Olectra Greentech Limited

(Formerly Known as Goldstone Infratech Limited)

Date: 17th August, 2018

1. The BSE Limited
2. The National Stock Exchange of India Limited

Sub: Submission of Notice of Extra-Ordinary General Meeting

Scrip code Number on BSE	**:**	**532439**
Scrip ID on NSE	**:**	**OLECTRA**
Name of the entity	**:**	**Olectra Greentech Ltd.**

Dear Sirs,

Pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we here by submitting Notice of Extra-Ordinary General Meeting (enclosed below) of the Company, for the EGM which is scheduled to be held on Monday, 10th September, 2018 at 3.30 P.M same has been approved by the Board in its Meeting held on 10th August, 2018.

Request you to kindly disseminate the same on the websites of Stock Exchanges.

Thanking You

Yours faithfully
For Olectra Greentech Limited

OLECTRA GREENTECH LIMITED SECUNDERABAD

P Hanuman Prasad
Company Secretary

Encl: a/a

Extra-Ordinary General Meeting (EGM)

of

OLECTRA GREENTECH LIMITED

(Formerly, Goldstone Infratech Limited)

OLECTRA GREENTECH LIMITED
Regd. Office: Centre Point Building, 4th Floor,
Plot # 359 to 363/ 401, US Consulate Lane, Begumpet,
Secunderabad- 500 016, Telangana, India. Tel.91-40-46989999
E-mail id: cs@olectra.com | website: www.olectra.com

NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting (EGM) of OLECTRA GREENTECH LIMITED** (Formerly Goldstone Infratech Limited) will be held on Monday, September 10, 2018 at 3.30 P.M. at Unit-I, Plot No.1 & 9, Phase-II, IDA Cherlapally, Hyderabad-500 051 to transact the following Special Business(es):

ITEM 1:

ISSUE OF EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act,1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, from appropriate statutory, regulatory or other authority (including RBI) and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board to offer, issue and allot on preferential basis to M/s. MEIL Holdings Limited ("Proposed Allottee") (PAN: AAGCM1920L) having Registered Office: S-2, TIE, Balanagar, Hyderabad 500 037, to create, offer and allot on preferential basis not more than 2,65,00,000 (Two Crores Sixty Five Lakhs only) equity shares of face value of Rs. 4/- each (Rupees Four Only) fully paid-up for cash at an issue price of Rs.175.30 (Rupees One Hundred and Seventy Five and Paisa Thirty Only) (including premium of Rs.171.30 (Rupees One Hundred and Seventy One and Paisa Thirty Only) per share aggregating to Rs.464,54,50,000 (Rupees Four Hundred and Sixty Four Crores Fifty Four Lakhs Fifty Thousand Only) determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 as on the Relevant Date on such other terms and conditions as may be approved by the Board:

"RESOLVED FURTHER THAT the Share Subscription Agreement entered into on August 10, 2018 by and among the Company, M/s. MEIL Holdings Limited (Proposed Allottee) and M/s. Trinity Infraventures Limited, (Corporate Promoter of the Company) be and is hereby ratified by the members and further the Board be and is hereby authorized to execute such other deeds, documents publications, writings, announcements with respect to the Preferential Allotment and do all deeds and things as may be required for the above mentioned preferential allotment to the Proposed Allottee."

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009 for the determination of issue price of the equity shares is 10th August, 2018 i.e. 30 days prior to the date of Extra-Ordinary General Meeting (EGM)."

"RESOLVED FURTHER THAT the aforesaid issue of equity shares shall be subject to the following terms and conditions:

a) The proposed allottee shall be required to bring in 100% of the consideration for the equity shares to be allotted to such proposed allottee, on or before the date of allotment thereof;

b) The consideration for allotment of equity shares shall be paid to the Company from the bank accounts of the respective proposed allottee;

c) The equity shares to be allotted to the proposed allottee shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations;

d) The equity shares so allotted to the proposed allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI (ICDR) Regulations except to the extent and in the manner permitted there under;

e) The equity shares shall be allotted within a period of 15 (Fifteen) days from the date of passing of this resolution provided where the allotment of the equity shares is pending on account of pendency of any approval or permission of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (Fifteen) days from the date of such approval or permission or within a period of 15 (Fifteen) days from the expiry of the offer period if any competing offer is being made pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 ; and

f) Allotment shall only be made in dematerialized form. The monies to be received by the Company from the Proposed Allottee for application of the Equity Shares pursuant to this private placement shall be kept in a separate bank account to be opened by the Company and shall be utilized in accordance with Section 42 of the Companies Act, 2013.

"RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottee through private placement offer letter (in the format of PAS-4) immediately after passing of this resolution with a stipulation that allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e BSE Limited & National Stock Exchange of India Limited."

"RESOLVED FURTHER THAT the equity shares proposed to be so allotted shall rank pari-passu in all respects including as to dividend, with the existing fully paid up equity shares of face value of Rs. 4/- (Rupees Four only) each of the Company."

"RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the Board."

"RESOLVED FURTHER THAT the Board 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 generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.''

ITEM NO.2
ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL ISSUE BASIS:

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

"RESOLVED THAT pursuant to the provisions of Section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable Rules thereunder and the enabling provisions of the Memorandum of Association and Articles of Association of the Company and, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "SEBI ICDR Regulations"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the provisions of the Foreign Exchange Management Act, 1999, as amended, and rules and regulations framed thereunder as in force and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India, the Securities and Exchange Board of India ("SEBI"), the Reserve Bank of India ("RBI"), the Registrar of Companies (the "RoC") and the Stock Exchanges where the shares of the Company are listed ("Stock Exchanges") and subject to requisite approvals, consents, permissions and/or sanctions, if any of them and other appropriate statutory, regulatory or other authority (including RBI) or subject to applicable guidelines of Foreign Exchange Management Act ("FEMA") and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permissions, and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), the consent of the Members of the Company be and is hereby accorded to the Board, to create, offer, issue and allot on preferential basis not more than 91,00,000 (Ninety One Lakhs only) Convertible Warrants (hereinafter referred to as the "Warrants") to **M/s. MEIL Holdings Limited,** (PAN: AAGCM1920L) having Registered Office at S-2, TIE, Balanagar, Hyderabad 500 037 (hereinafter referred to as Warrant holder) being a person belonging to non-Promoter group, such warrants carrying an option / entitlement to the warrant holder to subscribe to 91,00,000(Ninety One Lakhs only) equity shares of the face value of Rs. 4/- (Rupees Four only) each for cash at a price of Rs.175.30 (Rupees One Hundred and Seventy Five and Paisa Thirty Only) (including premium of Rs.171.30 (Rupees One Hundred and Seventy One and Paisa Thirty Only) per warrant aggregating up to an amount of Rs.159,52,30,000 (Rupees One Hundred and Fifty Nine Crores Fifty Two Lakhs Thirty Thousand Only) determined in accordance with the provisions of Chapter VII of SEBI (ICDR) Regulations, 2009 as on the Relevant Date, on such other terms and conditions as may be approved by the Board."

