Olectra Greentech Limited

To,

Mrs. Chintalapudi Laksmi Kumari,

1-1-336/112, vivek nagar,

Chikadapally, Hyderabad,

Telangana – 500020.

Dear Madam,

On behalf of the Board Members of Olectra Greentech Limited (the Company), I would like to express my gratitude to you for your willingness to act as an Independent Director of the Company.

The purpose of this letter is to inform you about the provisions related to the Independent Director (ID) introduced under the Companies Act, 2013. The Companies Act, 2013 has specifically defined the role, duties, liabilities and the manner of appointment of IDs on the Board and that of various Committees of companies. The Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 require that certain classes of companies should appoint and issue an appointment letter to all its Independent Directors.

In fulfilment of the requirements of the applicable laws, we are pleased to issue to you the formal appointment letter of Independent Director. This letter sets out the terms of your appointment and your roles, duties, responsibilities and liability as an Independent Director on the Board of Olectra Greentech Limited.

Kindly return the duplicate copy of this letter and the terms of appointment enclosed herewith duly signed by you in confirmation.

We look forward to your continued support and guidance.

Thanking you,

Yours Sincerely,

For Olectra Greentech Limited

Mahesh Babu Subramanian
Managing Director
DIN: 08736697

Olectra Greentech Limited

LETTER OF APPOINTMENT

To,

Mrs. Chintalapudi Laksmi Kumari.

I am pleased to inform you that the shareholders by passing special resolution, by way of postal ballot through remote e-voting on December 23, 2025 have approved your re-appointment as an Independent Director for a second term of five years. This letter of appointment sets out the terms and conditions covering your appointment which are as follows:

1. Term of Office:

Pursuant to your confirmation, we are pleased to inform that based on the recommendations of the Nomination and Remuneration Committee, the Board and shareholders have approved your re-appointment as on Independent Director of the company. You have been re-appointed as an Independent Director of the Company for a period of 5 (five) years with effect from 09th January 2026 to 8th January, 2031 pursuant to the special resolution passed by the shareholders by way of postal ballot through remote e-voting on 23rd December, 2025.

Your appointment is subject to the extant provisions of Companies Act, 2013 (the "**Act**") as amended from time to time regarding appointment, fees, expenses, retirement, disqualification and removal of Directors. Further your appointment is subject to the following;

a) So long as you are an independent director of the Company, the number of companies in which you hold office as an independent director, director or a chairman or committee member will not exceed the limits stipulated under the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) So long as you are an independent director of the Company, you will ensure that you do not get disqualified to act as a director pursuant to the provisions of Section 164 of the Act.

c) You will ensure compliance with other provisions of the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended as applicable to you as an independent director.

You will be paid such remuneration by way of sitting fees for meetings of the Board or its Committees as may be decided by the Board and approved by the Shareholders (if necessary) from time to time.

At any time that you resign by written notice, it is desirable that you give the Board reasonable forewarning of your intention to resign or to not seek re-appointment where that is possible, so that the Company can plan for your succession.

You may be required to vacate office for reasons stipulated in that regard under the provisions of the Companies Act, 2013 or any applicable law and your performance as an Independent Director will be subject to review during your tenure with the Company by the entire Board excluding yourself as per the performance evaluation criteria laid down by the Nomination and Remuneration Committee and by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Commitments

A. Independent Director

The Board of Directors (the Board) may, if it deems fit, invite you for being appointed on one or more existing Board Committees or any such Committee that is set up in the future. Your appointment on such Committee(s) will be subject to the applicable regulations and subject to your consent for such appointment.

You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director. You should strive to attend all the scheduled quarterly Board Meetings, General Meetings, meetings

of the Committees in which you may be appointed and other meetings as necessary.

As an Independent Director you along with other Independent Directors, if any, shall hold at least two meetings in a financial year without the participation of non-independent Directors and members of management. You should strive to attend such meetings the sole objective of which shall be to:

a) review the performance of non-independent directors and the Board as a whole;

b) review the performance of the Chairperson of the Company; taking into account the views of executive directors and non-executive directors;

c) 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. By accepting this appointment, you have confirmed that you are able to allocate sufficient time to meet the expectations of your role.

