



OPERATIONAL ENERGY GROUP INDIA LIMITED

NOTICE is hereby given that Thirty First Annual General Meeting of Operational Energy Group India Limited will be held through Video Conferencing (VC) / Other Audio Visual Means (OAVM) and the deemed venue for the meeting will be at the Registered Office of the Company A, 5th Floor, Gokul Arcade – East Wing, No.2&2A, Sardar Patel Road, Adyar, Chennai - 600 020 on Thursday, 11th September, 2025, at 11.00 Am to transact the following businesses:

ORDINARY BUSINESS:

1. To receive consider and adopt:

a. To receive, consider, and adopt the Audited Standalone Financial Statement of the Company for the Financial year ended March 31, 2025, together with the Reports of the Board of Directors and the Auditors thereon.

b. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial year ended March 31, 2025, together with the Report of the Auditors thereon.

2. To appoint a director in place of Mrs. Usha Ramesh, who retires by rotation and being eligible, offers herself for re-appointment.

3. To appoint Statutory Auditors and fix their remuneration

To consider and if thought fit, to pass the following as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Krishnaa & Co , Chartered Accountants, Chennai (Firm Registration No.0001453S), be and are hereby appointed as the Statutory Auditors of the Company in place of M/s. Padmanabhan Ramani & Ramanujam, Chartered Accountants (Firm Registration No. 002510S), Chennai, whose term concludes at the ensuing Thirty First Annual General Meeting;

RESOLVED FURTHER THAT M/s. Krishnaa & Co, Chartered Accountants, shall hold office as the Statutory Auditors of the Company for a term of three consecutive financial years, commencing from the conclusion of the Thirty First Annual General Meeting till the conclusion of the Thirty fourth Annual General Meeting [FY2025-26 to 2027-28], on such remuneration plus applicable GST and reimbursement of out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the said Auditors.

RESOLVED FURTHER THAT the Board or the duly constituted Committee of the Board, be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

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CIN : L40100TN1994PLC028309



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SPECIAL BUSINESS:

4. Reappointment of Mr. S. Ramesh (DIN: 00052842) as Executive Chairman and Managing Director of the Company.

To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Schedule V to the said Act, the consent of the members of the Company be and is hereby accorded to reappoint Mr. S. Ramesh as the Executive Chairman and Managing Director of the Company for a period of three years commencing from September 16, 2025, to September 15, 2028, on the terms and conditions as set out in the explanatory statement annexed hereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. Approval of remuneration to Mr. S. Ramesh (DIN: 00052842) as Executive Chairman and Managing Director as prescribed under provisions of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modifications the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, consent of the members be and is hereby accorded for the revision in the remuneration of Mr. S. Ramesh (DIN: 00052842), Executive Chairman and Managing Director of the Company, for a period of three years from September 16, 2025 to September 15, 2028, on the terms and conditions as set out in the explanatory statement annexed to this notice, with liberty to the Board to vary or modify the same as may be mutually agreed with Mr. S. Ramesh, as prescribed under the Act and Schedule V thereto.”

RESOLVED FURTHER THAT pursuant to the provisions of Sections 197, 198 and other applicable provisions of the Companies Act, 2013, read with Schedule V thereto, and subject to the approval of members by way of a special resolution, Mr. S. Ramesh, Executive Chairman and Managing Director, be entitled to receive a performance-linked commission of 5% of the net profits of the Company (computed in accordance with Section 198 of the Act) for each financial year during his term from September 16, 2025 to September 15, 2028, in addition to his monthly remuneration and perquisites, with the total managerial remuneration including such commission being payable in accordance with Schedule V of the Companies Act, 2013.

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RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. S. Ramesh, the remuneration payable (including salary, perquisites, benefits, and other allowances) shall be treated as minimum remuneration, in accordance with Section II of Part II of Schedule V to the Companies Act, 2013, for a period not exceeding three (3) years or such other period as may be statutorily permitted.

RESOLVED FURTHER THAT in case of any amendment, relaxation, substitution, or modification to the applicable provisions of the Companies Act, 2013 or SEBI LODR Regulations or any rules made thereunder, the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorized to give effect to such changes and make such variations in the terms of appointment or remuneration of Mr. S. Ramesh as may be permitted in accordance with law.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters, and things, and to execute all such documents, applications, filings, and writings as may be necessary, desirable, or expedient to give effect to this resolution.”

