

**PUBLIC ANNOUNCEMENT FOR THE ATTENTION OF THE PUBLIC SHAREHOLDERS OF
OLECTRA GREENTECH LIMITED, FORMERLY KNOWN AS GOLDSTONE INFRATECH LIMITED, IN TERMS OF REGULATIONS 3(1)
AND 4 READ WITH REGULATION 15(1) OF SECURITIES AND EXCHANGE BOARD OF INDIA (SUBSTANTIAL ACQUISITION OF SHARES
AND TAKEOVERS) REGULATIONS, 2011 AND SUBSEQUENT AMENDMENTS THEREOF (“SEBI (SAST) REGULATIONS, 2011”)**

OPEN OFFER FOR ACQUISITION OF UPTO 2,37,06,992 FULLY PAID UP EQUITY SHARES OF FACE VALUE OF ₹ 4/- EACH REPRESENTING 26% OF EMERGING SHARE CAPITAL OF OLECTRA GREENTECH LIMITED, FORMERLY KNOWN AS GOLDSTONE INFRATECH LIMITED, (“TARGET COMPANY”), FROM THE PUBLIC SHAREHOLDERS OF THE TARGET COMPANY BY MEIL HOLDINGS LIMITED (“ACQUIRER”) TOGETHER WITH MEGHA ENGINEERING & INFRASTRUCTURES LIMITED (“PAC”) IN ITS CAPACITY AS PERSON ACTING IN CONCERT WITH THE ACQUIRER (“OFFER” OR “OPEN OFFER”), IN TERMS OF SEBI (SAST) REGULATIONS, 2011.

This public announcement (“**Public Announcement**” or “**PA**”) is being issued by YES Securities (India) Limited, the manager to the Offer (“**Manager**”), for and on behalf of the Acquirer and the PAC to the Public Shareholders of the Target Company (as defined below) pursuant to and in compliance with regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011.

Definitions:

For the purposes of this Public Announcement, the following terms would have the meanings assigned to them as below:

- a) “**Public Shareholders**” shall mean all the public equity shareholders of the Target Company excluding (i) the Acquirer and the PAC and (ii) the persons deemed to be acting in concert with the Acquirer and the PAC and (iii) the parties to the Agreements (as defined below).
- b) “**Emerging Share Capital**” means 9,11,80,737 Equity Shares of the Target Company computed on a fully diluted basis as of the tenth (10th) working day from the closure of the tendering period of the Open Offer. The same has been computed by adding the following in the current outstanding Equity Shares of the Target Company: (i) 54,00,000 outstanding warrants convertible to equal number of Equity Shares, allotted pursuant to board meeting dated October 11, 2017 to Goldstone Power Private Limited (belonging to promoter group of the Target Company) and (ii) 2,65,00,000 Equity Shares and 91,00,000 warrants convertible to equal number of Equity Shares, issuance of which is approved by the board of directors of the Target Company in their meeting dated August 10, 2018, subject to receipt of shareholders’ approval.

1. OFFER DETAILS

- a. **Offer Size:** Upto 2,37,06,992 (two crores thirty seven lakhs six thousand nine hundred and ninety two only) fully paid up equity shares of face value of ₹ 4/- each (“**Equity Shares**”) representing 26% (twenty six percent) of the Emerging Share Capital of the Target Company.
- b. **Offer Price:** The Offer Price is ₹ 175.30/- (Rupees one hundred seventy five and paise thirty only) per Equity Share (“**Offer Price**”) aggregating to ₹ 4,15,58,35,697.60 /- (Rupees four hundred fifteen crore fifty eight lakhs thirty five thousand six hundred ninety seven and paise sixty only).
- c. **Mode of Payment:** The Offer Price is payable in cash, in accordance with the provision of regulation 9(1)(a) of SEBI (SAST) Regulations, 2011.

- d. **Type of Offer:** This Offer is mandatory Offer being made by the Acquirer and PAC under regulations 3(1) and 4 of SEBI (SAST) Regulations, 2011.

2. TRANSACTION WHICH HAS TRIGGERED THE OPEN OFFER OBLIGATIONS (UNDERLYING TRANSACTION)

Details of underlying transaction						
Type of Transaction (direct/ indirect)	Mode of Transaction (Agreement/ Allotment/ market purchase)	Shares / Voting rights acquired/ proposed to be acquired		Total Consideration for Equity Shares /Voting Rights acquired (₹)	Mode of payment (Cash/ securities)	Regulation which has triggered
		Number	% of total equity / voting capital [§]			
Direct	The Acquirer has agreed to purchase 1,00,00,000 Equity Shares pursuant to a share purchase agreement dated August 10, 2018 (“SPA”) entered into between the Acquirer and Trinity Infraventures Limited. Further, the Acquirer has also entered into a share subscription agreement (“SSA”) dated August 10, 2018 (SPA and SSA are collectively referred to as “Agreements”) with the Target Company and Trinity Infraventures Limited, existing promoter of the Target Company and acting as a confirming party to the SSA. The board of directors of the Target Company in its meeting held on August 10, 2018 has approved preferential issuance of 2,65,00,000 Equity Shares and 91,00,000 warrants to the Acquirer as per the applicable provisions of the Companies Act, 2013 and in terms of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2009, as amended	3,65,00,000 [@] Equity Shares and 91,00,000 warrants	50.01%	₹ 7,24,06,80,000/-	Cash	Regulations 3(1) and 4 of the SEBI (SAST) Regulations, 2011

