Corporate Governance.html

| General information about company | | | | | | | |
|--|--|--|--|--|--|--|--|
| Scrip code | 000000 | | | | | | |
| NSE Symbol | | | | | | | |
| MSEI Symbol | OEGIL | | | | | | |
| ISIN | INE239V01012 | | | | | | |
| Name of the entity | Operational Energy Group India Limited | | | | | | |
| Date of start of financial year | 01-04-2023 | | | | | | |
| Date of end of financial year | 31-03-2024 | | | | | | |
| Reporting Quarter | Half Yearly | | | | | | |
| Date of Report | 30-09-2023 | | | | | | |
| Risk management committee | Not Applicable | | | | | | |
| Market Capitalisation as per immediate previous Financial Year | Any other | | | | | | |

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

| ard of d | lirectors exp | lanatory | | | | | | | | | | | | | | |
|--|----------------------------|-------------------------------|---------------------|---|-----------------------------------|---------------------------------|--------------------------------|-------------------|--|---|-----------------------------------|----------------------------|-------------------|--|--|---|
| 7 has a I | Regular Cha | irperson | Yes | | | | | | | | | | | | | |
| irperson | related to F | romoter | Yes | Disqualific Companies | ation of Direct Act, 2013 | tors under sect | ion 164 of the | | | | | | | | | |
| tegory 1 lirectors | Category 2 of directors | Category 3 of directors | Date of Birth | Whether the director is disqualified? | Start Date of disqualification | End Date of disqualification | Details of disqualification | Current status | Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations] | Date of passing special resolution | Initial Date of appointment | Date of Re- appointment | Date of cessation | Tenure of director (in months) | No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations) | No (Indepen Directo in lis: entiti incluc this li: entiti (Ref Regula 17A(1 Listi Regula |
| ecutive ector | Chairperson | MD | 16- 03- 1954 | No | | | | Active | NA | | 16-09-2016 | 16-09-2022 | | | 1 | 0 |
| 1- cutive - 1 ependent ector | Not Applicable | | 16- 07- 1963 | No | | | | Active | NA | | 16-09-2016 | | | | 1 | 0 |
| 1- cutive - ependent ector | Not Applicable | | 26- 06- 1955 | No | | | | Active | NA | | 16-09-2016 | 16-09-2021 | | 84 | 1 | 1 |
| 1- :cutive - ependent ector | Not Applicable | | 30- 05- 1983 | No | | | | Active | NA | | 16-09-2022 | 16-09-2023 | | 12 | 1 | 1 |

| Au | udit Committee Details | | | | | | | | | | | |
|----|------------------------|------------------------------|---|----------------------------|------------------------|----------------------|---------|--|--|--|--|--|
| | | Whethe | Regular Chairperson | Yes | | | | | | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | | | |
| 1 | 06846188 | Ganesh Babu | Non-Executive - Independent Director | Chairperson | 01-10-2022 | | | | | | | |
| 2 | 02603984 | Panchapagesan Swaminathan | Non-Executive - Independent Director | Member | 16-09-2016 | | | | | | | |
| 3 | 00052842 | S. Ramesh | Executive Director | Member | 16-09-2016 | | | | | | | |

| No | mination and | l remuneration committ | ee | | | | |
|----|---------------|------------------------------|---|----------------------------|------------------------|----------------------|---------|
| | Whe | ther the Nomination and | egular Chairperson | Yes | | | |
| Sr | DIN Number | Name of Committee members | Category 1 of directors | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks |
| 1 | 06846188 | Ganesh Babu | Non-Executive - Independent Director | Chairperson | 01-10-2022 | | |
| 2 | 02603984 | Panchapagesan Swaminathan | Non-Executive - Independent Director | Member | 16-09-2016 | | |
| 3 | 00053451 | Usha Ramesh | Non-Executive - Non Independent Director | Member | 16-09-2016 | | |

| Sta | Stakeholders Relationship Committee | | | | | | | | | | | |
|-----|-------------------------------------|------------------------------|---|------------------------|----------------------|---------|--|--|--|--|--|--|
| | v | Whether the Stakeholders | Yes | | | | | | | | | |
| Sr | | | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | | | | |
| 1 | 02603984 | Panchapagesan Swaminathan | Non-Executive - Independent Director | Chairperson | 01-10-2022 | | | | | | | |
| 2 | 00052842 | S. Ramesh | Executive Director | Member | 16-09-2016 | | | | | | | |
| 3 | 00053451 | Usha Ramesh | Non-Executive - Non Independent Director | Member | 16-09-2016 | | | | | | | |