6. Appointment of Mr. K. Krishnamoorthy, Practising Company Secretary (COP No. 2044), Chennai as Secretarial Auditor and fix their remuneration

To consider, and if thought fit, pass the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with circulars issued thereunder from time to time, and Section 204 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the members be and is hereby accorded for the appointment of Mr. K. Krishnamoorthy, Practising Company Secretary (COP No. 2044), Chennai, as the Secretarial Auditor of the Company for a period of five (5) consecutive years, commencing from April 1, 2025 and ending on March 31, 2030 (“the Term”), on such terms and conditions, including remuneration, as may be determined by the Board of Directors of the Company (hereinafter referred to as the “Board,” which expression shall include any Committee thereof and/or any person(s) authorized by the Board).

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters, and things as may be necessary, desirable or expedient to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

/By Order of the Board/

For Operational Energy Group India Limited

Place: Chennai

Date: 11.08.2025

S. Ramesh
Executive Chairman & Managing Director
DIN: 00052842

Registered Office:

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NOTES:

1. In view of the continuing relaxations granted by the Ministry of Corporate Affairs (“MCA”) vide its General Circular Nos. 14/2020, 17/2020, 18/2020, 20/2020, 02/2022, 03/2022, 10/2022, 09/2023, and 09/2024, and by the Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as “Applicable Circulars”), the 31st Annual General Meeting (“AGM”) of the Company is being held through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of Members at a common venue.
2. In compliance with the said circulars, physical attendance of Members at the AGM venue has been dispensed with and accordingly, the facility to appoint a proxy is not available. However, pursuant to Sections 112 and 113 of the Companies Act, 2013, representatives of corporate or institutional Members may attend the AGM through VC/OAVM and vote through e-voting.
3. The attendance of Members participating through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the special business to be transacted at the AGM, and details of the Directors seeking appointment/reappointment pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard-2 issued by the Institute of Company Secretaries of India, are annexed to the Notice.
5. Institutional / Corporate Shareholders (i.e., other than individuals, HUFs, NRIs, etc.) are requested to send a scanned copy (PDF/JPG format) of the Board Resolution/Authority Letter etc., authorizing their representative to attend the AGM through VC/OAVM and to vote through remote e-voting. The said Resolution/Authorization shall be emailed to the Company from their registered email address to cs@oegindia.com.
6. The Register of Members and Share Transfer Books of the Company will remain closed from **Thursday 04th September 2025 to Thursday 11th September 2025 (both days inclusive)** for the purpose of AGM and determining entitlement to final dividend, if declared.
7. The Company has fixed 04th September 2025 as the **Cut-off Date** for the purpose of e-voting. Members holding shares as on this date shall be entitled to vote electronically on the resolutions proposed at the AGM.
8. Members holding shares in physical mode who have not updated their email addresses are requested to register the same with the Company’s Registrar and Share Transfer Agent (RTA), [Cameo Corporate Services Limited] by visiting [<https://investors.cameoindia.com/>]. Members holding shares in demat mode should update their email IDs with their Depository Participants.
9. The Notice of AGM along with the Annual Report 2024–25 is being sent in electronic mode only to those Members whose email addresses are registered with the Company/Depositories. The Notice and Annual

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Report are also available on the Company's website [www.oegglobal.com], the websites of the Stock Exchange(s) [www.msei.in], and on CDSL's website: [www.evotingindia.com].

10. Members can join the AGM through VC/OAVM mode 15 minutes before and after the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice. The facility for joining shall be made available to at least 1000 Members on a first-come-first-served basis, excluding Promoters, Institutional Investors, Directors, KMPs, Auditors, and Chairpersons of Committees who are not subject to this restriction.
11. Remote e-voting facility shall be provided in compliance with Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, and Regulation 44 of the Listing Regulations. The Company has engaged Central Depository Services (India) Limited (CDSL) as the authorized agency for providing remote e-voting and e-voting during the AGM.
12. The remote e-voting period shall commence on **Monday 8th September 2025, 9.00 A.M [IST]** and end on Wednesday, **10th September 2025, 5.00 P.M [IST]**. During this period, Members holding shares either in physical or dematerialized form as on the "cut-off date" i.e., **Thursday 04th September 2025**, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
13. Members who have cast their vote through remote e-voting may attend the AGM but shall not be entitled to vote again during the meeting.
14. Only those Members who are present in the AGM through VC/OAVM and have not cast their vote on the resolutions through remote e-voting, and who are not otherwise barred from doing so, shall be eligible to vote during the AGM.
15. Since the AGM will be held through VC/OAVM, the Route Map is not annexed to the Notice.
16. The Company has appointed **Mr. Balaji Krishnamoorthy**, Practicing Chartered Accountant, as Scrutinizer to scrutinize the remote e-voting and the voting process at the AGM in a fair and transparent manner.

