterprises and small enterprises | 19 | 37,123.29 | 41,668.36 |
| Other financial liabilities | 20 | 7,477.53 | 5,773.55 |
| Provisions | 18 | 42.66 | 32.92 |
| Other current liabilities | 21 | 1,158.76 | 2,674.20 |
| Current tax liabilities | | 2,587.84 | 1,753.06 |
| | | **61,365.25** | **66,485.01** |
| **Total liabilities** | | **67,197.07** | **71,584.26** |
| **Total equity and liabilities** | | **158,857.70** | **155,689.86** |
| **Notes forming part of consolidated financial statements** | **1-48** | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKR8426

Place : Hyderabad
Date : 25th April 2024

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

# 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 2024 | For the year ended 31 March 2023 |
|---|---|---|---|
| Revenue from operations | 22 | 115,413.54 | 109,076.08 |
| Other income | 23 | 1,160.38 | 1,006.26 |
| **Total income** | | **116,573.92** | **110,082.34** |
| **Expenses** | | | |
| Cost of materials consumed | 24 | 85,479.17 | 84,593.83 |
| Changes in inventories and work in progress | 25 | (3,056.73) | (2,704.78) |
| Employee benefits expenses | 26 | 6,907.21 | 5,264.20 |
| Other operating expenses | 27 | 6,111.69 | 4,294.68 |
| Depreciation and amortisation expense | 28 | 3,667.66 | 3,311.35 |
| Finance costs | 29 | 4,305.32 | 3,142.72 |
| Other expenses | 30 | 3,381.20 | 3,500.97 |
| **Total expenses** | | **106,795.52** | **101,402.97** |
| Share of profit/(loss) of associates | | 799.36 | 263.92 |
| **Profit/(Loss) before exceptional items and tax** | | 10,577.76 | 8,943.29 |
| **Exceptional items:** | | | |
| Exceptional items: | | - | - |
| **Profit/(Loss) before tax** | | **10,577.76** | **8,943.29** |
| **Tax expense** | | | |
| Current tax | 31 | 2,563.37 | 1,729.51 |
| Deferred tax | 31 | 148.97 | 524.47 |
| **Total tax expense** | | 2,712.34 | 2,253.98 |
| **Profit/(Loss) for the year** | | **7,865.42** | **6,689.31** |
| **Profit/(Loss) attributable to non controlling interest** | | 182.08 | 129.86 |
| **Profit/(Loss) attributable to owners of the Parent** | | **7,683.34** | **6,559.45** |
| **Other comprehensive income/(loss)** | | | |
| **Items that will not be reclassified to profit or loss:** | | | |
| Re-measurement gains/ (losses) on defined benefit plan | | 23.96 | 20.51 |
| Income-tax effect | 31 | (6.03) | (5.16) |
| **Other comprehensive income/(loss) for the year, net of tax** | | **17.93** | **15.35** |
| **Other comprehensive income/(loss) attributable to non controlling interest** | | **-** | **-** |
| **Other comprehensive income/(loss) attributable to owners of the Parent** | | **17.93** | **15.35** |
| **Total comprehensive income/(loss) for the year** | | **7,883.35** | **6,704.66** |
| **Total comprehensive income/(loss) attributable to non controlling interest** | | **182.08** | **129.86** |
| **Total comprehensive income/(loss) attributable to owners of the Parent** | | **7,701.27** | **6,574.80** |
| **Earnings per equity share (nominal value of INR 4) in INR** | | | |
| Basic | 39 | 9.36 | 7.99 |
| Diluted | 39 | 9.36 | 7.99 |
| **Notes forming part of consolidated financial statements** | **1-48** | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKR8426

Place : Hyderabad
Date : 25th April 2024

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

# CONSOLIDATED STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31 MARCH, 2024

(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, 2023 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital due to prior period errors | - | - |
| Restated balance at March 31, 2023 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital during the Year | - | - |
| **Balance as at March 31, 2024** | **8,20,80,737** | **3,283.23** |

## 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 | Retained earnings | Remeasurement of employee defined benefit plans | |
| **At March 31, 2023** | - | 3,988.06 | 64,499.14 | 1,486.32 | 10,675.61 | 42.45 | 130.79 | 80,822.37 |
| Profit for the year | - | - | - | - | 7,683.34 | - | 182.08 | 7,865.42 |
| Additions during the year | - | - | - | - | - | - | - | - |
| Less: Dividend | | | | | (328.32) | | | (328.32) |
| Other adjustments | - | | - | - | - | - | - | - |
| **Other comprehensive income** | | | | | | | | |
| Re-measurement gains/ (losses) on defined benefit plans | - | | - | - | - | 23.96 | - | 23.96 |
| Income-tax effect | - | | - | - | - | (6.03) | - | (6.03) |
| **At March 31, 2024** | **-** | **3,988.06** | **64,499.14** | **1,486.32** | **18,030.63** | **60.38** | **312.87** | **88,377.40** |
| **Notes forming part of consolidated financial statements** | | | | **1-48** | | | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKR8426
Place : Hyderabad
Date : 25th April 2024

for and on behalf of the Board of Directors of
**Olectra Greentech Limited**
CIN: L34100TG2000PLC035451

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, 2023

(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, 2022 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital due to prior period errors | - | - |
| Restated balance at March 31, 2022 | 8,20,80,737 | 3,283.23 |
| Changes in equity share capital during the Year | - | - |
| **Balance as at March 31, 2023** | **8,20,80,737** | **3,283.23** |

## 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 | Retained earnings | Remeasurement of employee defined benefit plans | |
| **At March 31, 2022** | - | 3,988.06 | 64,499.14 | 1,486.32 | 4,444.48 | 27.10 | 0.93 | 74,446.03 |
| Profit for the year | - | - | - | - | 6,559.45 | - | 129.86 | 6,689.31 |
| Additions during the year | - | - | - | - | - | - | - | - |
| Less: Dividend | | | | | (328.32) | | | (328.32) |
| Other adjustments | - | | - | - | - | - | - | - |
| **Other comprehensive income** | | | | | | | | |
| Re-measurement gains/ (losses) on defined benefit plans | - | | - | - | - | 20.51 | - | 20.51 |
| Income-tax effect | - | | - | - | - | (5.16) | - | (5.16) |
| **At March 31, 2023** | **-** | **3,988.06** | **64,499.14** | **1,486.32** | **10,675.61** | **42.45** | **130.79** | **80,822.37** |
| **Notes forming part of consolidated financial statements** | | | | **1-48** | | | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKR8426

Place : Hyderabad
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for and on behalf of the Board of Directors of
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CIN: L34100TG2000PLC035451

