NOTICE is hereby given that Thirty Second 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, 10th September 2026, at 09.00 am to transact the following businesses:

ORDINARY BUSINESS:

1. **To consider and if thought fit, to pass the following items as Ordinary Resolution**:
   a. To receive, consider, and adopt the Audited Standalone Financial Statement of the Company for the Financial year ended March 31, 2026, 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, 2026, together with the Report of the Auditors thereon.

2. **To appoint a director in place of Mrs. Usha Ramesh (DIN: 00053451), who retires by rotation and being eligible, offers herself for re-appointment and in this regard, to consider and if thought fit, to pass this item as Ordinary Resolution.**

SPECIAL BUSINESS:

3. **To appoint Mr. Chittoor Ghatambu Sethuram (DIN: 01081951) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149,150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Rules made thereunder, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), including Regulation 17(1A), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the consent of the members is be and hereby accorded that Mr. Chittoor Ghatambu Sethuram (DIN: 01081951), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years from 16.09.2026 to 15.09.2031(both days inclusive)".

4. **To appoint Mr. Ravi Muthuswamy (DIN: 01431357) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act,2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s)thereof, for the time being in force), the consent of the members is be and hereby accorded that Mr. Ravi Muthuswamy (DIN: 01431357), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the office of Director, be appointed as an Independent Director of the Company, not liable

to retire by rotation and to hold office for 5 (five) consecutive years from 16.09.2026 to 15.09.2031 (both days inclusive)".

5. To approve Payment of Remuneration to Mr. Sudarshan Ramesh, a Related Party, holding an Office or Place of Profit pursuant to Section 188 of the Companies Act, 2013

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

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and such other applicable laws, rules, regulations and statutory modifications or re-enactments thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for the continuation of the appointment of Mr. Sudarshan Ramesh, being the son of Mr. S. Ramesh Executive Chairman and Managing Director of the Company, holding an office or place of profit, and for payment of remuneration not exceeding ₹ 12,50,000 (Rupees Twelve Lakhs Fifty Thousand only) per month or its equivalent in any other currency, together with such allowances, perquisites, incentives and other employment benefits as may be approved by the Board of Directors (including any Committee thereof) from time to time, within the aforesaid overall limit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to revise the remuneration, allowances, incentives and other employment benefits of Mr. Sudarshan Ramesh from time to time, subject to the overall ceiling approved herein and in accordance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution."

6. To approve Payment of Remuneration to Mr. Vijay Ramesh, a Related Party, holding an Office or Place of Profit pursuant to Section 188 of the Companies Act, 2013

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

"RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company's Policy on Related Party Transactions and such other applicable laws, rules, regulations and statutory modifications or re-enactments thereof for the time being in force, and pursuant to the recommendation of the Audit Committee and approval of the Board of Directors, the consent of the Members be and is hereby accorded for the continuation of the appointment of Mr. Vijay Ramesh, being the son of Mr. S. Ramesh Executive Chairman and Managing Director of the Company, holding an office or place of profit, and for payment of remuneration not exceeding ₹ 5,00,000 per month (Rupees Five Lakhs Only) or its equivalent in any other currency, together with such allowances, perquisites, incentives and other employment benefits as may be approved by the Board of Directors (including any Committee thereof) from time to time, within the aforesaid overall limit.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to revise the remuneration, allowances, incentives and other employment benefits of

Mr. Vijay Ramesh from time to time, subject to the overall ceiling approved herein and in accordance with the applicable provisions of the Companies Act, 2013, the Rules made thereunder and other applicable laws.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, desirable or expedient to give effect to this Resolution."