| Ris | sk Managemo | ent Committee | | | | | |
|-----|---|------------------------------|---|--|------------|----------------------|---------|
| | | Whether the Risk M | Yes | | | | |
| Sr | Sr DIN Name of Committee Mumber Committee | | Category 1 of directors | Category 2 of Date of directors Appointment | | Date of Cessation | Remarks |
| 1 | 00052842 | S. Ramesh | Executive Director | Chairperson | 16-09-2016 | | |
| 2 | 02603984 | Panchapagesan Swaminathan | Non-Executive - Independent Director | Member | 16-09-2016 | | |
| 3 | | S.V.Natrajan | Chief Financial Officer | Member | 01-10-2022 | | |

| Co | Corporate Social Responsibility Committee | | | | | | | | | | | |
|----|--|------------------------------|---|------------------------|----------------------|---------|--|--|--|--|--|--|
| | Wheth | er the Corporate Social Ro | Yes | | | | | | | | | |
| Sr | DIN Name of Committee members Category 1 of directors Category 2 directors | | Category 2 of directors | Date of Appointment | Date of Cessation | Remarks | | | | | | |
| 1 | 02603984 | Panchapagesan Swaminathan | Non-Executive - Independent Director | Chairperson | 01-04-2021 | | | | | | | |
| 2 | 00052842 | S. Ramesh | Executive Director | Member | 16-09-2016 | | | | | | | |
| 3 | 00053451 | Usha Ramesh | Non-Executive - Non Independent Director | Member | 16-09-2016 | | | | | | | |

| Ot | her Committe | ee | | | | |
|----|---------------|------------------------------|------------------------------|---|----------------------------|---------|
| Sr | DIN Number | Name of Committee members | Name of other committee | Category 1 of directors | Category 2 of directors | Remarks |
| 1 | 02603984 | Panchapagesan Swaminathan | Vigil Mechanism Committee | Non-Executive - Independent Director | Chairperson | |
| 2 | 00052842 | S. Ramesh | Vigil Mechanism Committee | Executive Director | Member | |
| 3 | 00052842 | S. Ramesh | Share Transfer Committee | Executive Director | Chairperson | |
| 4 | 00053451 | Usha Ramesh | Share Transfer Committee | Non-Executive - Non Independent Director | Member | |

| | | | | An | nexure 1 | | | |
|----|---|--|--|---------------------------------------|---|--|--|---|
| An | nexure 1 | | | | | | | |
| ш | . Meeting of B | oard of Direct | ors | | | | | |
| Di | sclosure of not of boar | es on meeting rd of directors explanatory | | | | | | |
| Sr | Date(s) of meeting (if any) in the previous quarter | Date(s) of meeting (if any) in the current quarter | Maximum gap between any two consecutive (in number of days) | Notes for not providing Date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors present* (All directors including Independent Director) | No. of Independent Directors attending the meeting* |
| 1 | 02-05-2023 | | | | Yes | 4 | 4 | 2 |
| 2 | 27-05-2023 | | 24 | | Yes | 4 | 4 | 2 |
| 3 | | 10-08-2023 | 74 | | Yes | 4 | 4 | 2 |

| | Annexure 1 | | | | | | | | | | | | | |
|-----|--|---|---|-------------------------------|---------------------------------------|--|--|--|--|--|--|--|--|--|
| IV. | IV. Meeting of Committees | | | | | | | | | | | | | |
| | | Disclos | sure of notes o | n meeting of | committee | s explanatory | | | | | | | | |
| Sr | Name of Committee | Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order) | Maximum gap between any two consecutive (in number of days) | Name of other committee | Reson for not providing date | Whether requirement of Quorum met (Yes/No) | Total Number of Directors as on date of the meeting | Number of Directors (All directors including Independent director) | No. of Independent Directors attending the meeting* | No. of members attending the meeting (other than Board of Directors) | | | | |
| 1 | Audit Committee | 02-05-2023 | | | | Yes | 3 | 3 | 2 | 0 | | | | |
| 2 | Audit Committee | 27-05-2023 | | | | Yes | 3 | 3 | 2 | 0 | | | | |
| 3 | Audit Committee | 10-08-2023 | | | | Yes | 3 | 3 | 2 | 0 | | | | |
| 4 | Nomination and remuneration committee | 27-05-2023 | | | | Yes | 3 | 3 | 2 | 0 | | | | |
| 5 | Nomination and remuneration committee | 10-08-2023 | | | | Yes | 3 | 3 | 2 | 0 | | | | |
| 6 | Corporate Social Responsibility Committee | 27-05-2023 | | | | Yes | 3 | 3 | 1 | 0 | | | | |