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DIN: 02331853

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Chief Financial Officer

Sd/-
**B. Appa Rao**
Director
DIN: 00004309

Sd/-
**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 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **I. Cash flows from operating activities** | | |
| **Profit before tax** | **10,577.76** | **8,943.29** |
| Adjustments to reconcile profit before tax to net cash flows: | | |
| Depreciation of tangible assets | 3,382.98 | 3,001.48 |
| Amortisation of intangible assets | 284.68 | 309.87 |
| Finance income (including fair value change in financial instruments) | (866.60) | (940.08) |
| Finance costs (including fair value change in financial instruments) | 4,305.32 | 3,142.72 |
| Re-measurement losses on defined benefit plans | 23.96 | 20.51 |
| **Operating profit before working capital changes** | **17,708.10** | **14,477.79** |
| Changes in working capital: | | |
| Adjustment for (increase)/decrease in operating assets | | |
| Trade receivables | 11,725.14 | (26,488.25) |
| Inventories | (7,419.35) | (8,326.29) |
| Loans - current | 257.00 | - |
| Other financial assets - current & non current | 2,146.48 | 5,477.05 |
| Other assets - current | (2,943.98) | (5,353.86) |
| Adjustment for increase/(decrease) in operating liabilities | | |
| Trade payables | (4,864.53) | 16,606.56 |
| Other financial liabilities - current | 1,385.40 | 1,580.32 |
| Other current liabilities | (1,515.44) | 2,213.92 |
| Provisions | 584.31 | 621.16 |
| **Cash generated from operations** | **17,063.13** | **808.40** |
| Income taxes paid | (2,763.27) | (1,835.73) |
| **Net cash generated from/(used in) operating activities** | **14,299.86** | **(1,027.33)** |

(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 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **II. Cash flows from investing activities** | | |
| Purchase of property, plant and equipment and intangibles (including capital work in progress) | (7,903.60) | (6,450.71) |
| (Investments in)/ redemption of bank deposits (having original maturity of more than three months and less than 1 year) - net | (681.91) | 1,897.14 |
| (Investment)/ Redemption of Investments/ Mutual Funds - net | (929.81) | (169.78) |
| Interest received (finance income) | 866.60 | 940.08 |
| **Net cash generated from investing activities** | **(8,648.72)** | **(3,783.27)** |
| **III. Cash flows from financing activities** | | |
| Proceeds from/(repayment of) long-term borrowings, net | (6.76) | (4,282.96) |
| Proceeds from/(repayment of) short-term borrowings, net | (1,288.29) | 10,942.52 |
| Interest paid | (4,305.32) | (3,142.72) |
| **Net cash flows from financing activities** | **(5,600.37)** | **3,516.84** |
| **Net increase in cash and cash equivalents (I+II+III)** | 50.77 | (1,293.76) |
| Cash and cash equivalents at the beginning of the year | 636.33 | 1,930.09 |
| **Cash and cash equivalents at the end of the year (refer note below)** | **687.10** | **636.33** |
| **Note:** | | |
| Cash and cash equivalents comprise: | | |
| Cash on hand | 0.32 | 2.81 |
| Balances with banks: | | |
| - in current accounts | 686.78 | 633.52 |
| | **687.10** | **636.33** |
| **Notes forming part of consolidated financial statements 1-48** | | |

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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKR8426

Place : Hyderabad
Date : 25th April 2024

for and on behalf of the Board of Directors of
**Olectra Greentech Limited**
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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

# 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, Electric Buses and Electrcic Trucks.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 April 25, 2024.

Details of the accounting policies are included in Note 3.

### 2.2 Group information

The consolidated financial statements of the Group includes subsidiaries,Joint venture and associates listed in the table below:

| Name of investee | Principal activities | Country of incorporation | Percentage of ownership/ voting rights | |
|---|---|---|---|---|
| | | | 31/Mar/24 | 31/Mar/23 |
| SSISPL-OGL-BYD Consortium | Owning & operating Electric Vehicles | India | 100% | 100% |
| Evey Trans (GTC) Private Limited | Owning & operating Electric Vehicles | India | 51.00% | 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% | 34.00% |
| Evey Trans (JAB) Private Limited | Owning & operating Electric Vehicles | India | 26.00% | 26.00% |
| Evey Trans (MHS) Private Limited | Owning & operating Electric Vehicles | India | 26.00% | 34.00% |
| Evey Trans (BLR) Private Limited | Owning & operating Electric Vehicles | India | 26.00% | 26.00% |
| Evey Trans (TEL) Private Limited | Owning & operating Electric Vehicles | India | 26.00% | 26.00% |
| Evey Trans (MSR) Private Limited | Owning & operating Electric Vehicles | India | 34.00% | - |

## 2.3 Basis of consolidation

(i) The consolidated financial statements incorporate the financial statements of the Parent Company and its subsidiaries,Joint venture and associates. 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,Joint venture and associates 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, 2024 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 Material 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 material 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 | 5 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 weighted average 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 inmaterial 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 |
|---|---|---|---|---|---|---|---|---|---|---|---|---|
| **Deemed Cost** | | | | | | | | | | | | |
| **At April 1, 2022** | **8,872.73** | **1,873.89** | **5,237.82** | **150.42** | **60.24** | **226.22** | **76.76** | **20,450.69** | **1.26** | **-** | **36,950.03** | **317.35** |
| Additions | - | 36.04 | 1,480.60 | 20.35 | 10.39 | 45.20 | 11.47 | 4,475.51 | - | - | 6,079.56 | 467.53 |
| Deletions | - | - | 1.97 | - | - | - | - | - | - | - | 1.97 | 374.57 |
| **At March 31, 2023** | **8,872.73** | **1,909.93** | **6,716.45** | **170.77** | **70.63** | **271.42** | **88.23** | **24,926.20** | **1.26** | **-** | **43,027.62** | **410.31** |
| Additions | - | 248.96 | 574.23 | - | 3.69 | 50.78 | 75.31 | - | - | - | 952.97 | 6,816.80 |
| Deletions | - | - | 14.65 | - | - | - | - | - | - | - | 14.65 | - |
| **At March 31, 2024** | **8,872.73** | **2,158.89** | **7,276.03** | **170.77** | **74.32** | **322.20** | **163.54** | **24,926.20** | **1.26** | **-** | **43,965.94** | **7,227.11** |
| **Accumulated depreciation** | | | | | | | | | | | | |
| **At April 1, 2022** | **-** | **236.49** | **1,961.18** | **70.05** | **30.60** | **168.26** | **24.74** | **3,276.85** | **1.26** | **-** | **5,769.43** | **-** |
| Charge for the year | - | 64.65 | 608.74 | 12.71 | 10.45 | 33.56 | 7.59 | 2,263.78 | - | - | 3,001.48 | - |
| Less: Adjustments | - | - | 1.02 | - | - | - | - | - | - | - | 1.02 | - |
| **At March 31, 2023** | **-** | **301.14** | **2,568.90** | **82.76** | **41.05** | **201.82** | **32.33** | **5,540.63** | **1.26** | **-** | **8,769.89** | **-** |
| Charge for the year | - | 68.88 | 711.92 | 14.90 | 9.75 | 39.80 | 9.67 | 2,528.07 | - | - | 3,382.98 | - |
| Less: Adjustments | - | - | 12.97 | - | - | - | - | - | - | - | 12.97 | - |
| **At March 31, 2024** | **-** | **370.02** | **3,267.85** | **97.66** | **50.80** | **241.62** | **42.00** | **8,068.70** | **1.26** | **-** | **12,139.91** | **-** |
| **Carrying amount** | | | | | | | | | | | | |
| **At March 31, 2023** | **8,872.73** | **1,608.79** | **4,147.55** | **88.01** | **29.58** | **69.60** | **55.90** | **19,385.57** | **-** | **-** | **34,257.73** | **410.31** |
| **At March 31, 2024** | **8,872.73** | **1,788.87** | **4,008.18** | **73.11** | **23.52** | **80.58** | **121.54** | **16,857.50** | **-** | **-** | **31,826.03** | **7,227.11** |