B. The Company

The Company shall provide you with adequate notice of the dates of proposed Board meeting, general meetings and meetings of Board Committees of which you are a member. As per the provisions of the Companies Act, 2013 the Company is expected to give you an advance notice of minimum 7 days for every Board and Committee meeting. A meeting of the Board may be called at shorter notice to transact urgent business subject to the condition that at least one independent director, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the Directors and shall be final only on ratification thereof by at least one independent director. The notice of the Board/ Committee meetings will be provided along with the agenda of the Board / Committee meetings.

In order to facilitate a director to carry out his/her duties and to effectively contribute to the management of the Company-

- The Company will train its Board members in the business model of the company as well as the risk profile of the business parameters of the Company and their responsibilities as directors.

- The Company will provide to its Board members special training courses which is conducted by various professional bodies to ensure that the directors are refreshed and equipped to perform their role with the highest standards.

- The Company shall inform the directors about any upcoming events in the Company.

- The Company shall ensure that directors are kept abreast of latest happenings in the industry and in the field of law applicable to the Company by allowing them to attend and participate in the seminars held in this respect.

- The Company has already established an effective whistle blower mechanism so that the directors can raise their concerns.

- It shall be the responsibility of the Company to provide the Independent Director with all the information and documents they validly require to fulfil their functions.

- The Company shall ensure that the Independent Directors are aware of their statutory obligations by periodically updating information and compliances required.

3. Code of Conduct

You will be expected to perform your duties, whether statutory, fiduciary or under common law, faithfully, efficiently and diligently to a standard that commensurate with the functions of your role and your knowledge, skills and experience. You will have to perform all the duties of an Independent Director as specified in Schedule IV of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, including but not

limited to attendance at Board meetings, the Annual General meeting, meetings of independent directors, meetings with investors and shareholders etc. You will be required to serve on such Committees as the Board may request, including but not limited to Audit, and /or Nomination and Remuneration and /or Stakeholders Relationship and /or Sub-Committee of Directors. In addition, you will be expected to devote appropriate preparation and travel time ahead of each meeting.

Code of Ethics and Business Conduct, Code of Independent Directors, Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Designated Persons and their Immediate Relatives

During the tenure of your appointment, you will comply with any relevant regulations as may be issued by the Government of India and such other authorized bodies as set up by the Government on its behalf, including the code of Ethics and Business Conduct, Code of Independent Directors, Insider Trading Code and such other requirements as the Board of Directors may from time to time specify.

As an Independent Director of the Company, your role and functions as well as your duties and obligations shall be as set out in Schedule IV to the Companies Act, 2013 and any amendments thereto. It is expected that you will familiarize yourself with the relevant Directors duties, roles and responsibilities as set out in **Annexure-I.**

4. **Liability**

As an Independent Director you will be liable only in respect of such acts of omission or commission by the Company which had occurred with your knowledge, attributable through Board processes, and with your consent or connivance or where you had not acted diligently.

5. **Technology**

Being an Independent Director, you may make use of video, telephone, electronic mail, any other technology which permits each Director to communicate with

every other Director, or any combination of these technologies for the purpose of calling and holding Directors' meetings.

You may attend the Board or Committee meetings through video conferencing or other audio visual means subject to the applicable provisions of the Companies Act, 2013.

6. Conflict of Interest

By accepting this appointment, you will be deemed to have confirmed that any other position you hold including your directorships in other companies, shall not give rise to any conflicts of interest in relation to your appointment or action as an Independent Director of the Company. Should you become aware of any conflict or potential conflict during your appointment, you are expected to notify the Company Secretary forthwith.

As an Independent Director you shall not engage in any activity that detracts you from your role as an Independent Director.

7. Disclosures

You shall be required to submit certain information in the prescribed forms on a defined periodicity as required by the Companies Act, 2013. Company Secretary shall be the coordinating officer for this.

You are required to disclose to the Company your interests and any matters (excluding those matters which may be subject to legal/ professional privilege) which affect your independence with regard to the Company.