| | Annexure 1 | | | | | | | | | |
|---|--|----------------------------------|--|--|--|--|--|--|--|--|
| V. Related Party Transactions | | | | | | | | | | |
| Sr | Subject | Compliance status (Yes/No/NA) | If status is "No" details of non- compliance may be given here. | | | | | | | |
| 1 | Whether prior approval of audit committee obtained | Yes | | | | | | | | |
| 2 | Whether shareholder approval obtained for material RPT | NA | | | | | | | | |
| 3 | Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes | | | | | | | | |
| Disclosure of notes on related party transactions | | | | | | | | | | |

| | Annexure 1 | |
|----|---|-------------------------------|
| VI | Affirmations | |
| Sr | Subject | Compliance status (Yes/No) |
| 1 | The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 | Yes |
| 2 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee | Yes |
| 3 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee | Yes |
| 4 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee | Yes |
| 5 | The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 1000 listed entities) | NA |
| 6 | The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 7 | The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015. | Yes |
| 8 | This report and/or the report submitted in the previous quarter has been placed before Board of Directors. | Yes |

| Annexure 1 | | |
|------------|-------------------|----------------------|
| Sr | Subject | Compliance status |
| 1 | Name of signatory | Ramya Sachin Inamdar |
| 2 | Designation | Company Secretary |

| | Annexure III | | | | | | |
|----|--|--|----------------------------------|--|--|--|--|
| ш | III. Affirmations | | | | | | |
| Sr | Particulars | Regulation Number | Compliance status (Yes/No/NA) | If status is "No" details of non-compliance may be given here. | | | |
| 1 | Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website | 46(2) | Yes | | | | |
| 2 | Presence of Chairperson of Audit Committee at the Annual General Meeting | 18(1)(d) | Yes | | | | |
| 3 | Presence of Chairperson of the nomination and remuneration committee at the annual general meeting | 19(3) | Yes | | | | |
| 4 | Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting | 20(3) | Yes | | | | |
| 5 | Whether "Corporate Governance Report" disclosed in Annual Report | 34(3) read with para C of Schedule V | Yes | | | | |
| | Any other information to be pro | | | | | | |

| | Annexure III | | |
|---|-------------------|----------------------|--|
| 1 | Name of signatory | Ramya Sachin Inamdar | |
| 2 | Designation | Company Secretary | |

| Additional Half yearly Disclosure | | | |
|---|--|--|---|
| Applicability of disclosure | Applicable | | |
| Reason for Non Applicability | Textual Information(1) | | |
| I. Disclosure of Loans/ guarantees/comfort lette | ers /securities etc.refer note below | • | |
| (A)Any loan or any other form of debt advanced b | by the listed entity directly or indirectly to | | |
| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months | |
| Promoter or any other entity controlled by them | 0 | 0 | |
| Promoter Group or any other entity controlled by them | 0 | 0 | |
| Directors (including relatives) or any other entity controlled by them | 0 | 21160396 | |
| KMPs or any other entity controlled by them | 0 | 0 | |
| (B) Any guarantee / comfort letter (by <u>indirectly, in connection with any loan</u> Entity | | | Balance outstanding at the end of six months(taking into account any invocation) |
| Promoter or any other entity controlled by them | 0 | 0 | 0 |
| Promoter Group or any other entity controlled by them | 0 | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | 0 | 0 | 0 |
| KMPs or any other entity controlled by them | 0 | 0 | 0 |
| (C) Any security provided by the listed other form of debt availed by Entity | I entity directly or indirectly, in o | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
| Promoter or any other entity controlled by them | Nil | 0 | 0 |
| Promoter Group or any other entity controlled by them | Nil | 0 | 0 |
| Directors (including relatives) or any other entity controlled by them | Nil | 0 | 0 |
| KMPs or any other entity controlled by them | Nil | 0 | 0 |
| (D) Additional Information | Textual Information(2) | | |
| II. Affirmations | | | |
| Affirmations | | Compliance Status | Company Remarks |
| All loans (or other form of debt), guarantees, com securities in connection with any loan(s) (or other indirectly by the listed entity to promoter(s), prom relatives), key managerial personnel (including the them are in the economic interest of the company. | Yes | Textual Information(3) | |
| Name | S V Natarajan | | |
| Designation | CFO | | |
| Place | Chennai | | |
| | | | |

| Signatory Details | | |
|--|-------------------|--|
| Name of signatory Ramya Sachin Inamdar | | |
| Designation of person | Company Secretary | |
| Place | Chennai | |
| Date | 10-10-2023 | |

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