[@] Includes 1,00,00,000 Equity Shares forming part of SPA and 2,65,00,000 Equity Shares forming part of preferential issue

[§] Based on Emerging Share Capital

3. ACQUIRER AND PAC

Details	Acquirer	PAC	Total
Name of Acquirer	MEIL Holdings Limited	Megha Engineering & Infrastructures Limited	Not applicable
Address	S-2, Technocrat Industrial Estate, Balanagar, Hyderabad – 500 037, Telangana	S-2, Technocrat Industrial Estate, Balanagar, Hyderabad – 500 037, Telangana	Not applicable

Details		Acquirer	PAC	Total
Name(s) of persons in control/promoters of Acquirer/ PAC where Acquirer/ PAC are Companies		Mr. P. P. Reddy and Mr. P. V. Krishna Reddy	Mr. P. P. Reddy and Mr. P. V. Krishna Reddy	Not applicable
Name of the Group, if any, to which the Acquirer/ PAC belong to		MEIL Group	MEIL Group	Not applicable
Pre-transaction shareholding	No. of equity shares	Nil	Nil	Nil
	% of total equity / voting capital	Nil	Nil	Nil
Proposed shareholding after acquisition of shares which triggered the Open Offer	No. of equity shares	4,56,00,000 [#]	Nil	4,56,00,000 [#]
	% of total equity / voting capital*	50.01%*	Nil	50.01%*
Any other interest in the Target Company		None of the directors and employees of the Acquirer are the directors and employees of the Target Company.	None of the directors and employees of the PAC are the directors and employees of the Target Company.	Not applicable

[#]Including 91,00,000 warrants proposed to be allotted pursuant to the preferential issue

*Based on Emerging Share Capital

4. DETAILS OF SELLING SHAREHOLDERS

Name	Part of promoter group (Yes/ No)	Details of shares/ voting rights held by the selling shareholders					
		Pre-transaction		Sale Shares		Post-transaction	
		Number	%*	Number	%*	Number	%*
Trinity Infraventures Limited (“Seller”)	Yes	2,37,47,515 [^]	26.04%	1,00,00,000	10.97%	1,37,47,515 [^]	15.08%

[^]After considering conversion of 54,00,000 warrants held by the Seller

*Based on Emerging Share Capital

5. TARGET COMPANY

Name of the Target Company : Olectra Greentech Limited (formerly known as Goldstone Infratech Limited)
Registered Office : Centre Point Building, 4th Floor, Plot No. 359 to 363 / 401, US Consulate Lane, Begumpet, Secunderabad, Telangana – 500 016
Tel. No. : 040-4698 9999
Email id : info@olectra.com
CIN: : L34100TG2000PLC035451 (Source: www.mca.gov.in)

The Target Company is listed on BSE Limited and National Stock Exchange of India Limited. The Equity Shares are placed under Group B having a Scrip Code of 532439 on BSE Limited and Symbol OLECTRA on National Stock Exchange of India Limited. The ISIN of Equity Shares of Target Company is INE260D01016.

6. OTHER DETAILS

- 6.1. All the details of the Open Offer would be published shortly in newspapers in terms of regulations 13(4) and 14(3) of the SEBI (SAST) Regulations, 2011 vide a Detailed Public Statement on or before August 21, 2018.
- 6.2. The Acquirer and PAC accept full responsibility for the information contained in this PA and also undertake that they are aware of and will comply with their obligations under the SEBI (SAST) Regulations, 2011 and have adequate financial resources to meet the Offer obligations.
- 6.3. This Offer is not a competitive offer in terms of regulation 20 of the SEBI (SAST) Regulations, 2011.
- 6.4. The Open Offer is subject to the terms and conditions mentioned in this Public Announcement, and as will be set out in the Detailed Public Statement and the Letter of Offer that are proposed to be issued in accordance with the SEBI (SAST) Regulations, 2011.

Issued by the Manager to the Offer



YES Securities (India) Limited

IFC, Tower 1&2, Unit No. 602 A, 6th Floor
Senapati Bapat Marg, Elphinstone (West)
Mumbai 400 013
Maharashtra, India
Tel: +91 22 7100 9829
Fax: +91 22 2421 4508

Email: oglopenoffer@yesscuritiesltd.in
Contact Person: Mukesh Garg/Pratik Pednekar
SEBI Registration No.: INM000012227

For and on behalf of the Acquirer and the PAC

<p>Sd/- MEIL Holdings Limited</p>	<p>Sd/- Megha Engineering & Infrastructures Limited</p>
---	---

Place: Hyderabad
Date: August 10, 2018