/By Order of the Board/

For Operational Energy Group India Limited

Place: Chennai
Date: 11.08.2025

S. Ramesh
Executive Chairman & Managing Director
DIN: 00052842

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Explanatory Statement under Section 102 of the Companies Act, 2013

Item No. 2:

Re-appointment of Mrs. Usha Ramesh, Director who retires by rotation and being eligible, offers herself for re-appointment.

Based on the terms of appointment, the non-executive and Non-Independent Directors, except the Managing Director, of the Company are subject to retirement by rotation at every AGM. Accordingly, Mrs. Usha Ramesh Non-Independent, non-Executive Women directors is liable to retire by rotation at the ensuing AGM.

Mrs. Usha Ramesh, being eligible, has offered her candidature for re-appointment. The Nomination and Remuneration Committee and the Board recommends her re-appointment based on the outcome of performance evaluation.

A Statement containing detailed information with respect to the proposed appointment is annexed herewith as **Annexure 1**.

Except Mrs. Usha Ramesh, being an appointee and her husband Mr. S. Ramesh, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise.

The Board recommends the resolution as set out in Item no.2 of the accompanying notice for approval of members.

Item No. 3:

To appoint Statutory Auditors and fix their remuneration:

The Members of the Company, at the 29th Annual General Meeting held on September 14, 2023, had approved the re-appointment of M/s. Padmanabhan Ramani & Ramanujam, Chartered Accountants (Firm Registration No. 002510S), as the Statutory Auditors of the Company for a term of two consecutive years covering the financial years 2023–24 and 2024–25, to hold office until the conclusion of the 31st AGM.

Accordingly, their tenure as Statutory Auditors will conclude at the ensuing 31st AGM, upon completion of their second term in accordance with the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014.

The Board of Directors, at its meeting held on 11th August 2025, based on the recommendation of the Audit Committee, has proposed the appointment of **M/s. Krishaan & Co, Chartered Accountants (Firm Registration No. 0001453S)**, as the Statutory Auditors of the Company, for a period of Three consecutive years from the conclusion of the 31st AGM until the conclusion of the 34th AGM [FY 2025-26 to 2027-28].

The remuneration payable to the Statutory Auditors shall be determined by mutual agreement between the Auditors and the Board of Directors, based on the scope of audit, industry standards, and other relevant considerations.

M/s. Krishaan & Co is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India (ICAI). Established in 1986 by (Late) Mr. V. Krishnan, the firm has its principal office at Flat No. 10, C-

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Wing, VI Floor, Parsn Manere, 442(602), Anna Salai, Chennai – 600006 and operates from three other offices in India and one overseas location. The firm primarily provides audit, and assurance services and has experience in handling statutory audits of listed and unlisted companies across various sectors.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. Krishaan & Co and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Krishaan & Co, has confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this Resolution.

The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.

Item No. 4&5:

Re-appointment and Remuneration of Mr. S. Ramesh (DIN: 00052842) as Executive Chairman & Managing Director of the Company

The Members of the Company had, at the Annual General Meeting held on 13th September, 2022, approved the reappointment of Mr. S. Ramesh (DIN: 00052842) as the Executive Chairman and Managing Director of the Company by way of a Special Resolution for a term of three years commencing from 16th September, 2022 to 15th September, 2025, along with remuneration components comprising salary, perquisites, and commission linked to net profits. Accordingly, his term as the Executive Chairman and Managing Director would conclude on 15th September 2025.