RESOLVED FURTHER THAT the Share Subscription Agreement entered into on August 10, 2018 by and among the Company, M/s. MEIL Holdings Limited (Proposed Allottee) and M/s. Trinity Infraventures Limited (Corporate Promoter of the Company) be and is hereby ratified by the members and further the Board be and is hereby authorized to execute such other deeds, documents publications, writings, announcements with respect to the Preferential Allotment and do all deeds and things as may be required for the above mentioned preferential allotment to the Proposed Allottee."

"RESOLVED FURTHER THAT the Relevant Date, as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, for the determination of issue price of the warrants is 10th August, 2018 i.e. 30 days prior to the date of Extra-Ordinary General Meeting (EGM)."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to issue and allot such number of equity shares in one or more tranches as may be required to be issued and allotted upon exercise of option by the warrant holder and the equity shares issued on conversion of said warrants shall rank pari-passu in all respects including dividend with the existing fully paid up equity shares of the Company."

"RESOLVED FURTHER THAT:

a. The warrants to be offered, issued and allotted shall be subject to the provisions of the Act and the SEBI (ICDR) Regulations.

b. An amount equivalent to at least 25% (Twenty Five per cent) of the consideration determined with respect to the equity shares to be issued upon conversion of the warrants, shall become payable for the warrants on or before the date of the allotment of warrants and balance 75% (Seventy Five per cent) of such consideration shall be paid before the allotment of the equity shares upon exercise of the option against warrants otherwise the amount already paid by the warrant holder shall be forfeited. In case the option to acquire equity shares is not exercised within a period of 18 months from the date of issue of warrants, the amount paid against warrants shall be adjusted / set off against the price payable for the resultant equity shares.

c. Subject to applicable provisions of law, such warrants, may at the option of the holder, be exercised for equity shares of the Company, within 18 months from the date of allotment, and on such terms and the conditions, in such form and manner as the Board may, in its absolute discretion, think fit.

d. The equity shares to be issued and allotted by the Company upon exercise of the warrants in the manner aforesaid shall be in dematerialized form.

e. The warrants, and pursuant to conversion of warrants, the equity shares to be allotted to the proposed allottee, shall be under lock-in for such period as may be prescribed under SEBI (ICDR) Regulations.

"RESOLVED FURTHER THAT subject to the SEBI (ICDR) Regulations and other applicable laws, the Board be and is hereby authorized to decide and approve terms and conditions of the issue of above mentioned equity shares and to vary, modify or alter any of the terms and conditions, including, size of the issue, as it may deem expedient."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution and for the purpose of issue and allotment of the equity shares and listing thereof with the Stock Exchange(s), the Board of Directors/Committee(s) of the Board be and are hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion consider necessary, desirable or expedient including application to Stock Exchange(s) for obtaining in-principle approval, listing of shares, filing of requisite documents with the Registrar of Companies, to resolve and settle any questions and difficulties that may arise in the proposed issue, offer and allotment of the said equity shares, utilization of issue proceeds, signing of all deeds and documents as may be required without being required to seek any further consent or approval of the shareholders."

"RESOLVED FURTHER THAT the Board 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 generally do all such acts, deeds and things as may be required in connection with the aforesaid resolutions, including making necessary filings with the stock exchanges and regulatory authorities and execution of any documents on behalf of the Company and to represent the Company before any governmental authorities and to appoint any merchant bankers or other professional advisors, consultants and legal advisors to give effect to the aforesaid resolutions.''

By the order of the Board of Directors
For **Olectra Greentech Limited**

Sd/-
P.Hanuman Prasad
Company Secretary

Place : Secunderabad
Date : 10.08.2018

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. A proxy in order to be valid, must be signed, dated, properly stamped and deposited either in person or through the post so as to reach the Company at its Registered Office at least 48 hours before the commencement of the meeting.
3. The relevant Statement pursuant to the provisions of Section 102 (1) of the Companies Act,2013 in respect of the special business items (Nos. 1 and 2) is annexed hereto.
4. Attached is a Proxy Form with instructions for filling, stamping, signing and depositing the Proxy Form.
5. Corporate members are requested to send a duly certified copy of the Board resolution authorizing their representative to attend and vote at the meeting.
6. Members/Proxies should fill in the attendance slip for attending the meeting and carry the same to the meeting.
7. The Board of Directors, at their meeting held on 10th August, 2018, has appointed Mr. Prathap Satla, Practicing Company Secretary, as Scrutinizer for conducting the e-voting and poll process in a fair and transparent manner.
8. The business set out in the Notice will be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Instructions and other information relating to e-voting are annexed to this Notice. The Company is also pleased to provide the facility of remote e-voting to all members as per the applicable regulations relating to e-voting. The e-voting instructions have been given below explaining the process of remote e-voting with necessary User ID and Password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on 10th September, 2018.
9. Please note that the Members can opt for only one mode of voting i.e., either by voting at the meeting or e-voting. If Members opt for e-voting, then they should not vote at the Meeting and vice versa. However, once an e-vote on a resolution is cast by a Member, such Member is not permitted to change it subsequently or cast the vote again. Members who have cast their vote by remote e-voting prior to the date of the Meeting may also attend the Meeting and participate in the Meeting, but shall not be entitled to cast their vote again.
10. A Member cannot exercise his vote by proxy on e-voting.
11. The e-voting period commences on 7th September 2018 (9.00 A.M IST) and ends on 9th September, 2018 (5.00 P.M. IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. August 31, 2018, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to do it subsequently.

12. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e., August 31, 2018. Any person who is in receipt of this notice but is not a member as on the cut-off date should treat this notice for information purpose only.

13. Any person who acquires shares of the Company and becomes a shareholder of the Company after dispatch of Notice of this Extra-Ordinary General Meeting and holds shares as on the cut-off date i.e. August 31, 2018 may obtain the login ID and password by sending a request at cs@olectra.com However, if such person is already registered with M/s. Central Depository Services (India) Limited, for remote e-voting, they may use their existing User ID and Password for casting their vote.

14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

15. The particulars as required by Rule 20 of the Companies (Management and Administration) Rules, 2014 shall be published through an advertisement in the following newspapers: (i) Financial Express in English and (ii) Nava Telangana having wide circulation in the district where the registered office of the Company is situated.

16. The Scrutinizer will submit his report to the Chairman/Managing Director after the completion of scrutiny, and the result of the voting will be announced by Managing Director/ any other Director of the Company duly authorized, on or before 12th September, 2018 at 5.00 P.M. at the registered office of the Company and will also be displayed on the Company's website www.olectra.com and communicated to the Depositories, Registrar and Share Transfer Agent on the said date. The result of the voting will also be published in the newspapers.

17. The Board of Directors has appointed the Managing Director as the person responsible for this process.

18. Members who hold shares in dematerialized form are requested to write their Client ID and DP ID numbers and members who hold shares in physical form are requested to write their folio numbers in the attendance slip for attending the meeting.

