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: 10.07.2018

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

Dear Sir,

SUB: Corporate Governance-(Regulation 27 of SEBI (LODR) Regulations, 2015)

Reference: OEGIL

We are pleased to upload corporate governance details for the quarter ended 30.06.2018 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 30TH JUNE 2018

**Annexure – I**

1. Name of Listed entity : **OPERATIONAL ENERGY GROUP INDIA LIMITED**
2. Quarter ending : **30TH JUNE 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) |
|---|---|---|
| 05-02-2018 | 28-05-2018 | 112 days |

## 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** | | |
| 28-05-2018 | Quorum present.<br>Total No. of Members: 3<br>Members attended: 3 | 05-02-2018 | 112 Days |
| | **STAKEHOLDERS RELATIONSHIP COMMITTEE** | | |
| | Quorum present.<br>Total No. of Members: 2<br>Members attended: 2 | 05-02-2018 | - |
| | **VIGIL MECHANISM COMMITTEE** | | |
| | Quorum present.<br>Total No. of Members: 2<br>Members attended: 2 | 05-02-2018 | - |
| | **CORPORATE SOCIAL RESPONSIBILITY COMMITTEE** | | |
| | Quorum present.<br>Total No. of Members: 2<br>Members attended: 2 | 05-02-2018 | - |

## 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 March 31, 2018 was placed before the Board on 28.05.2018 and the same was noted.

**Name: S. Srinath**
**Designation: Company Secretary**