*As on 31-03-2024 "Land" comprises of 150 acres of Land allotted to the Parent 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 fulfilment 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, 2024:**

| Particulars | Amounts in capital work-in-progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than one year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 6,845.06 | 364.66 | 17.39 | - | 7,227.11 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **6,845.06** | **364.66** | **17.39** | **-** | **7,227.11** |

**Capital work-in-progress ageing schedule for the year ended March 31, 2023:** :

| Particulars | Amounts in capital work-in-progress for a period of | | | | Total |
|---|---|---|---|---|---|
| | Less than one year | 1 - 2 years | 2 - 3 years | More than 3 years | |
| Projects in progress | 392.92 | 17.39 | - | - | 410.31 |
| Projects temporarily suspended | - | - | - | - | - |
| **Total** | **392.92** | **17.39** | **-** | **-** | **410.31** |

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 | Software, Design & Development | Technical know how | Total |
|---|---|---|---|
| **5 Intangible assets** | | | |
| **Cost** | | | |
| **At April 1, 2022** | 945.47 | 1,042.40 | 1,987.87 |
| Additions | 279.14 | - | 279.14 |
| **At March 31, 2023** | **1,224.61** | **1,042.40** | **2,267.01** |
| Additions | 135.52 | - | 135.52 |
| **At March 31, 2024** | **1,360.13** | **1,042.40** | **2,402.53** |
| **Accumulated depreciation** | | | |
| **At April 1, 2022** | 623.21 | 41.33 | 664.54 |
| Amortisation expense | 179.42 | 130.45 | 309.87 |
| **At March 31, 2023** | **802.63** | **171.78** | **974.41** |
| Amortisation expense | 154.07 | 130.61 | 284.68 |
| **At March 31, 2024** | **956.70** | **302.39** | **1,259.09** |
| **Carrying amount** | | | |
| **At March 31, 2023** | **421.98** | **870.62** | **1,292.60** |
| **At March 31, 2024** | **403.43** | **740.01** | **1,143.44** |

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **6 Investments** | | |
| **Non-current** | | |
| Investments carried at deemed cost | | |
| Unquoted equity shares | | |
| Investments in subsidiaries/ JV/associates | | |
| 23,40,000 (March 31, 2023: 2600) equity shares of ₹10 each in EVEY Trans (SMC) Private Limited | 258.79 | 146.71 |
| 2,600 (March 31, 2023: 2600) equity shares of ₹10 each in EVEY Trans (SIL) Private Limited | 149.01 | 50.17 |
| 3,400 (March 31, 2023: 3400) equity shares of ₹10 each in EVEY Trans (UJJ) Private Limited | - | 0.04 |
| 25,35,000 (March 31, 2023: 2,600) equity shares of ₹10 each in EVEY Trans (JAB) Private Limited | 301.15 | - |
| 34,03,400 (March 31, 2023: 3,400) equity shares of ₹10 each in EVEY Trans (MHS) Private Limited | 24.70 | - |
| 18,12,600 (March 31, 2023: 2,600) equity shares of ₹10 each in EVEY Trans (BLR) Private Limited | 393.34 | - |
| 2,600 (March 31, 2023: 2,600) equity shares of ₹10 each in EVEY Trans (TEL) Private Limited | - | 0.26 |
| **Total** | **1,126.99** | **197.18** |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **7 Loans (Unsecured, considered good unless otherwise stated)** | | |
| **Current** | | |
| Inter-corporate Loans | 270.57 | 527.57 |
| **Total** | **270.57** | **527.57** |
| **8 Other assets** | | |
| **Non-Current assets** | | |
| Unsecured, considered good | | |
| Capital advances | | |
| - others (refer Note below) | 1,000.00 | 1,000.00 |
| **Total** | **1,000.00** | **1,000.00** |

Note:- The Company had entered into a Memorandum of Understanding (MOU) with M.L.R. Motors Limited (MLR) in the year 2017. As per the terms and conditions of MOU, capital advance amount of Rs. 10.00 Crores was paid towards acquisition of land for setting up electric bus project. As MLR had failed to honour its obligations and to take appropriate measures / steps to implement the provisions of MOU in terms of completing the acquisition of land etc., inter-alia, the company had asked for refund of aforesaid advance paid to them. Instead of refunding the advance, allegedly MLR had 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 Hon'ble NCLT for declaring the alleged allotment of shares for the value of Rs. 10.00 Crores to the Company as null and void and to direct the MLR to refund the advance amount along with interest.

During the current year the Petition filed by the Company under Section 59 of the Companies Act, 2013 against M.L.R. Motors Limited ("MLR") for recovery of Rs. 10.00 Crores (which was paid as a Capital Advance) has been dismissed by the Hon 'ble National Company Law Tribunal, Hyderabad Bench ("NCLT") vide its order dated 14.12.2023 with an observation that the subject matter of the petition is to be settled through Arbitration. The Hon'ble NCLT also gave liberty to the Company to represent before them "if the Arbitral Tribunal decides about the non-arbitral of the subject matter or when the allotment of shares in favour of the Petitioner is declared illegal or wrong by Arbitral Tribunal'.

The Company is in the process of proceeding with the Arbitration for recovery in due course.

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **Other assets (Contd.)** | | |
| **Current assets** | | |
| Unsecured, considered good | | |
| Advances other than capital advances | | |
| Staff advances | 20.87 | 8.77 |
| Supplier advances | 2,976.37 | 2,534.14 |
| Other advances | 72.23 | 1.11 |
| Prepaid expenses | 1,518.50 | 1,134.91 |
| Balances with Government Departments | 11,267.73 | 9,232.79 |
| **Total** | **15,855.70** | **12,911.72** |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **9 Deferred tax asset/(liability), net** | | |
| Deferred tax asset | | |
| - Provision allowed under tax on payment basis | 147.25 | 105.70 |
| - Expected credit loss/ Fair Valuation of financial assets | 659.82 | 598.17 |
| - Carried Forward of Losses | 1,145.90 | 1,178.56 |
| **Total** | **1,952.97** | **1,882.43** |
| Deferred tax liability | | |
| - Tangible and Intangible assets | (3,879.11) | (3,653.55) |
| **Total** | **(3,879.11)** | **(3,653.55)** |
| **Deferred tax asset/(liability), net** | **(1,926.14)** | **(1,771.12)** |
| **10 Inventories** | | |
| Raw materials | | |
| - Insulators | 1,382.94 | 1,838.65 |
| - E Vehicles | 12,489.13 | 7,670.79 |
| Work in progress | | |
| - Insulators | 738.18 | 81.75 |
| - E Vehicles | 7,008.59 | 4,608.30 |
| **Total** | **21,618.84** | **14,199.49** |
| **11 Trade receivables** | | |
| Unsecured, considered good | 13,208.16 | 12,384.55 |
| From related parties | 38,359.04 | 51,087.50 |
| | **51,567.20** | **63,472.05** |
| Less: Allowance for doubtful receivables | (244.78) | (424.49) |
| **Total** | **51,322.42** | **63,047.56** |