19. Members are requested to notify any change of their address to the Company's Registrars and Share Transfer Agent, M/s. Aarthi Consultants Private Limited, 1-2-285, Domalguda, Hyderabad-500 029.

20. The Ministry of Corporate Affairs has taken a "Green Initiative in Corporate Governance" by allowing companies to send documents to their shareholders in the electronic mode. Pursuant to Section 101 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014,Companies are permitted to serve communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. To support this green initiative and to receive communications from the Company in electronic mode, members who have not registered their e-mail addresses and are holding shares in physical form are requested to contact the Registrar and Share Transfer Agent of the Company and register their email ID. Members holding shares in demat form are requested to register/update their email address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.

21. Members may also note that this notice will be available on the Company's website: www.olectra.com. Relevant documents referred to in the Notice and the accompanying Statement are open for inspection by the members at the Registered Office of the Company at Centre Point Building, 4th Floor, Plot # 359 to 363/ 401, US Consulate Lane, Begumpet, Secunderabad, Telangana- 500003, India on all working days (Excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 5.00 P.M. till the date of EGM.

INSTRUCTION FOR E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to offer e-voting facility as an alternate to its members to cast their votes electronically on all resolutions set forth in the Notice convening Extra-Ordinary General Meeting. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on August 31, 2018 (cut-off date), are entitled to vote on the resolutions set forth in this Notice.

The e-voting period will commence on September 7, 2018 (9.00 AM IST) and ends on September 9, 2018 (5.00 P.M. IST).

During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

The Company has appointed M/s. Prathap Satla& Associates, Practising Company Secretary, CP No. 11879 to act as Scrutinizer to conduct and scrutinize the electronic voting process and poll at the Extra-Ordinary General Meeting in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereunder:

1. The e-voting facility will be available at the link www.evotingindia.com during the voting period.

2. The procedure and instructions for e-voting are as follows:

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Company/Registrars)

(i) The shareholders should log on to the e-voting website www.evotingindia.com.

(ii) Click on Shareholders.

(iii) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(iv) Next enter the Image Verification as displayed and Click on Login.

(v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

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

(viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

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

(x) Click on the EVSN for the relevant "OLECTRA GREENTECH LIMITED" on which you choose to vote.

(xi) 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.

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

(xiii) 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.

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

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

(xvi) 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.

(xvii) **Note for Non – Individual Shareholders and Custodians**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

B. In case of members receiving the physical copy of notice of Extra-Ordinary General Meeting (for members whose e-mail ids are not registered with the Company/Depositories):

Please follow all the steps from S.No. A(i) to S.No. (xvii) to cast vote

C. 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 August 31, 2018 (Cut-off date).

(ii) Members can opt for only one mode of voting, i.e., either by physical poll or e-voting. In case Members cast their votes through both the modes, then voting done by such member will be treated as invalid.

Members who do not have access to e-voting facility have been additionally provided the facility through Ballot Form. They may send duly completed Ballot Form to the Scrutinizer, M/s. PrathapSatla& Associates, CP No.11879, Practicing Company Secretaries having its office at H.No.6-3-1238/15/1, Flat No.301, 3rd Floor, Elite Heights, Somajiguda, Hyderabad-500 082 so as to reach on or before the date of Extra-Ordinary General Meeting. Members have the option to request for physical copy of Ballot Form by sending an e-mail to cs@olectra.com by mentioning their Folio No. / DP ID and Client ID.

(iv) The facility for voting through polling paper shall also be made available at the meeting and the members attending the meeting who have not already cast their vote by e-voting shall be able to exercise their right at the meeting.

(v) The member who cast their vote by e-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.

(vi) The Scrutinizer, after scrutinizing the votes cast at the meeting through poll and through e-voting will, not later than 48 hours of 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 www.cdslindia.com The results shall simultaneously be communicated to the Stock Exchanges.

(vii) The result of the voting on the Resolutions at the Meeting will be announced by the Chairman or any other person authorized by him within 48 hours of the conclusion of EGM.

By the order of the Board of Directors
For **Olectra Greentech Limited**

Sd/-
P.Hanuman Prasad
Company Secretary

Place : Secunderabad
Date : 10.08.2018

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

ISSUE OF EQUITY SHARES ON PREFERENTIAL ISSUE BASIS.

To promote eco-friendly vehicles, the government has launched the Faster Adoption and Manufacturing of (Hybrid &) Electric Vehicles (FAME) India scheme offering incentives on electric vehicles. The Company has begun its journy in 2015 to promote clean energy solutions in order to meet the public transportation needs and to control the pollution. Your Company is striving to establish a mark in the mission 'National Electric Mobility Mission Plan (NEMMP) 2020' announced by the Government of India. The mission aims at reduction of the Pollution level drastically by encouraging use of Electric Vehicles. The Company started commercial delivery of electric buses during the previous FY 2017-18 and became the first company to deliver electric buses in India. The Company is in the process of execution of orders of 160 Electric Buses. Several state transport customers are now actively considering inducting electric buses in their fleet. At present, the Company is having three models of Electric Buses but intends to introduce new model in the near future. Apart from its focus on electric vehicles, the Company also plans to expand its existing capacity for production of polymer insulators.

Apart from clean energy solutions for public transport, the Company's business of Polymer Insulators continues to grow where the Company is India's largest manufacturer of extra High Voltage Polymer Insulators and only approved manufacturer in India for 800KV HVDC Polymer Insulators.

To expand production facilities for manufacture of Electric Vehicles and Insulators, develop new products, finance, own and /or operate electric vehicles, augment the working capital and make investments in related areas and following the approval of the Board of Directors in its meeting held on May 23, 2018 the Shareholders accorded their consent at the meeting held on June 30, 2018 for the Company to proceed with a Rights issue of equity Shares. .

However, in view of the volatile market conditions, which may impact the successful completion of the rights issue and receipt of targeted funds into the Company, the Board in its meeting held on August 10, 2018 decided in favour of proceeding with the alternative means to raise the required funds through preferential issue and consequently to withdraw the rights issue proposal.

The approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 2,65,00,000 (Two Crores Sixty Five Lakhs only) equity shares of face value of Rs.4/- each (Rupees Four Only) fully paid-up for cash at issue price of Rs.175.30 (Rupees One Hundred and Seventy Five and Paisa Thirty only) (including premium of Rs. 171.30 (Rupees One Hundred and Seventy One and Paisa Thirty Only) per share aggregating to Rs. 464,54,50,000 (Rupees Four Hundred and Sixty Four Crores Fifty Four Lakhs Fifty Thousand Only) on a preferential basis to the Subscribers, entitling the

Subscribers to subscribe to and be allotted the Equity Shares, not later than 15 (fifteen) days from the date as applicable under Regulation 74 of the ICDR Regulations, .

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

A) Objects of the Preferential Issue:

The proceeds of the issue will be utilized for expansion of production facilities for manufacture of Electric Vehicles and Insulators, develop new products, finance, own and /or operate electric vehicles, augment the working capital and make investments in related areas.