Mr. S. Ramesh has attained the age of 70 years, and in terms of Section 196(3) read with Schedule V of the Companies Act, 2013, the Company seeks shareholder approval by way of a Special Resolution to reappoint and continue his appointment as the Managing Director, with appropriate disclosures provided in the explanatory statement.

Further, Mr. S. Ramesh has been leading the Company since its inception. Under his leadership, the Company has seen sustained operational and financial growth. His leadership has played a key role in driving the Company's growth and operational expansion across India and overseas.

The Company wishes to retain his services, in light of his vast knowledge and experience, which has helped and guided the Company in the expansion of its operations and in reaching new milestones. His extensive experience, expertise and valuable insights have been instrumental in driving the Company's efforts towards transformation and growth. It becomes imperative to prioritize the continuity and stability of our current leadership. In recognition of his contributions and in the best interests of the Company, it is proposed to retain him in his current role as the Executive Chairman and Managing Director. Based on the recommendation of Nomination & Remuneration Committee and the Board of Directors at their meeting held on 11th August 2025 have recommended the appointment of Mr. S Ramesh as the Executive Chairman and Managing Director for a further period of 3 years from 16.09.2025 to 15.09.2028.

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The remuneration as approved previously which included payment of three components, i.e., (i) Monthly salary (ii) perquisites and (iii) commission based on percentage of net profits. Commission is paid as Performance linked incentive on net profits of the Company determined in accordance with the relevant provisions of the Companies Act, 2013 at a rate to be determined by the Board of Directors from time to time, for the relevant period.

Based on the recommendation of the Nomination and Remuneration Committee and approval of the Board, it is proposed to continue the existing monthly remuneration of ₹7,00,000 per month grossing to 84,00,000 per annum, along with performance-linked commission of 5% of the net profits of the Company, computed in accordance with Section 198 of the Companies Act, 2013, in addition to his monthly remuneration and perquisites, notwithstanding the limits prescribed under Section 197(1), and subject to the approval of members by way of a special resolution under Schedule V of the said Act.

Additionally, as previously approved by the members, in case the Company has no profits or its profits are inadequate the Company may pay Mr. S. Ramesh remuneration by way of salary, allowances, perquisites not exceeding the maximum limits laid down in Section II of Part II of Schedule V of the Companies Act, 2013. This remains the same for the current reappointment and remuneration.

For details pertaining to brief resume of Mr. S. Ramesh and the relevant details and disclosures, as stipulated under the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, please refer to Additional Information provided in **Annexure I** of this Notice.

The particulars set out in the explanatory statement can also be treated as Memorandum required to be circulated to every member under Section 190 of the Companies Act, 2013.

The Company confirms that: - Mr. Ramesh satisfies all conditions set out in Part I of Schedule V and also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for his re-appointment. He is neither disqualified from being appointed as Director in terms of Section 164 of the Act nor debarred from holding the office of a Director by virtue of any order of SEBI or any other such Authority.; - The Company has not committed any default in repayment of its debts or interest thereon under Section 197(15).

In accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013, members' approval by way of Special Resolution is sought for the payment of remuneration in excess of the limits prescribed under the said Section read with the said schedule, in case of inadequate profits in any financial year during this term of 3 years.

Disclosure as required under Section II of Part II of Schedule V to the Companies Act, 2013 and the corresponding rules is given hereunder and the information not mentioned herein is provided under **Annexure II**.

Information about the Appointee

Background details:

Mr. S. Ramesh holds a master's in business administration degree from the prestigious institute "Indian Institute of Management (IIM) Ahmedabad. He is also an associate member of the Indian Institute of the Company Secretaries of India.

Mr. S. Ramesh has been an accomplished professional and has demonstrated his expertise across industries and service sectors. He began his professional journey with a major Indian automobile company before

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moving to Southeast Asia, where he spent over 14 years in leadership roles overseeing project management, fund management, and corporate planning.

His vision and passion for infrastructure and energy led him to establish **Operational Energy Group (OEG)** in 2002 — a company dedicated to providing Operations and Maintenance (O&M) services to power plants. His strategic foresight and execution capabilities have been instrumental in positioning the group as a trusted name in the power O&M space.

Mr. S Ramesh brings with him over four decades of rich, cross-sectoral experience, combining strong technical knowledge with a business acumen that has helped drive sustainable growth and innovation within the Company.