## 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, 2024

| 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 | 17,877.49 | 16,318.99 | 10,359.63 | 5,400.14 | 1,422.58 | 188.36 | 51,567.20 |
| – 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) | | | | | | | (244.78) |
| **Total** | **17,877.49** | **16,318.99** | **10,359.63** | **5,400.14** | **1,422.58** | **188.36** | **51,322.42** |

### Trade Receivables ageing schedule for the period ended March 31, 2023

| 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 | 29,305.00 | 28,529.93 | 2,705.68 | 2,571.46 | 104.91 | 255.07 | 63,472.05 |
| – 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) | | | | | | | (424.49) |
| **Total** | **29,305.00** | **28,529.93** | **2,705.68** | **2,571.46** | **104.91** | **255.07** | **63,047.56** |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **12 Cash and cash equivalents** | | |
| Balances with banks: | | |
| - On current accounts | 686.78 | 633.52 |
| Cash on hand | 0.32 | 2.81 |
| **Total** | **687.10** | **636.33** |
| **13 Other Bank balances** | | |
| Term deposits with Banks with original maturities of more than 3 months and less than 1 year* | 16,767.25 | 16,085.34 |
| **Total** | **16,767.25** | **16,085.34** |

*Represents margin money deposits against bank guarantees and letter of credits.

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **14 Others (Unsecured, considered good unless otherwise stated)** | | |
| **Non-Current** | | |
| Security deposits | 158.17 | 248.78 |
| In deposit accounts with banks remaining maturity for more than 12 months | 1,084.70 | 3,642.32 |
| | **1,242.87** | **3,891.10** |
| **Current** | | |
| Security deposits | | |
| - To Others | 3.39 | 3.27 |
| Secured - Earnest Money Deposits | 177.71 | 168.79 |
| Interest accrued | 1,618.28 | 1,281.69 |
| Insurance claim receivable | 566.76 | 537.43 |
| Subsidy receivable | 900.00 | 1,138.75 |
| Unbilled Revenue* | 666.93 | 349.95 |
| Recoverable from suppliers | 190.96 | 142.40 |
| Loans and advances to related party | - | 0.27 |
| Loans and advances to others | 875.89 | 875.62 |
| **Total** | **4,999.92** | **4,498.17** |

*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 2024 | 31 March 2023 |
|---|---|---|
| **15 Share Capital** | | |
| **Authorised Share Capital** | | |
| 15,00,00,000 equity shares of Rs.4/- each | 6,000.00 | 6,000.00 |
| **Issued, subscribed and fully paid-up** | | |
| 8,20,80,737 equity shares of Rs.4/- each fully paid-up (March 31, 2023: 8,20,80,737 equity shares) | 3,283.23 | 3,283.23 |
| **Total** | **3,283.23** | **3,283.23** |

**(a) Reconciliation of shares outstanding at the beginning and end of the reporting year**

| Particulars | Number of Shares | Value |
|---|---|---|
| **Equity shares of Rs.4/- each fully paid** | | |
| Balance at April 01, 2022 | 8,20,80,737 | 3,283.23 |
| Issued during the year | - | - |
| **Balance at March 31, 2023** | **8,20,80,737** | **3,283.23** |
| Issued during the year | - | - |
| **Balance at March 31, 2024** | **8,20,80,737** | **3,283.23** |

**(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 2024 | 31 March 2023 |
|---|---|---|
| **Equity shares of Rs.4/- each fully paid** | | |
| MEIL Holdings Limited | | |
| Number of shares held | 4,10,53,000 | 4,10,53,000 |
| % of holding | 50.02% | 50.02% |

**(d) Details of shareholding of promoters:**

| | 31 March 2024 | | | 31 March 2023 | | |
|---|---|---|---|---|---|---|
| | 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 | | | | | | |
| MEIL Holdings Limited | 4,10,53,000 | 50.02% | - | 4,10,53,000 | 50.02% | - |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **16 Other equity** | | |
| **Securities premium** | | |
| Opening balance | 64,499.14 | 64,499.14 |
| Add: Premium on fresh issue | - | - |
| Closing balance | **64,499.14** | **64,499.14** |
| Securities premium consists of the difference between the face value of the equity shares and the consideration received in respect of shares issued. | | |
| **Capital Reserve** | | |
| Opening balance | 3,988.06 | 3,988.06 |
| Additions during the year | - | - |
| Closing balance | **3,988.06** | **3,988.06** |
| It represents amount received towards Share warrants which was forfeited on 10th April 2020. | | |
| **General reserve** | | |
| Opening balance | 1,486.32 | 1,486.32 |
| Add: Transfers during the year | - | - |
| Closing balance | **1,486.32** | **1,486.32** |
| 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. | | |
| **Retained earnings** | | |
| Opening balance | 10,675.61 | 4,444.48 |
| Profit/(loss) for the year | 7,683.34 | 6,559.45 |
| Less: Dividend | (328.32) | (328.32) |
| Less: Adjustments | - | - |
| **Closing balance** | **18,030.63** | **10,675.61** |
| 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. | | |

(Contd.)

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **Other equity (Contd.)** | | |
| **Remeasurement of employee defined benefit plans** | | |
| Opening balance | 42.45 | 27.10 |
| Additions during the year | 17.93 | 15.35 |
| **Closing balance** | **60.38** | **42.45** |
| **Total other equity** | **88,064.53** | **80,691.58** |
| **Non-controlling interest** | | |
| Opening balance | 130.79 | 0.93 |
| Add: Additions during the year | 182.08 | 129.86 |
| **Closing balance** | **312.87** | **130.79** |
| **17 Borrowings** | | |
| **Non-current** | | |
| **Secured loans** | | |
| Term loan | | |
| - From Financial Institutions (refer note A below) | 917.91 | 924.67 |
| **Total** | **917.91** | **924.67** |
| **Current** | | |
| **Secured loans repayable on demand** | | |
| - Working capital loans from Banks (refer note B below) | 4,914.67 | 5,462.06 |
| - Current maturities of long term borrowings | 6.76 | 512.99 |
| **Unsecured loans** | | |
| Loan from Related Party | 6,235.53 | 6,470.20 |
| **Total** | **11,156.96** | **12,445.25** |