B) The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue up to 2,65,00,000 equity shares(Two Crores Sixty Five Lakhs only) equity shares on preferential basis.

C) Issue Price, Relevant Date and the Basis on which the price has been arrived at

The price of equity shares to be issued is fixed at Rs.175.30 per equity share of Face Value of Rs.4/- each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 10th August, 2018 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM. Since 11th August, 2018 falls on weekend, the day preceding the weekend is reckoned as relevant date i.e., 10th August, 2018.

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the National Stock Exchange of India, during the twenty six weeks preceding the Relevant Date (i.e.Rs.175.2869) or

b. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the National Stock Exchange of India, during the two weeks preceding the Relevant Date (i.e. Rs. 171.76.).

Accordingly, price per Equity Share is `Rs. 175.30 /- (Rupees One Hundred and Seventy Five and Paisa Thirty only) in accordance with the above provisions. For the purpose of the price fixation, the prices quoted on the National Stock Exchange of India Limited have been used since it constitutes the Stock Exchange which has the highest trading volume during the preceding twenty six weeks prior to the Relevant Date. Hence the price fixed per each Equity Share to be issued on preferential basis is the price calculated in accordance with the SEBI (ICDR) Regulations, 2009.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks as on the Relevant Date, the Company is not required to re-compute the price per equity share.

D) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing promoters, directors or key managerial personnel intends to subscribe to the proposed issue. No contribution is being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects.

As per the Share Purchase Agreement **("SPA")** entered into between the proposed allottee and Trinity Infraventures Limited and the Share Subscription Agreement **("SSA")**, both dated 10th August 2018, among the proposed allottee, the Company and the Trinity Infraventures Limited, (existing Corporate Promoter of the Company acting as a Confirming Party to the SSA), the proposed allottee will comply with the requirements of SEBI Takeover Code with respect to change in control including classifying the proposed allottee as the promoter in place of the existing promoter.

E) Principal terms of the assets charged as securities:

Not Applicable

F) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be or within a period of 15 (Fifteen) days from the expiry of the offer period if any competing offer is being made pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 .

G) The name of the proposed allottees, the identity of the natural persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control:

Details of sub-scriber	Cat-egory / Class of Sub-scriber	Pre-issue		No. of Equity Shares Proposed to be allot-teed	No. of Con-vertible warrants Proposed to be allotteed	Post Issue shareholding - Before Acquisition of Equity shares under share purchase agreement				Post Issue shareholding - After Acquisition of Equity shares under share purchase agreement				Beneficial Ownership
						Before conversion of proposed warrants		After conversion of proposed warrants		Before conversion of proposed warrants		After conversion of proposed warrants		
		No.of Equity Shares	% of Share-holding			No.of Equity Shares	Per-centage	No.of Equity Shares	Per-cent-age	No.of Equity Shares	Per-cent-age	No.of Equity Shares	Per-cent-age	
MEIL Hold-ings Ltd	*Non-Pro-moter	0	0	26,500,000	9,100,000	26,500,000	32.29	35,600,000	39.04	36,500,000	44.47	45,600,000	50.01	MEIL Holdings Ltd is the wholly owned subsidiary of Megha Engineering & Infrastructures Limited (PAN No. AAECM7627A) whose ultimate beneficiaries are: 1. Mr.Pitchi Reddy Pamireddy (50.9859%) PAN No. AANPP8623K 2. Mr.Venkata Krishna Reddy Puritipati (48.9767%) PAN No. AAQPP7020H 3. Mrs.Rama Reddy Pamireddy (0.0125%) 4. Mrs.Puritipaati Sudha Rani (0.0125%) 5. Mrs.Manjali Reddy Pami Reddy (0.0050%) 6. Mr.Rajesh Reddy Peketi (0.0002%) 7. Mr.Puritipati Venkata Subba Reddy (0.0002%) 8. Mr.Raja Reddy Peddinti (0.0002%) 9. Mr.Sumanth Reddy Poddutur (0.0011%) 10. Mrs. Neelima Bommareddy (0.0028%) 11. Mrs.Nandana Bommareddy (0.0028%)

Note:

*M/s. MEIL Holdings Limited, (Acquirer) agreed to subscribe for 2,65,00,000 equity Shares, 91,00,000 convertible warrants on Preferential Issue basis and acquire 100,00,000 equity shares from existing Corporate Promoter, M/s. Trinity Infraventures Limited under Share Purchase Agreement dated 10th August 2018 as per SEBI (SAST) Regulations, 2011.

As per the Share Purchase Agreement **("SPA")** entered into between the proposed allottee and Trinity Infraventures Limited and the Share Subscription Agreement **("SSA")**, both dated 10th August 2018, among the proposed allottee, the Company and the Trinity Infraventures Limited, (existing Corporate Promoter of the Company acting as a Confirming Party to the SSA), the proposed allottee will comply with the requirements of SEBI Takeover Code with respect to change in control including classifying the proposed allottee as the promoter in place of the existing promoter.

Goldstone Power Private Limited (belonging to Promoter Group) holds 54,00,000 Convertible Warrants, which were allotted in the Board Meeting held on 11th October, 2017 - in pursuance of EGM held on September 9, 2017. These outstanding warrants are assumed to be fully converted into equity shares for the shareholding pattern above.

Shareholding Pattern pre and post preferential issue of Equity Shares

The shareholding pattern before and after the preferential issue of Equity Shares and Warrants would be as under:

Sr. No.	Category	Pre Issue # As on Aug 10, 2018		Post Issue shareholding - Before Acquisition of Shares under Share Purchase Agreement				Post Issue shareholding - After Acquisition of Shares under Share Purchase Agreement			
				Before Conversion of Proposed warrants		After Conversion of Proposed warrants		Before Conversion of Proposed warrants		After Conversion of Proposed warrants	
		No. of equity shares held	% of share-holding	No. of eq-uity Shares	% of shares	No. of eq-uity Shares	% of shares	No. of eq-uity Shares	% of shares	No. of equity Shares	% of shares
A	**Promoters' holding**										
1	**Indian:**										
	Individual	571,350	1.03%	571,350	0.70%	571,350	0.63%	571,350	0.70%	571,350	0.63%
	Bodies Corporate - Trinity Infraventures Limited	17,776,165	31.98%	17,776,165	21.66%	17,776,165	19.50%	7,776,165	9.47%	7,776,165	8.53%
	^Goldstone Power Pvt Ltd	5,400,000	9.72%	5,400,000	6.58%	5,400,000	5.92%	5,400,000	6.58%	5,400,000	5.92%
	#MEIL Holdings Limited	0	0.00%	26,500,000	32.29%	35,600,000	39.04%	36,500,000	44.47%	45,600,000	50.01%
	Sub Total	**23,747,515**	**42.73%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**
2	**Foreign Promoters**	-		-	-	-	-	-	-	-	-
	Sub Total (A)	**23,747,515**	**42.73%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**
B	**Non- Promoters' holding:**										
1	Institutional Investors	990,766	1.78%	990,766	1.21%	990,766	1.09%	990,766	1.21%	990,766	1.09%
2	Non-Institution:										
	Private Corporate Bodies	14,364,618	25.84%	14,364,618	17.50%	14,364,618	15.75%	14,364,618	17.50%	14,364,618	15.75%
	Directors and Relatives	34,455	0.06%	34,455	0.04%	34,455	0.04%	34,455	0.04%	34,455	0.04%
	Indian Public	15,520,662	27.92%	15,520,662	18.91%	15,520,662	17.02%	15,520,662	18.91%	15,520,662	17.02%
	Others (Including NRIs)	922,721	1.66%	922,721	1.12%	922,721	1.01%	922,721	1.12%	922,721	1.01%
	Sub Total (B)	**31,833,222**	**57.27%**	**31,833,222**	**38.78%**	**31,833,222**	**34.91%**	**31,833,222**	**38.78%**	**31,833,222**	**34.91%**
	Grand Total	**55,580,737**	**100.00%**	**82,080,737**	**100.00%**	**91,180,737**	**100.00%**	**82,080,737**	**100.00%**	**91,180,737**	**100.00%**