Past remuneration:

The remuneration for the period September 16th, 2022, to 15th September 2025 in his capacity as Executive Chairman and Managing Director:

1. Salary: ₹7,00,000 per month (₹84.00 Lakhs per annum).
2. Perquisites: As per the policy of the Company, including but not limited to residential accommodation or HRA, medical reimbursement for him and his family, personal accident insurance, club subscriptions, leave travel assistance, company-maintained vehicle, telephone and internet facilities, contributions to retirement funds, and other benefits. The value of such perquisites shall not exceed an amount equal to the annual basic salary, except those excluded under the Income-tax Rules, 1962.
3. Performance based incentive as Commission: 5% on the net profits of the Company, in addition to the monthly remuneration, subject to an overall cap of 11% of net profits encompassing salary, perquisites, and commission, as prescribed under Section 197(1) of the Companies Act, 2013.

Job profile and his suitability

Mr. S. Ramesh is entrusted with the overall leadership, strategic direction, and day-to-day operations of the Company. His responsibilities include driving business expansion, overseeing the execution of projects across domestic and international geographies, and steering the Company's foray into emerging sectors such as renewable energy, UAV systems development, and infrastructure analytics.

He brings with him a proven track record of over four decades in the operations and maintenance of power plants and infrastructure management. His domain expertise, combined with his hands-on leadership style and ability to adapt to evolving industry dynamics, makes him uniquely suited to lead the Company through its next phase of growth. Mr. S Ramesh continues to play a central role in mentoring key managerial personnel, fostering client relationships, and ensuring the Company remains competitive in a highly technical and cost-sensitive industry.

His performance is evaluated not just on financial outcomes, but also on parameters such as strategic expansion, operational excellence, risk mitigation, and innovation-led transformation — all of which he continues to deliver consistently.

His deep industry knowledge, leadership experience, and long-standing commitment make him highly suited to continue in the role. The Board strongly believes that his continued presence will benefit the Company as it moves into its next phase of growth. The Nomination and Remuneration Committee along with the Audit Committee and the Board of Directors approval have also approved the remuneration as proposed in line with Section 197 read with Schedule V of the Companies Act, 2013.

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Key Terms of Appointment and Remuneration

1. Tenure: September 16, 2025, to September 15, 2028

2. Remuneration Structure:

- Basic Salary: ₹7,00,000 per month, with such annual increments as may be approved by the Audit Committee/Board effective from April 1 each year, beginning from FY 2026–27.

- Perquisites and Allowances:

As per the policy of the Company, including but not limited to residential accommodation or HRA, medical reimbursement for him and his family, personal accident insurance, club subscriptions, leave travel assistance, company-maintained vehicle, telephone and internet facilities, contributions to retirement funds, and other benefits. The value of such perquisites shall not exceed an amount equal to the annual basic salary, except those excluded under the Income-tax Rules, 1962.

- Commission / Performance Incentive: 5% of the net profits of the Company, as determined under Section 198 of the Companies Act, 2013, payable annually in addition to the fixed remuneration, and subject to compliance with the applicable provisions of Schedule V to the said Act.

3. Other Terms:

- Mr. Ramesh will not be entitled to any sitting fees for attending meetings of the Board or its Committees.
- The Board (or its committees) is authorised to revise the remuneration from time to time, subject to applicable provisions and limits under the Act.

4. Minimum Remuneration: In the event of no profits or inadequacy of profits in any financial year, as contemplated under Section 197 and all other applicable provisions read with Schedule V of the Act, during the currency of tenure of service of the Managing Director, the remuneration as detailed above or such other remuneration as may be mutually agreed in the manner set out above, shall be paid as minimum remuneration for a period not exceeding three (3) years from September 16, 2025, or such other period as may be statutorily permitted.

In the event of any further relaxation by the Central Government in the guidelines or ceilings on managerial remuneration, the Board of Directors will be authorized to revise the remuneration and / or perquisites to Mr. S. Ramesh, Managing Director, if they, in their absolute discretion think fit, within such guidelines or ceilings and in accordance with the provisions of the Companies Act, 2013.

5. Notice of Termination The appointment can be terminated by Mr. S. Ramesh or the Company, by one party giving to the other six calendar months' notice in writing or by payment of a sum equivalent to remuneration for the notice period or part thereof in case of shorter notice or on such other terms as may be mutually agreed and as amended or updated from time to time.