**A. Term loan from Financial Institutions:**

Term loan consists of loan taken from Rural Electrical Corporation Limited in December 2020 and April 2022 amounting Rs. 232.60 Lakhs and Rs.1,753.00 lakhs respectively, which was sanctioned for procurement of TSRTC project buses. The loan of Rs. 232.60 lakhs carries an interest rate of 9.32% repayable in 72 equal installments and Rs.1,753.00 lakhs carries an interest rate of 9.07% repayable in 45 equal installments secured by:

i. 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.

ii. 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 inturn 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. Working capital loans from Banks:**

Working Capital Facilities from Banks carries an interest rate ranging from 7% to 11.90% are secured by:

**Insulator Division Lender- SBI:**

i. Exclusive first charge to SBI on current assets of the company pertaining to Insulators division both present and future.

ii. Exclusive first charge to SBI on movable assets of the company both present & future of Insulators Division for insulator division limits with 2nd charge in favour of other e-bus division lenders.

iii. Exclusive first charge to SBI by way of equitable mortgage of factory land & building of the Company with 2nd charge in favour of other e-bus division lenders.

iv. Exclusive charge to SBI by way of equitable mortgage of immovable property of M/s. Megha Fibre Glass Industries Ltd for Insulator Division limits with SBI.

iv. Corporate guarantee given by M/s.Megha Fibre Glass Industries Limited for Insulator Division limits with SBI to the extent of value of Securities offered.

v. Cash Collateral of Rs.1.76 Crs

vi. 2nd Charge to SBI on movable fixed assets of E-Bus division both present and future for insulator division's limits with SBI.

**E Bus Division Lenders- SBI, Yes Bank, ICICI & IDBI:**

i. Paripassu First Charge on current assets of the company's E-bus division for all the lenders in consortium both present and future

ii. Pari passu first charge on the Movable Fixed Assets of E-Bus Division both present & future for all the E-bus division lenders excluding e Buses (supplied to TSRTC 40 buses and PMPML 150 e buses with 5 spare buses) with 2nd charge in favour of working capital limits of insulator division with SBI.

iii. Pari passu second charge on all moveable assets of Insulator division both present and future.

iv. Pari passu second charge on all immoveable assets of Insulator division both present and future.

v. Exclusive Hypothecation of 150 Electric Buses with respect to PMPML contract for e-Bus division to SBI.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **18 Provisions** | | |
| **Non-Current** | | |
| Provision for employee benefits | | |
| - Gratuity (refer note 36) | 348.80 | 244.12 |
| - Compensated absences | 185.04 | 130.11 |
| Product Warranties | 2,453.93 | 2,029.23 |
| **Total** | **2,987.77** | **2,403.46** |
| 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. | | |
| **Current** | | |
| Provision for employee benefits | | |
| - Gratuity (refer note 36) | 5.44 | 3.67 |
| - Compensated absences | 37.22 | 29.25 |
| **Total** | **42.66** | **32.92** |
| **19 Trade payables** | | |
| Trade payables | | |
| - Total outstanding dues of micro enterprises and small enterprises | 1,818.21 | 2,137.67 |
| - Total outstanding dues of creditors other than micro enterprises and small enterprises* | 37,123.29 | 41,668.36 |
| **Total** | **38,941.50** | **43,806.03** |
| *Includes payable to related parties | 1,398.21 | 213.69 |

## 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, 2024**

| 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 | 365.37 | 1,452.85 | - | - | - | 1,818.21 |
| - Others | 2,443.53 | 34,528.78 | 105.16 | 18.11 | 27.70 | 37,123.29 |
| Disputed trade payables | | | | | | |
| - Micro enterprises and small enterprises | - | - | - | - | - | - |
| - Others | - | - | - | - | - | - |
| **Total** | **2,808.89** | **35,981.63** | **105.16** | **18.11** | **27.70** | **38,941.50** |

**Trade Payables ageing schedule for the period ended March 31, 2023**

| 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 | 1,047.35 | 1,090.32 | - | - | - | 2,137.67 |
| - Others | 3,679.71 | 37,838.70 | 121.50 | 13.57 | 14.88 | 41,668.36 |
| Disputed trade payables | | | | | | |
| - Micro enterprises and small enterprises | - | - | - | - | - | - |
| - Others | - | - | - | - | - | - |
| **Total** | **4,727.06** | **38,929.02** | **121.50** | **13.57** | **14.88** | **43,806.03** |

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **20 Other financial liabilities** | | |
| Unpaid Dividend | 1.77 | 0.93 |
| Interest accrued but not due | - | 162.71 |
| Employee payables | 451.94 | 287.36 |
| Provision for expenses | 5,867.99 | 5,138.42 |
| Security deposits received | 1,155.83 | 184.13 |
| **Total** | **7,477.53** | **5,773.55** |
| **21 Other liabilities** | | |
| **Current** | | |
| Advance received from customers | 606.89 | 1,962.40 |
| Statutory liabilities | 551.87 | 711.80 |
| **Total** | **1,158.76** | **2,674.20** |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **22 Revenue from operations** | | |
| Revenue from sale of products | 98,453.95 | 96,791.23 |
| Revenue from Services | 16,684.53 | 12,172.06 |
| Other Operational Income | 275.06 | 112.79 |
| **Total** | **1,15,413.54** | **1,09,076.08** |
| **23 Other income** | | |
| Interest income | 866.60 | 940.08 |
| Profit on Sale of Assets | - | 0.95 |
| Foreign exchange gain | 283.77 | 64.57 |
| Miscellaneous income | 10.01 | 0.66 |
| **Total** | **1,160.38** | **1,006.26** |
| **24 Cost of materials consumed** | | |
| Opening Stock of raw materials and consumables | 9,509.43 | 3,887.93 |
| Add : Purchases during the year | 89,841.81 | 90,215.33 |
| | 99,351.24 | 94,103.26 |
| Less : Closing Stock of raw materials and consumables | 13,872.07 | 9,509.43 |
| **Total** | **85,479.17** | **84,593.83** |
| **25 Changes in inventories and Work in progress** | | |
| Work in progress | | |
| Inventories at the beginning of the year | 4,690.05 | 1,985.27 |
| Less : Inventories at the end of the year | 7,746.78 | 4,690.05 |
| (Increase) / Decrease in Inventories | **(3,056.73)** | **(2,704.78)** |
| **26 Employee benefits expenses** | | |
| Salaries, wages and bonus | 6,497.48 | 5,054.81 |
| Contribution to provident and other funds | 152.89 | 117.82 |
| Staff welfare expenses | 256.84 | 91.57 |
| **Total** | **6,907.21** | **5,264.20** |
| **27 Other operating expenses** | | |
| Consumption of stores and spares | 270.15 | 614.70 |
| Power and fuel | 863.84 | 477.59 |
| Repairs to machinery | 73.93 | 55.17 |
| Insurance | 265.14 | 290.05 |
| Testing and inspection charges | 207.54 | 110.69 |
| Bus Operations | 4,430.63 | 2,746.48 |
| **Total** | **6,111.69** | **4,294.68** |
| **28 Depreciation and amortisation expense** | | |
| Depreciation of tangible assets | 3,382.98 | 3,001.48 |
| Amortization of intangible assets | 284.68 | 309.87 |
| **Total** | **3,667.66** | **3,311.35** |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **29 Finance costs** | | |
| Interest on term loans | 124.51 | 326.78 |
| Interest on working capital loan and cash credit | 2,555.19 | 1,564.93 |
| Other borrowing cost | 9.27 | 8.67 |
| Bank charges and commissions | 1,616.35 | 1,242.34 |
| **Total** | **4,305.32** | **3,142.72** |
| **30 Other expenses** | | |
| Rent | 326.52 | 265.51 |
| Freight charges | 662.50 | 585.13 |
| Directors sitting fee | 25.75 | 28.00 |
| Rates and taxes | 120.17 | 77.07 |
| Office maintenance | 9.74 | 8.20 |
| Security charges | 109.10 | 58.68 |
| Telephone and postage expenses | 47.74 | 40.16 |
| Printing and stationary | 9.47 | 8.40 |
| Insurance charges | 79.70 | 115.83 |
| Travelling expenses | 321.07 | 236.40 |
| Conveyance | 171.55 | 273.24 |
| Repairs and maintenance - others | 244.46 | 235.94 |
| Consultancy charges | 211.16 | 138.80 |
| Business promotion expenses | 31.40 | 53.85 |
| Exhibition expenses | 21.02 | 47.83 |
| Advertisement & Other Selling Expenses | 0.72 | 0.77 |
| Warranty Expenses | 424.69 | 536.58 |
| Legal fees | 31.87 | 121.42 |
| Listing fees | 9.97 | 5.93 |
| Auditors remuneration | 15.25 | 14.07 |
| Vehicle maintenance | 2.67 | 2.54 |
| LD Charges/Bad debts written off | 568.32 | 1,153.22 |
| Allowance for doubtful debts written back | (276.04) | (853.22) |
| Allowances for doubtful debts | 85.00 | 260.98 |
| Loss on sale of Assets | 1.68 | - |
| Miscellaneous expenses | 125.72 | 85.64 |
| **Total** | **3,381.20** | **3,500.97** |