Note:

^ Goldstone Power Private Limited (belonging to Promoter Group) holds 54,00,000 Convertible Warrants, which were allotted in the Board Meeting held on 11th October, 2017 - in pursuance of EGM held on September 9, 2017. These outstanding warrants are assumed to be fully converted into equity shares for the shareholding pattern above.

MEIL Holdings Limited, Proposed Allottee, is going to subscribe 2,65,00,000 Equity Shares and 91,00,000 Convertible Warrants on Preferential Issue basis and acquire 1,00,00,000 equity shares from existing Promoter, M/s. Trinity Infraventures Ltd under Share Purchase Agreement.

MEIL Holdings Limited is a Non-Promoter and on successful completion of Preferential allotment and Open Offer formalities will be classified as Promoter.

As per the Share Purchase Agreement **("SPA")** entered into between the proposed allottee and Trinity Infraventures Limited and the Share Subscription Agreement **("SSA")**, both dated 10th August 2018, among the proposed allottee, the Company and the Trinity Infraventures Limited, (existing Corporate Promoter of the Company acting as a Confirming Party to the SSA), the proposed allottee will comply with the requirements of SEBI Takeover Code with respect to change in control including classifying the proposed allottee as the promoter in place of the existing promoter.

H) Change in control, if any, in the Company that would occur consequent to the preferential offer:

There will be change in management or control of the Company consequent to preferential allotment of the equity shares.

Pursuant to the allotment of the Equity Shares under the preferential issue to M/s. MEIL Holdings Limited, it will hold up to 2,65,00,000 Equity Shares amounting to 32.29% of the equity share capital (including convertible warrents of 54,00,000) of the Company. The Proposed Allottee shall be making an open offer to the public shareholders of the Company in accordance with the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Open Offer"), on completion of the preferential issue, the Open Offer and pursuant to Share Purchase Agreement (SPA) entered into between Trinity Infraventures Limited and MEIL Holdings Limited on August 10, 2018.

As per the Share Purchase Agreement **("SPA")** entered into between the proposed allottee and Trinity Infraventures Limited and the Share Subscription Agreement **("SSA")**, both dated 10th August 2018, among the proposed allottee, the Company and the Trinity Infraventures Limited, (existing Corporate Promoter of the Company acting as a Confirming Party to the SSA), the proposed allottee will comply with the requirements of SEBI Takeover Code with respect to change in control including classifying the proposed allottee as the promoter in place of the existing promoter.

I) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

J) Lock in period:

The equity shares proposed to be allotted on a preferential basis shall be locked-in for such period as specified under Regulation 78 of the SEBI (ICDR) Regulations, 2009.

The entire pre-preferential allotment shareholding of the proposed allottee, if any, shall be locked-in from the relevant date up to a period of six months from the date of trading approval as per Regulation 78(6) of theSEBI(ICDR) Regulations, 2009

K) Terms of Issue of the Equity Shares, if any.

The Equity Shares allotted in terms of this resolution shall rank pari-passu with the existing equity shares of the Company in all respects.

L) Pricing of Preferential Issue and Justification thereof:

The price of equity shares to be issued is fixed at Rs. 175.30 (Rupees One Hundred and Seventy Five and Paisa Thirty only) per equity share [inclusive of premium of Rs. 171.30 (Rupees One hundred seventy one paisa thirty only)] each in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations. The issue price of the proposed allotment is purely governed by the average weekly high and low of the volume weighted average prices of related equity shares quoted on the National Stock Exchange of India Limited.

M) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

N) The Company hereby undertakes that

a. It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI(ICDR) Regulations, if it is required to do so.

b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

Auditor's certificate:

A certificate from M/s. PCN & Associates, Statutory Auditors of the Company, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 05.00 P.M. till the date of EGM

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members and therefore, commends the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise, in the resolution, except as holders of shares of the Company if any or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

ITEM NO. 2

ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL ISSUE BASIS

In line with the preface mentioned in the explanatory statement under Item No:1, the Board decided in its meeting on 10th August, 2018 to make a preferential allotment of convertible warrants to M/s. MEIL Holdings Limited, PAN: AAGCM1920L having its Registered Office at S-2, TIE, Balanagar, Hyderabad-500 037 ("The Warrant Holder") to raise further funds.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (collectively, the "CA 2013") as well as the Securities and Exchange Board of India, as amended (Issue of Capital and Disclosure Requirement) Regulations, 2009 ("ICDR Regulations").

Therefore, in terms of said sections, rules and regulations, consent of the Members is being sought for the issue and allotment of 91,00,000 (Ninety One Lakhs Only) Warrants at a price of Rs. 175.30/- (Rupees One Hundred and Seventy Five and Paisa Thirty only) per each warrant aggregating to Rs.159,52,30,000/- (Rupees One Hundred and Fifty Nine Crores Fifty Two Lakhs Thirty Thousand Only) on a preferential basis to the warrant holder entitling the proposed warrant holder to subscribe to and be allotted the warrants, not later than 15 (Fifteen) days from the date as applicable under Regulation 74 of the ICDR Regulations.

In terms of the provisions of the Companies Act, 2013 read with Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations, the relevant disclosures / details are given below:

A) Objects of the Preferential Issue:

The proceeds of the issue will be utilized for expansion of production facilities for manufacture of Electric Vehicles and Insulators, develop new products, finance, own and /or operate electric vehicles, augment the working capital and make investments in related areas.

B) The total number of shares or other securities to be issued

The resolution set out in the accompanying notice authorizes the Board to issue up to 91,00,000 (Ninety One Lakhs Only) Convertible Warrants on preferential basis.

C) Issue Price, Relevant Date and the Basis on which the price has been arrived at

The price of convertible warrants to be issued is fixed at Rs. 175.30 per warrant in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations.