The Board is of the view that Mr. S Ramesh's knowledge and experience will be of immense benefit and value to the Company. Mr. S. Ramesh possesses the core skills/expertise/ competencies identified in the Company's business and sectors for it to function effectively.

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The Articles of Association of the Company are available for inspection by the Members in electronic form as per the instructions provided in the Notice.

Except Mr. S. Ramesh, being an appointee and his wife Mrs. Usha Ramesh, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4&5.

The Board recommends the resolutions set out at Item Nos. 4 and 5 of the accompanying Notice for the approval of the members, to be passed as Special Resolutions.

Item No. 6:

Appointment of Mr. K. Krishnamoorthy, Practising Company Secretary, as Secretarial Auditor and fix his remuneration

Pursuant to the provisions of Regulation 24A of the Listing Regulations, as amended, every listed entity is required to appoint a peer-reviewed Practising Company Secretary or a firm of Company Secretaries as Secretarial Auditor for a term of five years with the approval of shareholders at the Annual General Meeting. Accordingly, at its meeting held on 11th August 2025, the Board of Directors, after considering the expertise and experience of Mr. K. Krishnamoorthy, Practising Company Secretary (COP No. 2044), has proposed his appointment as the Secretarial Auditor of the Company.

The proposed appointment is for a term of five consecutive years, commencing from the conclusion of the 31st Annual General Meeting until the conclusion of the 36th Annual General Meeting [FY 2025-26 to 2029-30], subject to shareholders' approval.

Brief Profile of the Secretarial Auditor

Mr. K. Krishnamoorthy is an experienced professional, having decades of expertise in the field of corporate legal and secretarial compliance. His experience spans several decades in corporate governance, legal advisory, and secretarial practice. He offers a broad range of services, including:

- (i) Compliance Audit and Assurance Services
- (ii) Advisory and Representation Services before regulatory authorities

Mr. K. Krishnamoorthy has considerable experience in handling Secretarial Audits of listed companies and regularly caters to various listed and public companies across sectors.

Mr. K. Krishnamoorthy, Practising Company Secretary, has been peer reviewed by the Peer Review Board of the Institute of Company Secretaries of India (ICSI) in accordance with the prescribed standards of the Institute, and holds a valid Peer Review Certificate.

Proposed Remuneration

The remuneration payable to Mr. K. Krishnamoorthy, Practising Company Secretary, for carrying out the Secretarial Audit of the Company shall be determined by mutual agreement between him and the Board of Directors. The term of appointment of the Secretarial Auditor is for a period of five (5) years.

Pursuant to Section 204 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received consent from Mr. K. Krishnamoorthy, confirming that he satisfies the criteria provided under

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Regulation 24A of the Listing Regulations and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. K. Krishnamoorthy has confirmed that he holds a valid certificate issued by the Peer Review Board of ICSI.

Accordingly, consent of the members is being sought by way of an Ordinary Resolution as set out at Item no. 6 of the Notice for appointment of the Secretarial Auditor.

None of the Directors, Promoters and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in this resolution.

The Board recommends the Ordinary Resolution for approval of the members.

/By Order of the Board/

For Operational Energy Group India Limited

Place: Chennai

Date: 11.08.2025

S. Ramesh

Executive Chairman & Managing Director

DIN: 00052842

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Annexure -I

Information [pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings issued by the Institute of Company Secretary of India] with respect to proposed re-appointment of Mrs. Usha Ramesh and Mr. S Ramesh:

Name	Mrs. Usha Ramesh	Mr. S. Ramesh
Date of Birth	16-07-1963	16-03-1954
Age	62 years	71 years
DIN	00053451	00052842
Nationality	Indian	Indian
Date of appointment on Board	16-09-2016	16-09-2016
Qualification	B. Com	MBA, ACS
Expertise in area	Business & marketing	Business & Finance
Experience	40 years	50 years
No. of shares held in the Company	9,25,200	50,81,800
No of meetings of the board attended during the year 2024-25	No. of board meetings held - 06 Attended - 06	No. of board meetings held - 06 Attended - 06
Directorship held in other companies	1. OEG O&M Services Private Limited (Formerly Pacific Technical Service India Private Limited) 2. Pacific Supplies Private Limited 3. Sujay Foundations Private Limited 4. OEG Solar Energy Private Limited 5. Yashas English School Foundation 6. South Ganga Waters Technologies Private Limited 7. OEG Green Energy Private Limited (Formerly Pacific Imperial Thermal Private Limited) 8. OEG Defence and Aerospace Private Limited 9. Tecksk Projects Private Limited 10. OEG Agrofarms Private Limited 11. Rockfort Engineering Industries Private Limited	1. OEG O&M Services Private Limited (Formerly Pacific Technical Service India Private Limited) 2. Sujay Foundations Private Limited 3. Yashas English School Foundation 4. OEG Green Energy Private Limited (Formerly Pacific Imperial Thermal Private Limited) 5. Zuppa Oeg Gen5 Technology Private Limited 6. Clinician Care Hospital Private Limited 7. Clinician India Private Limited 8. OEG Defence and Aerospace Private Limited 9. Tecksk Projects Private Limited 10. Clinician Care Medical and Rehab Centre Private Limited 11. OEG Agrofarms Private Limited 12. Kanya OEG Housing Private Limited 13. OEG Elite Housing Private Limited

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		14. Rockfort Engineering Industries Private Limited
Membership/ Chairmanship of committees of other companies	Nil	Nil
Relationship with other Directors	Wife of Mr. S. Ramesh, Managing Director	Husband of Mrs. Usha Ramesh
Terms and Conditions for reappointment	Non-Executive, Non-Independent Director, liable to retire by rotation	Executive Director, not liable to retire by rotation
Remuneration	Other than sitting fee for attending Board meetings there is no other remuneration.	Remuneration to be paid
		Rs. 84,00,000/- per annum + perquisites + 5% Commission on Net Profits
		Remuneration last drawn
		Rs. 84,00,000/- per annum + perquisites + 5% Commission on Net Profits

Annexure -II

Statement containing additional information as required under Schedule V to the Companies Act, 2013 (as amended)

Sr. No	Particulars	
I.	General information:	
1.	Nature of industry:	Operational Energy Group India Limited is a leading provider of Operations and Maintenance (O&M) services for power plants, with a strong focus on the Independent Power Producer (IPP) and Small/Captive Power Producer (SPP/CPP) segments, both in India and abroad. The Company manages O&M for several power plants and is supported by a team of highly experienced and qualified professionals.
2.	Date or expected date of commencement:	Incorporated on 09 th August 1994 the company started its commercial operations in the field of Operations and Maintenance of Power Plant Services in the Year 2002
3.	In case of new companies, the expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:	Not Applicable

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4.	Financial performance based on given indicators						₹ In Lakhs
		Standalone			Consolidated		
	Particulars	2025	2024	2023	2025	2024	2023
	Revenue from Operations	28,435.30	28,648.82	25,185.90	39,617.17	31,479.05	26,345.13
	Profit / (Loss) before tax	1,691.51	1,510.52	1,376.23	2,507.26	2,037.09	1253.42
	Tax expenses	342.51	305.64	319.01	469.34	375.20	395.50
	Net Profit / (Loss)(Including other comprehensive Income)	1,252.71	1,366.52	1,307.95	2,056.59	1,812.93	1070.94
	Earnings per Equity Share (Face Value) 10/- each)	9.61	10.48	10.03	15.77	13.90	8.21
5.	<p>Foreign investments or collaborations, if any.</p> <p>The Company has made foreign investments through its subsidiaries. It holds an 88% equity stake in a direct subsidiary incorporated in Bangladesh in the name of OEG Bangladesh Private Limited. It also has a step-down subsidiary incorporated in Dubai, which is the 100% subsidiary of OEG O&M Services Private Limited (Formerly Pacific Technical Services India Private Limited) in the name of Operational Energy Generation FZCO. The Company holds 98% stake in the Company OEG O&M Services Private Limited (Formerly Pacific Technical Services India Private Limited).</p>						