**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 2024 was Rs. 106.10 Lakhs as compared to Rs.54.00 Lakhs for the year ended March 31, 2023.

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| **31 Tax expenses** | | |
| Current income tax: | | |
| Current income tax charge | 2,563.37 | 1,729.51 |
| Deferred tax: | | |
| Relating to originating and reversal of temporary differences | 148.97 | 524.47 |
| **Income tax expense recognised in the statement of profit or loss** | **2,712.34** | **2,253.98** |

**Deferred tax related to items considered in OCI during the year**

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| Re-measurement gains/ (losses) on defined benefit plan | (6.03) | (5.16) |
| **Income tax charge to OCI** | **(6.03)** | **(5.16)** |

**Reconciliation of tax expense with the accounting profit multiplied by domestic tax rate:**

| Particulars | 31 March 2024 | 31 March 2023 |
|---|---|---|
| Accounting profit before income tax | 10,577.76 | 8,943.29 |
| Tax on accounting profit at statutory income tax rate | 2,621.05 | 2,432.14 |
| Effect of Income exempt from tax/ Items not deductible | 166.33 | 62.17 |
| Others | (75.04) | (240.33) |
| **Total** | **2,712.34** | **2,253.98** |
| **Tax expense reported in the statement of profit and loss** | **2,712.34** | **2,253.98** |

### 32 Contingent liabilities and commitments

| Particulars | As at 31-Mar-24 | As at 31-Mar-23 |
|---|---|---|
| **i) Contingent liabilities:** | | |
| - Claims against the Company not acknowledged as debts (See Note 'a' below) | 374.40 | 374.40 |
| **ii) Commitments:** | | |
| - Estimated amount of contracts remaining to be executed on capital account and not provided for, net of advances | 23,023.85 | 243.34 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

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) |

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 2024.

### 33 Related party disclosures

### a) Names of related parties and description of relationship

| | |
|---|---|
| Holding Company | MEIL Holdings Limited |
| Entities having significant influence over the Group | Megha Engineering & Infrastructures Limited |
| Subsidiaries | 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 |
| | Evey Trans (MHS) Private Limited |
| | Evey Trans (BLR) Private Limited |
| | Evey Trans (TEL) Private Limited |
| | Evey Trans (MSR) Private Limited |
| Subsidiaries of MEIL Holdings Limited | Evey Trans Private Limited |
| Step-down Subsidiaries of MEIL Holdings Limited | Evey Trans (UKS) Private Limited |
| | Evey Trans (KTC) Private Limited |
| | Evey Trans (NGP) Private Limited |
| | Evey Trans (MPS) Private Limited |
| | Evey Trans (IDR) Private Limited |
| | OHA Commute Private Limited |
| | Evey Trans (MUM) Private Limited |
| Step-down Subsidiaries of Megha Engineering & Infrastructures Limited | ICOMM TELE LIMITED |
| | MEIL Foundation |
| 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") | Mr. K.V.Pradeep, Chairman and Managing Director |
| | Mr. B. Sharat Chandra, CFO |
| | Mr. Hanuman Prasad, Company Secretary |

### b) Transactions with related parties

| | For the year ended 31 March 2024 | For the year ended 31 March 2023 |
|---|---|---|
| **Key Management Personnel** | | |
| Remuneration Paid* | 472.50 | 427.48 |
| **Holding Company** | | |
| Inter corporate loan received/(Repaid) | - | (4,900.00) |
| Interest Expense | - | 174.47 |
| Dividend Paid | 164.21 | 164.21 |
| **Entities having significant influence over the Group** | | |
| Sale of goods & services | 5,869.74 | 2,695.30 |
| Purchase of Material, Capital Goods & Other Expenses | 4,518.02 | 14.21 |
| **Associates** | | |
| Equity Investment/ Investment | 774.58 | 234.60 |
| Sale of goods & services | 22,843.38 | 50,201.38 |
| **Subsidiaries of MEIL Holdings** | | |
| Sale of goods & services | 5,702.58 | 4,999.35 |
| **Step Subsidaries and Associates of MEIL Holdings and Megha Engineering & Infrastructures Limited** | | |
| Purchase of Material, Capital Goods & Other Expenses | 251.89 | 500.83 |
| Sale of goods & services | 33,524.71 | 22,706.05 |

*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.