/By Order of the Board/

For Operational Energy Group India Limited

Place: Chennai
Date:10.08.2026

S. Ramesh
Executive Chairman & Managing Director
DIN: 00052842

NOTES:

1. In view of the continuing relaxations granted by the Ministry of Corporate Affairs ("MCA") vide General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 18/2020 dated April 21, 2020, 20/2020 dated May 5, 2020, 02/2022 dated May 5, 2022, 03/2022 dated May 5, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, 09/2024 dated September 19, 2024 and 03/2025 dated September 22, 2025, read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 (collectively referred to as the "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 the Members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Applicable Circulars.

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 03rd September 2026 to Wednesday, 9th September 2026 (both days inclusive)** for the purpose of AGM and determining entitlement to final dividend, if declared.

7. The Company has fixed 03rd September 2026 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 2025–26 is being sent in electronic mode only to those Members whose email addresses are registered with the Company/Depositories. The Notice and Annual 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 7th September 2026, 9.00 A.M [IST] and end on Wednesday, 09th September 2026, 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 03rd September 2026, 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: 10.08.2026

S. Ramesh
Executive Chairman & Managing Director
DIN: 00052842

Explanatory Statement under Section 102 of the Companies Act, 2013

ANNEXURE TO THE NOTICE
Statement under Section 102 of the Companies Act, 2013

Item No. 2:
Re-appointment of Mrs. Usha Ramesh (DIN: 00053451), 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 2.**

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 Mr. Chittoor Ghatambu Sethuram (DIN: 01081951) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th August 2026 approved the appointment of Mr. Chittoor Ghatambu Sethuram (DIN: 01081951) as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 16th September 2026 up to 15th September 2031 (both days inclusive), subject to the approval of the Members.

Mr. Chittoor Ghatambu Sethuram (DIN: 01081951), holds a Bachelor of Technology (Chemical Engineering) and a Post Graduate qualification in Management from the Indian Institute of Management, Ahmedabad (IIMA). He is an accomplished business leader with over four decades of extensive experience in business leadership, strategic management, technology, manufacturing, investment evaluation and corporate governance across diverse industrial sectors.

During his distinguished professional career, he has held several leadership positions in reputed organisations. He served as Group Chief Executive Officer of Thirumalai Chemicals Limited, Independent Director – Emerging Business at Archean Group, Chief Executive Officer – IP2 at Pidilite Industries Limited, Executive Director of Sanmar Speciality Chemicals Limited, General Manager – Operations at Peroxides India Limited, and Regional Manager – Plastic Products Division at Polyolefins Industries Limited (Hoechst), where he was responsible for business operations across multiple regions in India.

Mr. C. G. Sethuram possesses extensive domain expertise across chemicals, petrochemicals, polymers, speciality chemicals, advanced performance materials, pharmaceuticals, agrochemicals, renewable energy, biotechnology, semiconductors, battery materials, artificial intelligence, robotics and automation. His

multidisciplinary knowledge and experience enable him to provide strategic direction in evaluating emerging technologies, industrial growth opportunities and sustainable business models.

Over the years, he has played a pivotal role in business strategy formulation and execution, technology management, operational excellence, investment appraisal, mergers and acquisitions, market assessment, new product development, research and development, sustainability initiatives, environmental, social and governance (ESG) practices, process safety management and policy advocacy. He has also advised and mentored corporates, start-ups, venture capital and private equity firms, investment bankers, consulting organisations, research institutions and technology enterprises in India and overseas.

The Board believes that Mr. C. G. Sethuram's rich industry experience, strategic acumen, expertise in business transformation, governance, sustainability, technology and emerging sectors will greatly benefit the Company and enhance the effectiveness of the Board in discharging its responsibilities.

The Company has received from Mr. C. G. Sethuram:

- his consent to act as a Director in Form DIR-2;
- intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties with objective independent judgment;
- confirmation that his name is included in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs; and
- confirmation that he is not debarred from holding the office of Director by virtue of any order of the Securities and Exchange Board of India (SEBI) or any other statutory authority.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall not appoint or continue the directorship of a Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed by the Members. Mr. C. G. Sethuram will attain the age of **75 years** during the proposed tenure of his appointment as an Independent Director. Considering his distinguished professional accomplishments, exceptional leadership experience, deep industry knowledge and strategic expertise across multiple sectors, the Board is of the view that his continued association on the Board would be of significant value to the Company. Accordingly, approval of the Members by way of a **Special Resolution** is being sought for his appointment as an Independent Director for a term of five consecutive years commencing from **16th September 2026**.