II	information about the appointee:
1	Background details: Please refer to the Explanatory Statement above.
2	Past remuneration Details in the Annexure I and in the Explanatory Statement
3	Recognition or awards Please refer to the Explanatory Statement above.
4	Job profile and his suitability Please refer to the Explanatory Statement above.
5	Remuneration proposed Please refer to the Explanatory Statement above.
6	<p>Comparative Remuneration Profile with respect to Industry, Size of the Company, and Profile of the Position and Person:</p> <p>There are only a limited number of companies, apart from ours, that are exclusively engaged in Operations and Maintenance (O&M) services for power plants. The Company is also actively expanding its footprint into the renewable energy sector, venturing into Unmanned Aerial Vehicle</p>

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	<p>(UAV) systems development for industrial and infrastructure applications, as well as exploring opportunities in the real estate domain and overseas markets.</p> <p>Given the multifaceted and evolving nature of our business, which demands a complex mix of skills including project development, strategic management, and portfolio optimization, the proposed remuneration is considered moderate when compared to similar leadership roles in the industry.</p> <p>The Nomination and Remuneration Committee, comprising three Non-Executive Directors, has reviewed and approved the proposed remuneration after detailed deliberations.</p> <p>The proposed remuneration of the Managing Director aligns with prevailing industry standards for companies operating in engineering and O&M services within the infrastructure and power sector. Companies of comparable scale and turnover with the similar promoter-led structures generally offer annual managerial remuneration packages in the range of ₹1.2 crore to ₹2.5 crore for key executive roles at the MD/CEO level.</p> <p>Mr. S. Ramesh, a first-generation promoter, has played a pivotal role in conceptualizing, building, and scaling the Company since inception. Under his leadership, the Company has witnessed significant growth in client base, revenue, and geographical presence. With over 40 years of sectoral experience, deep domain expertise, and unwavering commitment, his continued involvement is critical to the Company's sustained growth trajectory. The proposed remuneration is therefore commensurate with the strategic responsibilities he undertakes and the long-term value he contributes to the organization.</p>
7	<p>Pecuniary relationship directly or indirectly with the company, or relation with the managerial personnel, if any.</p> <p>The Managing Director, being a promoter and shareholder of the Company, may be deemed to have a pecuniary relationship with the Company to the extent of his shareholding and the remuneration proposed to be paid to him.</p> <p>Further, his spouse, Mrs. Usha Ramesh, is a Non-Executive Director on the Board of the Company. Except for this relationship and the remuneration proposed, the Managing Director does not have any other pecuniary relationship, directly or indirectly, with the Company or with any other managerial personnel.</p>

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III	Other information:
1.	Reasons for loss or inadequate profits Not applicable, as the Company has reported a Total Income including comprehensive income after tax of ₹ 1,252.71 lakhs on the Standalone basis and ₹ 2,056.59 on the Consolidated front for the financial year ended 31 March 2025.
2.	Steps taken or proposed to be taken for improvement Not Applicable
3.	Expected increase in productivity and profits in measurable terms The Company is seeking approval in terms of Part II of Schedule V as a matter of abundant caution so that the remuneration as per the details provided in the Explanatory statement can be paid to the Managing Director and Whole-time Director as minimum remuneration.
IV.	Disclosures: Please refer to the Explanatory Statement above, given pursuant to the provisions of Section 102 of the Companies Act, 2013 (as amended) for the details of proposed remuneration.

/By Order of the Board/

For Operational Energy Group India Limited

Place: Chennai

Date: 11.08.2025

S. Ramesh
Executive Chairman & Managing Director
DIN: 00052842

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THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on Monday 8th September 2025, 9.00 A.M [IST], and ends on Wednesday 10th September 2025, 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 Thursday 4th September 2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">2) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab.3) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.4) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option.5) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none">1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

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__Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
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. <ul style="list-style-type: none"> 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.

If you are a first-time user follow the steps given below:

- (vi) After entering these details appropriately, click on “SUBMIT” tab.

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- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.

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- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@oegindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 1. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
2. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
3. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **three days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **three days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
4. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
5. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.

Registered Office:

A 5th Floor, Gokul Arcade - East Wing
No.2&2a, Sardar Patel Road, Adyar, Chennai – 600020
Tel. : 044 – 4394 9300 (50 Lines)
Fax : +91 – 44- 24224156
Web : www.oegindia.com|www.oegglobel.com
CIN : L40100TN1994PLC028309



OPERATIONAL ENERGY GROUP INDIA LIMITED

If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective **Depository Participant (DP)**
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective **Depository Participant (DP)** which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 21 09911.

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