## NOTES FORMING PART OF THE CONSOLIDATED 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-24 | As at 31-Mar-23 |
|---|---|---|
| **Trade Receivables** | | |
| Megha Engineering & Infrastructures Limited | 5,276.25 | 2,553.08 |
| Evey Trans Private Limited | 3,316.83 | 5,569.20 |
| Evey Trans (SMC) Private Limited | 52.98 | 8,631.35 |
| Evey Trans (SIL) Private Limited | 92.17 | 56.51 |
| Evey Trans (UKS) Private Limited | (611.08) | 74.91 |
| Evey Trans (KTC) Private Limited | 212.94 | 36.30 |
| Evey Trans (NGP) Private Limited | 112.03 | 2,093.78 |
| OHA Commute Private Limited | 510.21 | 268.46 |
| Evey Trans (MHS) Private Limited | 6,150.71 | 10,999.38 |
| Evey Trans (JAB) Private Limited | (71.88) | 7,683.19 |
| Evey Trans (BLR) Private Limited | 216.32 | 10,981.80 |
| Evey Trans (IDR) Private Limited | 590.36 | 144.23 |
| Evey Trans (MPS) Private Limited | 1,530.60 | 1,995.32 |
| Evey Trans (TEL) Private Limited | 10,280.71 | - |
| Evey Trans (MSR) Private Limited | 2,541.03 | - |
| Evey Trans (MUM) Private Limited | 7,882.57 | - |
| MEIL Foundation | 276.28 | |
| **Inter-corporate Loans - Non-Current & Current - Borrowings** | | |
| Evey Trans Private Limited | 6,235.53 | 6,470.20 |
| **Loans & Advances to Related Parties - Other Financial Assets** | | |
| OHA Commute Private Limited | - | 0.27 |
| **Trade Payables** | | |
| Megha Fibre Glass Industries Limited | 309.73 | 154.17 |
| Megha Engineering & Infrastructures Limited | 1,047.77 | 22.93 |
| ICOMM TELE LIMITED | 40.71 | 36.59 |

The company has availed Corporate Guarantee from Megha Fibre Glass Industries Limited to the extent of the value of Security offered Rs.30.28 Crs as collateral for bank facilities.

**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 CONSOLIDATED 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, e vehicle division which includes e- buses & e trucks.

The segment revenue, profitability, assets and liabilities are as under:

| **Revenue by segment** | **For the year ended 31 March 2024** | **For the year ended 31 March 2023** |
|---|---|---|
| a) Insulator division | 14,297.12 | 12,381.50 |
| b) e-vehicle division | 1,01,116.42 | 96,694.58 |
| **Total revenue** | **1,15,413.54** | **1,09,076.08** |
| **Segment Results** | **For the year ended 31 March 2024** | **For the year ended 31 March 2023** |
| (Profit before tax & interest) | | |
| a) Insulator division | 3,283.60 | 2,135.66 |
| b) e-vehicle division | 11,560.20 | 9,884.04 |
| **Total** | **14,843.80** | **12,019.70** |
| Less: (i) Interest | 4,305.32 | 3,142.72 |
| (ii) Unallocable expenditure (Net of Un allocable income) | (39.28) | (66.31) |
| **Total Profit before tax** | **10,577.76** | **8,943.29** |
| | **As at 31-Mar-24** | **As at 31-Mar-23** |
| **Segment Assets** | | |
| a) Insulator Division | 17,815.32 | 16,678.32 |
| b) e-vehicle division | 1,35,329.94 | 1,35,045.89 |
| c) Unallocated | 5,712.44 | 3,965.65 |
| **Total** | **1,58,857.70** | **1,55,689.86** |
| **Segment Liabilities** | | |
| a) Insulator Division | 7,329.13 | 6,013.37 |
| b) e-vehicle division | 55,353.96 | 62,046.71 |
| c) Unallocated | 4,513.98 | 3,524.18 |
| **Total** | **67,197.07** | **71,584.26** |

(Contd.)

## 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-24 | As at 31-Mar-23 |
|---|---|---|
| **Capital Employed** | | |
| a) Insulator Division | 10,486.19 | 10,664.95 |
| b) eBus Division | 79,975.98 | 72,999.18 |
| c) Unallocated | 1,198.46 | 441.47 |
| **Total** | **91,660.63** | **84,105.60** |

### 35 Auditors' remuneration include:

| Particulars | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| Statutory audit fee (including limited review) | 12.95 | 11.77 |
| Tax audit fee | 2.30 | 2.30 |
| **Total** | **15.25** | **14.07** |

### 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-24 | 31-Mar-23 |
|---|---|---|
| **Opening balance** | **247.79** | **192.32** |
| Current service cost | 120.91 | 86.13 |
| Past service cost | - | - |
| Interest cost | 18.45 | 14.02 |
| Benefits paid | (8.94) | (24.17) |
| Actuarial gain | (23.96) | (20.51) |
| **Closing balance** | **354.24** | **247.79** |
| Present value of projected benefit obligation at the end of the year | 354.24 | 247.79 |
| Fair value of plan assets at the end of the year | - | - |
| Net liability recognised in the balance sheet | **354.24** | **247.79** |
| Current provision | 5.44 | 3.67 |
| Non current provision | 348.80 | 244.12 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

| Expenses recognised in statement of profit and loss | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| Service cost | 120.91 | 86.13 |
| Interest cost | 18.45 | 14.02 |
| **Gratuity cost** | **139.36** | **100.15** |
| **Re-measurement gains/ (losses) in OCI** | | |
| Actuarial gain / (loss) due to demographic assumption changes | - | - |
| Actuarial gain / (loss) due to financial assumption changes | 14.83 | (5.42) |
| Actuarial gain / (loss) due to experience adjustments | (38.79) | (15.09) |
| Return on plan assets greater (less) than discount rate | - | - |
| **Total expenses routed through OCI** | **(23.96)** | **(20.51)** |
| **Assumptions** | **31-Mar-24** | **31-Mar-23** |
| Discount rate (per annum) | 7.20% | 7.50% |
| 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-24 | |
|---|---|---|
| | Discount rate | Salary escalation rate |
| Impact of increase in 50 bps on projected benefit obligaiton | -6.84% | -6.83% |
| Impact of decrease in 50 bps on projected benefit obligaiton | 7.59% | 7.56% |

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, 2024 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-24 | 31-Mar-23 |
|---|---|---|---|
| a) | the principal amount due thereon remaining unpaid to any supplier at the end of each accounting year. | 1,818.21 | 2,137.67 |
| 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 |

(Contd.)

| | Particulars | 31-Mar-24 | 31-Mar-23 |
|---|---|---|---|
| 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 Company is a lessee:

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 326.52 Lakhs (INR 265.51 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-24 | 31-Mar-23 |
|---|---|---|
| Profit for the year attributable to equity share holders | 7,683.34 | 6,559.45 |
| **Shares** | | |
| 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 |
| **Earnings per share** | | |
| Earnings per share of par value ₹ 4 – basic (₹) | 9.36 | 7.99 |
| Earnings per share of par value ₹ 4 – diluted (₹) | 9.36 | 7.99 |

## NOTES FORMING PART OF THE CONSOLIDATED 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-24 | | 31-Mar-23 | |
|---|---|---|---|---|
| | Amortised Cost | FVTPL | Amortised Cost | FVTPL |
| **Financial assets** | | | | |
| Investments | | | | |
| - In Subsidiaries/ JV/Associates | 1,126.99 | - | 197.18 | - |
| Trade receivables | 51,322.42 | - | 63,047.56 | - |
| Cash and cash equivalents | 687.10 | - | 636.33 | - |
| Other bank balances | 17,851.95 | - | 19,727.66 | - |
| Loans | 270.57 | - | 527.57 | - |
| Security Deposits | 339.27 | - | 420.84 | - |
| Others | 4,818.82 | - | 4,326.11 | - |
| **Total Financial Assets** | **76,417.12** | **-** | **88,883.25** | **-** |
| **Financial Liabilities** | | | | |
| Borrowings | 12,074.87 | - | 13,369.92 | - |
| Trade payables | 38,941.50 | - | 43,806.03 | - |
| Other financial liabilities | 7,477.53 | - | 5,773.55 | - |
| **Total Financial Liabilities** | **58,493.90** | **-** | **62,949.50** | **-** |

#### 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, 2024 and March 31, 2023. 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, 2024 and March 31, 2023.