The relevant date as per the ICDR Regulations for the determination of the price per equity share pursuant to the preferential allotment is 10th August, 2018 ("Relevant Date") (i.e. 30 days prior to the date of proposed EGM. Since 11th August, 2018 falls on weekend, the day preceding the weekend is reckoned as relevant date i.e., 10th August, 2018.

The Company is listed on BSE Limited and National Stock Exchange of India Limited and the equity shares of the Company are frequently traded in accordance with Regulation 71A of the ICDR Regulations.

In terms of ICDR Regulations, the equity shares shall be allotted at a price not less than higher of the following:

a. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the National Stock Exchange of India, during the twenty six weeks preceding the Relevant Date (i.e.Rs.175.2869) or

b. Average of the weekly high and low of the volume weighted average prices of the equity shares of the Company quoted on the National Stock Exchange of India, during the two weeks preceding the Relevant Date (i.e. Rs. 171.76.).

Accordingly, price per Convertible Warrant is Rs. 175.30 /- (Rupees One Hundred and Seventy Five and Paisa Thirty only) is in accordance with the above provisions. For the purpose of the price fixation, the prices quoted on the National Stock Exchange of India Limited have been used since it constitutes the Stock Exchange which has the highest trading volume during the preceding twenty six weeks prior to the Relevant Date. Hence the price fixed per each Convertible Warrant to be issued on preferential basis is the price calculated in accordance with the SEBI (ICDR) Regulations, 2009.

Since the equity shares of the Company have been listed on the recognized stock exchanges for a period of more than 26 weeks as on the Relevant Date, the Company is not required to re-compute the price per equity share.

D) Intention of promoters / directors / key managerial personnel to subscribe to the offer:

None of the existing promoters, directors or key managerial personnel intends to subscribe to the proposed issue. No contribution is being made by the Promoters or Directors either as part of the offer or separately in furtherance of objects.

As per the Share Purchase Agreement **("SPA")** entered into between the proposed allottee and Trinity Infraventures Limited and the Share Subscription Agreement **("SSA")**, both dated 10th August 2018, among the proposed allottee, the Company and the Trinity Infraventures Limited, (existing Corporate Promoter of the Company acting as a Confirming Party to the SSA), the proposed allottee will comply with the requirements of SEBI Takeover Code with respect to change in control including classifying the proposed allottee as the promoter in place of the existing promoter.

E) Principal terms of the assets charged as securities:

Not Applicable

F) Proposed time within which the allotment shall be completed:

As required under the ICDR Regulations, the Company shall complete the allotment of Convertible Warrants as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of Convertible Warrants would require any approval(s) or permission from any regulatory authority or the Central Government, within 15 days from the date of such approval(s) or permission, as the case may be or within a period of 15 (Fifteen) days from the expiry of the offer period in pursuant to sub-regulation (1) of Regulation 20 of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011 .

G) The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control.

Details of sub-scriber	Cat-egory / Class of Sub-scriber	Pre-issue		No. of Equity Shares Proposed to be allot-teed	No. of Con-vertible warrants Proposed to be allotteed	Post Issue shareholding - Before Acquisition of Equity shares under share purchase agreement				Post Issue shareholding - After Acquisition of Equity shares under share purchase agreement				Beneficial Ownership
						Before conversion of proposed warrants		After conversion of proposed warrants		Before conversion of proposed warrants		After conversion of proposed warrants		
		No.of Equity Shares	% of Share-holding			No.of Equity Shares	Per-centage	No.of Equity Shares	Per-cent-age	No.of Equity Shares	Per-cent-age	No.of Equity Shares	Per-cent-age	
MEIL Hold-ings Ltd	*Non-Pro-moter	0	0	26,500,000	9,100,000	26,500,000	32.29	35,600,000	39.04	36,500,000	44.47	45,600,000	50.01	MEIL Holdings Ltd is the wholly owned subsidiary of Megha Engineering & Infrastructures Limited (PAN No. AAECM7627A) whose ultimate beneficiaries are: 1. Mr.Pitchi Reddy Pamireddy (50.9859%) PAN No. AANPP8623K 2. Mr.Venkata Krishna Reddy Puritipati (48.9767%) PAN No. AAQPP7020H 3. Mrs.Rama Reddy Pamireddy (0.0125%) 4. Mrs.Puritipaati Sudha Rani (0.0125%) 5. Mrs.Manjali Reddy Pami Reddy (0.0050%) 6. Mr.Rajesh Reddy Peketi (0.0002%) 7. Mr.Puritipati Venkata Subba Reddy (0.0002%) 8. Mr.Raja Reddy Peddinti (0.0002%) 9. Mr.Sumanth Reddy Poddutur (0.0011%) 10. Mrs. Neelima Bommareddy (0.0028%) 11. Mrs.Nandana Bommareddy (0.0028%)

Note:

*M/s. MEIL Holdings Limited, (Acquirer) agreed to subscribe for 2,65,00,000 equity Shares, 91,00,000 convertible warrants on Preferential Issue basis and acquire 100,00,000 equity shares from existing Corporate Promoter, M/s. Trinity Infraventures Limited under Share Purchase Agreement dated 10th August 2018 as per SEBI (SAST) Regulations, 2011.

As per the Share Purchase Agreement **("SPA")** entered into between the proposed allottee and Trinity Infraventures Limited and the Share Subscription Agreement **("SSA")**, both dated 10th August 2018, among the proposed allottee, the Company and the Trinity Infraventures Limited, (existing Corporate Promoter of the Company acting as a Confirming Party to the SSA), the proposed allottee will comply with the requirements of SEBI Takeover Code with respect to change in control including classifying the proposed allottee as the promoter in place of the existing promoter.

Goldstone Power Private Limited (belonging to Promoter Group) holds 54,00,000 Convertible Warrants, which were allotted in the Board Meeting held on 11th October, 2017 - in pursuance of EGM held on September 9, 2017. These outstanding warrants are assumed to be fully converted into equity shares for the shareholding pattern above.

Shareholding Pattern pre and post preferential issue of Equity Shares

The shareholding pattern before and after the preferential issue of Equity Shares and Warrants would be as under:

Sr. No.	Category	Pre Issue # As on Aug 10, 2018		Post Issue shareholding - Before Acquisition of Shares under Share Purchase Agreement				Post Issue shareholding - After Acquisition of Shares under Share Purchase Agreement			
				Before Conversion of Proposed warrants		After Conversion of Proposed warrants		Before Conversion of Proposed warrants		After Conversion of Proposed warrants	
		No. of equity shares held	% of share-holding	No. of eq-uity Shares	% of shares	No. of eq-uity Shares	% of shares	No. of eq-uity Shares	% of shares	No. of equity Shares	% of shares
A	**Promoters' holding**										
1	**Indian:**										
	Individual	571,350	1.03%	571,350	0.70%	571,350	0.63%	571,350	0.70%	571,350	0.63%
	Bodies Corporate - Trinity Infraventures Limited	17,776,165	31.98%	17,776,165	21.66%	17,776,165	19.50%	7,776,165	9.47%	7,776,165	8.53%
	^Goldstone Power Pvt Ltd	5,400,000	9.72%	5,400,000	6.58%	5,400,000	5.92%	5,400,000	6.58%	5,400,000	5.92%
	#MEIL Holdings Limited	0	0.00%	26,500,000	32.29%	35,600,000	39.04%	36,500,000	44.47%	45,600,000	50.01%
	Sub Total	**23,747,515**	**42.73%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**
2	**Foreign Promoters**	-		-	-	-	-	-	-	-	-
	Sub Total (A)	**23,747,515**	**42.73%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**	**50,247,515**	**61.22%**	**59,347,515**	**65.09%**
B	**Non- Promoters' holding:**										
1	Institutional Investors	990,766	1.78%	990,766	1.21%	990,766	1.09%	990,766	1.21%	990,766	1.09%
2	Non-Institution:										
	Private Corporate Bodies	14,364,618	25.84%	14,364,618	17.50%	14,364,618	15.75%	14,364,618	17.50%	14,364,618	15.75%
	Directors and Relatives	34,455	0.06%	34,455	0.04%	34,455	0.04%	34,455	0.04%	34,455	0.04%
	Indian Public	15,520,662	27.92%	15,520,662	18.91%	15,520,662	17.02%	15,520,662	18.91%	15,520,662	17.02%
	Others (Including NRIs)	922,721	1.66%	922,721	1.12%	922,721	1.01%	922,721	1.12%	922,721	1.01%
	Sub Total (B)	**31,833,222**	**57.27%**	**31,833,222**	**38.78%**	**31,833,222**	**34.91%**	**31,833,222**	**38.78%**	**31,833,222**	**34.91%**
	Grand Total	**55,580,737**	**100.00%**	**82,080,737**	**100.00%**	**91,180,737**	**100.00%**	**82,080,737**	**100.00%**	**91,180,737**	**100.00%**

Note:

^ Goldstone Power Private Limited (belonging to Promoter Group) holds 54,00,000 Convertible Warrants, which were allotted in the Board Meeting held on 11th October, 2017 - in pursuance of EGM held on September 9, 2017. These outstanding warrants are assumed to be fully converted into equity shares for the shareholding pattern above.

MEIL Holdings Limited, Proposed Allottee, is going to subscribe 2,65,00,000 Equity Shares and 91,00,000 Convertible Warrants on Preferential Issue basis and acquire 1,00,00,000 equity shares from existing Promoter, M/s. Trinity Infraventures Ltd under Share Purchase Agreement.

MEIL Holdings Limited is a Non-Promoter and on successful completion of Preferential allotment and Open Offer formalities will be classified as Promoter.

As per the Share Purchase Agreement **("SPA")** entered into between the proposed allottee and Trinity Infraventures Limited and the Share Subscription Agreement **("SSA")**, both dated 10th August 2018, among the proposed allottee, the Company and the Trinity Infraventures Limited, (existing Corporate Promoter of the Company acting as a Confirming Party to the SSA), the proposed allottee will comply with the requirements of SEBI Takeover Code with respect to change in control including classifying the proposed allottee as the promoter in place of the existing promoter.

H) Change in control, if any, in the Company that would occur consequent to the preferential offer:

The proposed allottee of the convertible warrants would be acquiring equity shares of the Company on preferential basis pursuant to the resolution listed under Item No.1 of this Notice . As disclosed in the relevant disclosures made in pursuance of Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and the aforesaid ICDR Regulations with respect to the equity shares to be subscribed pursuant to the resolution listed under Item No.1 by the proposed allottee of the convertible warrants and Share Purchase Agreement (SPA) entered into between Trinity Infraventures Limited and MEIL Holdings Limited on August 10, 2018, there would be a change in control of the Company and the Acquirer would be making an Open Offer under the SEBI (Substantial Acquisition of Shares and Takeover) Regulations 2011.

I) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

J) Lock in period:

The equity shares proposed to be allotted on a preferential basis, pursuant to exercise of options against each convertible warrants, shall be locked-in for such period as specified under Regulation 78 of the SEBI (ICDR) Regulations, 2009.

Provided further that equity shares allotted in excess of the twenty per cent shall be locked-in for one year from the date of trading approval pursuant to exercise of options.

K) Terms of Issue of the Convertible Warrants.

i) The proposed allottee of warrants shall pay an amount equivalent to at least 25% of the Issue Price at the time of subscription and allotment of each warrant. The balance 75% of the Issue Price shall be payable by the warrant holder upon exercise of the entitlement attached to the warrant(s) to subscribe for equity share(s). The amount paid against warrants shall be adjusted / set off against the Issue Price of the resultant equity shares.

ii) If the entitlement against the warrants to apply for the equity shares is not exercised by the warrant holder, within the specified period stipulated under Regulation 75 of the SEBI ICDR Regulations, i.e. not exceeding 18 months from the date fo their allotment, the entitlement of the warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid on such warrant shall stand forfeited by the Company.

iii) At any time on or before the expiry of 18 months from the date of allotment of the convertible warrants, the warrant holder will be entitled, to apply for and obtain allotment of 91,00,000 (Ninety One Lakhs Only) number of equity shares of face value of Rs. 4/- each of the Company, aggregating upto Rs.159,52,30,000 (Rupees One Hundred and Fifty Nine Crores Fifty Two Lakhs and Thirty Thousand only) at a price calculated on the basis of Para C above.

iv) Upon exercise of convertible warrants by the warrant holder, the Board (or a Committee authorized by the Board) shall allot such number of equity shares of face value of Rs. 4/- (Rupees Four Only) each as may be required to be issued and allotted, as would be calculated on the basis of price as determined above. The allotment shall only be made in the dematerialized form.

v) The equity shares issued pursuant to an exercise of the convertible warrants will be subject to the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu in all respects including with respect to dividend, with the then fully paid-up equity shares of the Company.

L) Pricing of Preferential Issue and Justification thereof:

The price of convertible warrants to be issued is fixed at Rs. 175.30/- (Rupees One Hundred and Seventy Five and Paisa Thirty Only) per each warrant in accordance with the price determined in terms of Regulation 76 of the ICDR Regulations. The issue price of the proposed allotment is purely governed by the average weekly high and low of the volume weighted average prices of related equity shares quoted on the National Stock Exchange of India Limited.

M) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

Not Applicable.

N) The Company hereby undertakes that

a. It would re-compute the price of the securities specified above, in terms of the provisions of the SEBI ICDR Regulations, if it is required to do so.

b. If the amount payable on account of re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the above specified securities shall continue to be locked in till the time such amount is paid by allottees.

Auditor's Certificate :

A Certificate from M/s. PCN & Associates, Statutory Auditors of the Company, certifying that the issue of Convertible Warrants allotted on preferencial basis is being made in accordance with requirements of ICDR Regulations shall be placed before the general meeting of the shareholders.

Relevant documents are open for inspection by the members at the Registered Office of the Company on all working days (excluding Saturdays, Sundays and Holidays) from 11.30 A.M. to 5.00 P.M. till the date of EGM.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors, therefore, commends the resolution for your approval.

