

To
Listing Department
Metropolitan Stock Exchange of India Limited
Vibgyor Towers, 4th Floor, Plot No C 62 G – Block,
Opp. Trident Hotel, Bandrakurla Complex,
Bandra (E)
Mumbai – 400 098,
India.

Date: 09.04.2018

Sub: Intimation under Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir,

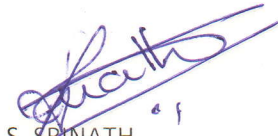
SUB: Quarterly / yearly Compliance Report on Corporate Governance-(Regulation 27 of SEBI (LODR) Regulations, 2015)

Reference: OEGIL

We are pleased to upload corporate governance details for the quarter / financial year ended 31.03.2018 as required by clause 27 of LODR.

Kindly confirm our compliance.

For **OPERATIONAL ENERGY GROUP INDIA LIMITED.**



S. SRINATH

(Company Secretary)

Registered Office :

A, 5th Floor, Gokul Arcade - East Wing,
No. 2 & 2A, Sardar Patel Road, Adyar, Chennai - 600 020.
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CIN : U40100TN1994FLC028309

CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 31ST MARCH 2018

Annexure – I

1. Name of Listed entity : OPERATIONAL ENERGY GROUP INDIA LIMITED
2. Quarter ending : 31ST MARCH 2018

I. Composition of Board of Director

Title (Mr./ Ms)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Date of Appointment in the current term/cessation		Tenure (in Year)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN		Appointment	Cessation				
MR.	S. RAMESH	AAEPR6181M	00052842	Executive Chairman & Managing Director	16-09-2016	15.09.2019	3	1	2	
MRS	USHA RAMESH	AAPJU8711H	00053451	Non-Executive Woman Director	22-09-2017		-	1		
MR	P. SWAMINATHAN	AMZPS7392G	02603984	Independent Director	16-09-2016	15-09-2021	5	1	1	
MR	B. VISWANATHAN	ACFPV2806G	00702802	Independent Director	16-09-2016	15-09-2021	5	1		2

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)
1. Audit Committee	Mr. B. Viswanathan	Independent/Chairman
	Mr. P. Swaminathan	Independent
	Mr. S. Ramesh	Executive Chairman & Managing Director/Chairman
2. Nomination & Remuneration Committee	Mr. B. Viswanathan	Independent/Chairman
	Mr. P. Swaminathan	Independent
	Mrs. Usha Ramesh	Non - Executive
3. Risk Management Committee (If applicable)	Mr. S. Ramesh	Executive Chairman & Managing Director/Chairman
	Mr. B. Viswanathan	Independent
	Mr. P. Swaminathan	Independent
	Mr. S.V. Natarajan	Chief Executive Officer
	Mr. V. Ramabhadran	Chief Financial Officer
4. Stakeholders Relationship Committee	Mr. B. Viswanathan	Independent/Chairman
	Mr. S. Ramesh	Executive Chairman & Managing Director
5. Vigil Mechanism Committee	Mr. P. Swaminathan	Independent/Chairman
	Mr. S. Ramesh	Executive Chairman & Managing Director
6. Corporate Social Responsibility Committee	Mr. S. Ramesh	Executive Chairman & Managing Director/Chairman
	Mrs. Usha Ramesh	Non – Executive

III. Meeting of Board of Directors			
Date(s) of Meeting (If any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)	
20-10-2017	05-02-2018	90 days	
07-11-2017			

IV. Meeting of Committees				
Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days	
AUDIT COMMITTEE				
05-02-2018	Quorum present. Total No. of Members: 3 Members attended: 3	20-10-2017	90 Days	
		07-11-2017		
STAKEHOLDERS RELATIONSHIP COMMITTEE				
05-02-2018	Quorum present. Total No. of Members: 2 Members attended: 2		-	
VIGIL MECHANISM COMMITTEE				
05-02-2018	Quorum present. Total No. of Members: 2 Members attended: 2		-	
CORPORATE SOCIAL RESPONSIBILITY COMMITTEE				
05-02-2018	Quorum present. Total No. of Members: 2 Members attended: 2		-	

V. Related Party Transactions		
Subject	Compliance status (Yes/No/NA) refer not below	
Whether prior approval of audit committee obtained	Yes	
Whether shareholder approval obtained for material RPT	NA	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Note.		
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the listed entity has no related party transactions, the words "N.A." may be indicated.		
2. If status is "No" details of non-compliance may be given here.		

VI. Affirmations	
1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 a) Audit Committee b) Nomination & remuneration committee c) Stakeholders relationship committee d) Risk management committee (applicable to the top 100 listed entities) 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. 4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligation and disclosure requirements) Regulations , 2015 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: The Report for the quarter ended December 31, 2017 was placed before the Board on 05.02.2018 and the same was noted.	 Name: S. Srinath Designation: Company Secretary

ANNEXURE – II: - Report on Corporate Governance for the Financial Year Ended 31st March 2018

1. Name of Listed Entity: **OPERATIONAL ENERGY GROUP INDIA LIMITED**

I. Disclosure on website in terms of Listing Regulations	
Item	Compliance Status(Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	Yes
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N.A.
New name and the old name of the listed entity	Yes

II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship committee	20(1) & (2)	Yes

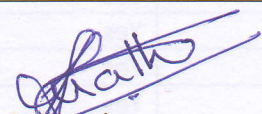
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2),(3)	N.A.
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of Independent Directors	25(3) & (4)	Yes
Familiarization of Independent Directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.



S. Srinath

Company Secretary & Compliance Officer