### 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:

| | Increase/decrease in interest rate | Effect on profit before tax |
|---|---|---|
| **March 31, 2024** | | |
| INR | +1% | (120.75) |
| INR | -1% | 120.75 |
| **March 31, 2023** | | |
| INR | +1% | (133.70) |
| INR | -1% | 133.70 |

## 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 ₹ 51,322.42 lakhs (March 31,2023: ₹ 63,047.56 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-24 | 31-Mar-23 |
|---|---|---|
| Opening balance | 424.49 | 1,016.73 |
| Credit loss provided/(reversed) | (179.71) | (592.24) |
| Closing balance | 244.78 | 424.49 |

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 |
|---|---|---|---|---|---|---|
| **Year ended March 31, 2024** | | | | | | |
| Borrowings | 4,914.67 | 126.56 | 379.67 | 6653.97 | - | 12,074.87 |
| Trade payables | - | 20,870.18 | 18,071.32 | - | - | 38,941.50 |
| **Year ended March 31, 2023** | | | | | | |
| Borrowings | 11,932.26 | 129.90 | 383.09 | 924.67 | - | 13,369.92 |
| Trade payables | - | 28,975.47 | 14,830.56 | - | - | 43,806.03 |

## NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS

(All amounts in Indian Rupees Lakhs, except share data and where otherwise stated)

### 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, 2024 and March 31, 2023 was as follows:

| Particulars | 31-Mar-24 | 31-Mar-23 |
|---|---|---|
| Total equity attributable to the equity shareholders of the Company | 91,660.63 | 84,105.60 |
| As a percentage of total capital | 88.36% | 86.28% |
| Long term borrowings including current maturities | 924.67 | 1,437.66 |
| Short term borrowings | 11,150.20 | 11,932.26 |
| Total borrowings | 12,074.87 | 13,369.92 |
| As a percentage of total capital | 11.64% | 13.72% |
| Total capital (equity and borrowings) | **1,03,735.50** | **97,475.52** |

## 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/JV/Associates

### a. List of Subsidiaries, Joint Ventures and Associates considered for Consolidation

| As at 31 March 2024 | | | | | | | | |
|---|---|---|---|---|---|---|---|---|
| | 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 total comprehensive income | Amount |
| **Parent** | | | | | | | | |
| Olectra Greentech Limited | 100.62% | 91,916.57 | 93.63% | 7,364.28 | 100.00% | 17.93 | 93.64% | 7,382.21 |
| **Subsidiaries/JV:** | | | | | | | | |
| Indian | | | | | | | | |
| SSISPL-OGL-BYD Consortium | -0.24% | (219.59) | -0.54% | (42.76) | - | - | -0.54% | (42.76) |
| Evey Trans(GTC) Private Limited | 0.70% | 638.12 | 4.72% | 371.60 | - | - | 4.71% | 371.60 |
| **Associates:** | | | | | | | | |
| Indian | | | | | | | | |
| Evey Trans(SMC) Private Limited | 0.00% | - | 1.42% | 111.74 | - | - | 1.42% | 111.74 |
| Evey Trans(SIL) Private Limited | 0.00% | - | 1.26% | 98.84 | - | - | 1.25% | 98.84 |
| Evey Trans(JAB) Private Limited | 0.00% | - | 1.03% | 81.19 | - | - | 1.03% | 81.19 |
| Evey Trans(UJJ) Private Limited | 0.00% | - | 0.00% | (0.04) | - | - | 0.00% | (0.04) |
| Evey Trans(MHS) Private Limited | 0.00% | - | 3.75% | 295.19 | - | - | 3.74% | 295.19 |
| Evey Trans(BLR) Private Limited | 0.00% | - | 2.70% | 212.69 | - | - | 2.70% | 212.69 |
| Evey Trans(TEL) Private Limited | 0.00% | - | 0.00% | (0.26) | - | - | 0.00% | (0.26) |
| Less: Adjustment due to consolidation | -1.08% | (987.34) | -7.97% | (627.05) | - | - | -7.95% | (627.05) |
| | | **91,347.76** | | **7,865.42** | | **17.93** | | **7,883.35** |
| Minority Interest in all Subsidiaries | | | | | | | | |
| 1. SSISPL-OGL-BYD Consortium | | 129.81 | | - | | - | | - |
| 2. Evey Trans(GTC) Private Limited | | 183.06 | | (182.08) | | - | | (182.08) |
| **Consolidated** | | **91,660.63** | | **7,683.34** | | **17.93** | | **7,701.27** |

## 44 Recent Indian Accounting Standards

The Ministry of Corporate Affairs has notified Companies (Indian Accounting Standards) amendment Rules, 2023 dated March 31, 2023 to amend the following Ind AS which are effective from April 01, 2023. However, there are no new standards notified during the year.

**(i) Definition of accounting Estimates -** Amendments to Ind AS 8 "Accounting Policies, Changes in accounting Estimates and Errors

The amendments clarify the distinction between changes in accounting estimates and changes in accounting policies and correction of errors. It has also been clarified how entities use measurement techniques and inputs to develop accounting estimates.

The amendment do not have any impact on the standalone financial statements.

**(ii) Disclosure of accounting policies –** Amendments to Ind AS 1 "Presentation of Financials Statements"

The amendment aim to help entities provide the accounting policy disclosures that are more useful by replacing the requirement for entities to disclose their significant accounting policies with a requirement to disclose their 'material' accounting policies and adding guidance on how entities apply the concept of materiality in making decisions about accounting policy disclosures.

The company has, as per above amendment, disclosed material accounting policies.

**(iii) Deferred Tax related to assets and liabilities arising from a Single transaction –** Amendments to Ind AS 12 'Income Taxes'

The amendments narrow the scope of the initial recognition exception under Ind AS12, so that it no longer applies to transactions that give rise to equal taxable and deductible temporary differences.

The amendment do not have any impact on the standalone financial statements.

**45** 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.

**46** 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, 2024.

## 47 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.

**48** The figures of the previous year/period 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/-
**CA. V.S. Roop Kumar**
Partner
Membership No.: 213734
UDIN: 24213734BKCAKR8426

Place : Hyderabad
Date : 25th April 2024

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

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