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested financially or otherwise in the resolution, except as holders of shares of the company if any or that of the companies, firms, and/or institutions of which they are directors, partners or members and who may hold shares in the Company.

By the order of the Board of Directors
For **Olectra Greentech Limited**

Sd/-
P.Hanuman Prasad
Company Secretary

Place : Secunderabad
Date : 10.08.2018

OLECTRA GREENTECH LIMITED

(L34100TG2000PLC035451)
Regd. Office: Centre Point Building, 4th Floor,
Plot # 359 to 363/ 401, US Consulate Lane, Begumpet,
Secunderabad- 500 016, Telangana, India. Tel.91-40-46989999
E-mail id: cs@olectra.com | website: www.olectra.com

ATTENDANCE SLIP

(to be present at the entrance)

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	Client Id*	Folio No.	No. of Shares

I hereby certify that I am registered Shareholder/ proxy/representatives of the registered shareholder(s) of **Olectra Greentech Limited.**

I hereby record my presence at the **EXTRA-ORDINARY GENERAL MEETING** of the Company held on Monday, 10th September, 2018 at 3.30 P.M. at Plot No. 1 & 9, Phase - II, IDA, Cherlapally, Hyderabad - 500 051, Telangana, India.

Name of the Shareholder :

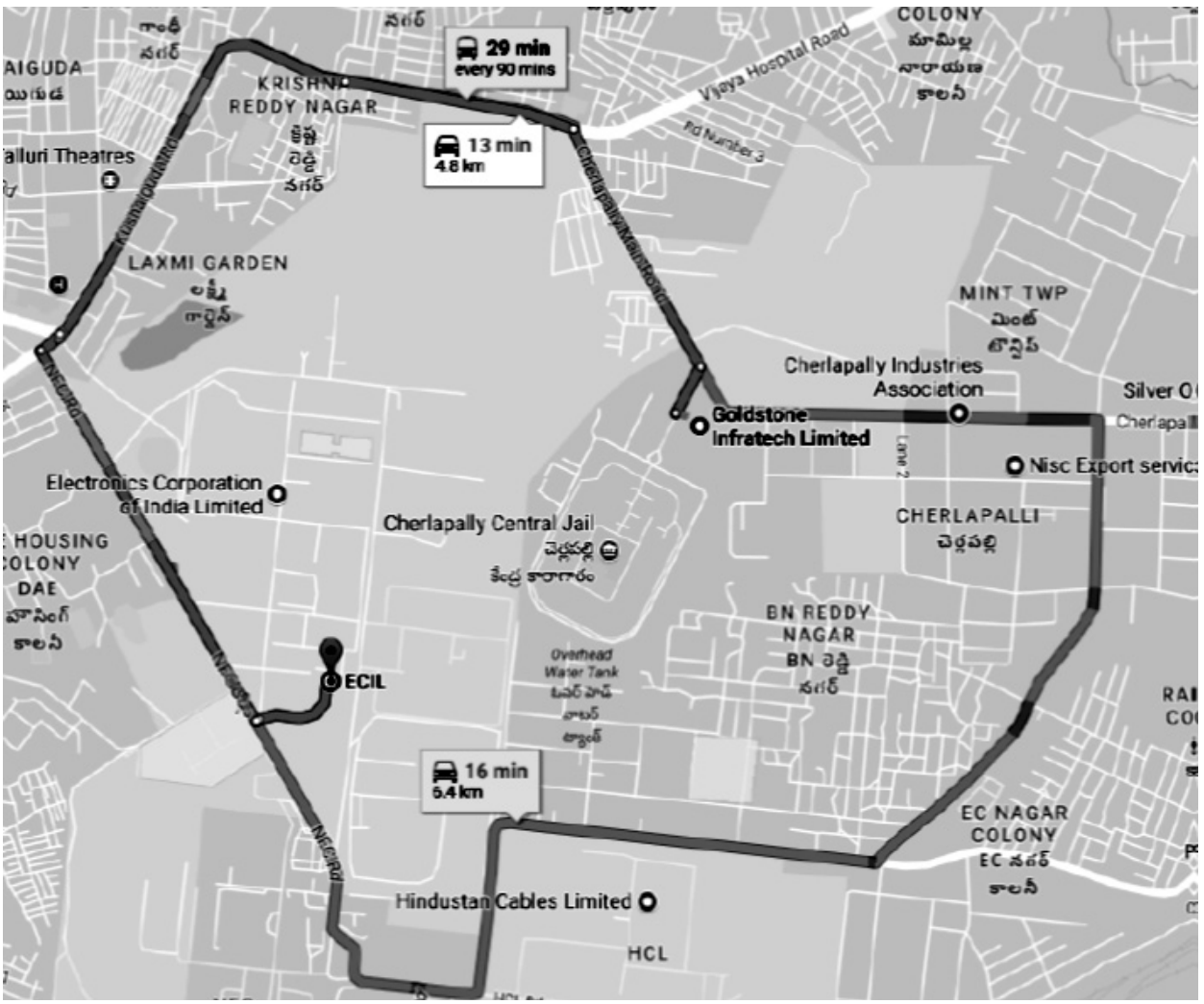
Name of the Proxy :

Signature of member/proxy :

Note: 1) to be signed at the time of handing over the slip.

2) Members are requested to register their names at least 15 minutes prior to the commencement of the Meeting.

EGM Venue Route Map



OLECTRA GREENTECH LIMITED

(L34100TG2000PLC035451)
Regd. Office: Centre Point Building, 4th Floor,
Plot # 359 to 363/ 401, US Consulate Lane, Begumpet,
Secunderabad- 500 016, Telangana, India. Tel.91-40-46989999
E-mail id: cs@olectra.com | website: www.olectra.com

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s):		e-mail Id:	
Registered address:			
Folio No/*Client Id:		*DP Id:	

I / We, being the member(s) holding _____ shares of Olectra Greentech Limited., hereby appoint:

1) _____of_____having e-mail id _____or failing him/her

2) _____of_____having e-mail id _____or failing him/her

3) _____of_____having e-mail id _____or failing him/her

and whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday, 10th September, 2018 at 3.30 P.M. at Plot No. 1 & 9, Phase - II, IDA, Cherlapally, Hyderabad - 500 051, Telangana, India and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Resolutions	For	Against
1. ISSUE OF EQUITY SHARES ON A PREFERENTIAL ISSUE BASIS		
2. ISSUE OF CONVERTIBLE WARRANTS ON PREFERENTIAL ISSUE BASIS:		

* Applicable for investors holding shares in electronic form.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password

Signed this _____ day of _____, 2018

Signature of holder

Affix a Revenue Stamp

_____ Signature of first proxy holder

_____ Signature of second proxy holder

_____ Signature of third proxy holder

Book Post / Courier

Inf undelivered please return to:

OLECTRA GREENTECH LIMITED
(L34100TG2000PLC035451)
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