During your tenure as an Independent Director you are required to give a declaration at the first Board meeting that you attend after your appointment as an Independent Director and subsequently at the first Board meeting in every financial year or whenever there is any change in the circumstances that may affect your status as an independent director that you meet the criteria of an Independent Director as provided under Section 149 of the Companies Act, 2013.

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8. Director's Fees

You shall be paid a sitting fee, which may be approved by the Board from time to time for attending each Board or Committee meeting, as per the provisions of Section 197 of the Companies Act, 2013 and the Articles of Association of the Company.

The Company shall reimburse you all travelling, hotel and other incidental expenses reasonably incurred by you in performance of duties as per provisions of the Companies Act, 2013 in conjunction with the Company rules and policies.

As an Independent Director you shall not be entitled to any stock option and shall not be covered by any pension scheme.

9. Review and Evaluation

The Company has adopted a policy on Board Evaluation. The policy provides for evaluation of the Board, the Committees of the Board and Individual Directors, including the Chairman of the Board. As per the policy, your performance as an Independent Director will be subject to review during your tenure with the Company by the entire Board excluding yourself as per the performance evaluation criteria laid down by the Nomination and Remuneration Committee and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. If, in the interim, there are any matters which cause you concern about your role you should discuss them with the Managing Director of the Company.

10. Induction and Training

Where possible, Directors will be encouraged to attend special training courses by various professional bodies to ensure that the Directors are refreshed and equipped to perform their role to the highest standards and performance possible.

11. Confidentiality and Access to Company Records

Under Company Law, Directors have a right of access to the Company's documents and records, including financial records.

Any confidential information which may come to your knowledge in the performance of your duties as an Independent Director of the Company must not be divulged, except so far as:

a) May be necessary in connection with the proper performance of your duties to the Company;

b) The Company may from time to time authorize you to disclose such information as may be required by you with the condition that you will take all reasonable precautions as may be necessary to maintain the secrecy and confidentiality of all confidential information of the Company; or

c) may be required to be disclosed under requirement of any law.

12. Applicable Law

This letter of appointment and any dispute arising from it shall be governed by the laws of India.

Kindly confirm your agreement to the terms set out above by signing the declaration on the enclosed copy of this letter of appointment. Please return the copy to me at the above address. In returning this letter duly signed, you agree that the Company may make this letter publicly available at website of the Company www.olectra.com.

Thanking you,

Yours sincerely,
For OLECTRA GREENTECH LIMITED

Mahesh Babu Subramanian
Managing Director
DIN: 08736697

Olectra Greentech

Annexure-I

Roles and Duties:

Your role and duties will be normally required by a Non-Executive Independent Director under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. There are certain duties prescribed for all the Directors which are fiduciary in nature and are as under:

I. You shall act in accordance with the Company's Articles of Association;

II. You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole, and in the best interest of the Company.

III. You shall discharge your duties with due and reasonable care, skill and diligence.

IV. You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

V. You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.

VI. You shall not assign your office as Director and any assignments so made shall be void.

In addition to the above requirements applicable to all Directors, the Non-Executive Director has the following key elements:

Performance: Non-Executive Directors should scrutinize the performance of management in meeting agreed goals and objectives.

Risk: Non-Executive Directors should satisfy themselves on the integrity of financial information and that financial controls and systems of risk management are robust and defensible.

People: Non-Executive Directors are responsible for determining appropriate levels of remuneration of Executive Directors, and have a prime role in appointing and where necessary, recommending removal of Executive Directors and in succession planning;

Reporting: Non-Executive Directors take responsibility for the processes for accurately reporting on performance and the financial position of the Company;

Compliance: Non-Executive Directors should assist the Company to imbibe good governance practices, comply with the applicable legislation and regulations and alignment of the Company's practices with accepted norms.

Olectra Greentech

To,

Olectra Greentech Limited

I have read and agree to the above terms regarding my re-appointment as a Non-Executive Independent Director of Olectra Greentech Limited.

Date : 12.01.2026

Place: Hyderabad

(Chintalapudi Laksmi Kumari)

DIN: 09023799