In the opinion of the Board, Mr. C. G. Sethuram fulfils the conditions specified under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and is independent of the management.

The Board recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

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

Except Mr. C. G. Sethuram, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

Item No. 4:

To appoint Mr. Ravi Muthuswamy (DIN: 01431357) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as Special Resolution:

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on 10th August 2026 approved the appointment of Mr. Ravi Muthuswamy (DIN: 01431357) as an Independent Director of the Company, not liable to retire by rotation, for a term of five (5) consecutive years commencing from 16th September 2026 up to 15th September 2031(both days inclusive), subject to the approval of the Members.

Mr. Ravi Muthuswamy, holds a Bachelor of Commerce degree and a Post Graduate Diploma in Business Management (PGDBM) from the Indian Institute of Management, Ahmedabad (IIMA). He is also a Fellow Member of the Institute of Cost Accountants of India (FICWA).

He possesses over four decades of rich and diversified experience in finance, strategic management, corporate governance, enterprise resource planning (ERP), business operations and technology-driven business transformation across manufacturing, engineering, infrastructure and information technology sectors.

He commenced his professional career with Southern Petrochemical Industries Corporation (SPIC) in 1979 as Deputy Manager – Finance & Costing, where he was responsible for budgeting and management reporting. He subsequently joined Enfield India Limited in 1983 as Deputy General Manager, overseeing Costing, Purchase & Stores and Computer Systems. During his tenure, he played a pivotal role in procurement management, vendor development, cost optimisation, budgeting, inventory management and the in-house development and implementation of integrated ERP systems covering production, inventory, finance, human resources and other business functions.

In 1988, he joined the Railway Products Division of the TVS Group as General Manager – Finance, where he was responsible for treasury management, working capital, banking relationships, audit coordination and financial reporting. Thereafter, in 1993, he served as General Manager – Finance at National Mineral Water (SAOG), where he was entrusted with complete responsibility for the finance function and overseeing the organisation's Dubai operations.

Since 2001, he has been leading his own enterprise as Chief Executive Officer, specialising in the development and implementation of bespoke ERP solutions for diverse industries, including textiles, real estate, automotive, pharmaceuticals, capital goods, retail, dairy, microfinance and other sectors. He has successfully led business strategy, operations, financial management and technology transformation initiatives for clients in India and overseas.

The Board is of the opinion that Mr. Ravi's extensive expertise in finance, strategic planning, business process optimisation, technology implementation and corporate governance would significantly strengthen the Board's deliberations and contribute meaningfully to the Company's long-term growth and governance framework.

The Company has received from Mr. Ravi:

- his consent to act as a Director in Form DIR-2;
- intimation in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164 of the Companies Act, 2013;
- a declaration confirming that he meets the criteria of independence prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Confirmation that he is not aware of any circumstance or situation which exists or may reasonably be anticipated that could impair or impact his ability to discharge his duties with objective independent judgment;

- confirmation that his name is included in the Independent Directors' Databank maintained by the Indian Institute of Corporate Affairs; and
- confirmation that he is not debarred from holding the office of Director by virtue of any order of SEBI or any other authority.

Pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a listed entity shall not appoint or continue the directorship of a Non-Executive Director who has attained the age of **seventy-five** years unless a Special Resolution is passed by the Members. Mr. Ravi will attain the **age of 75** years during the proposed tenure of his appointment. Considering his distinguished professional career, extensive experience in finance, governance, business transformation and strategic management, the Board is of the view that his continued association as an Independent Director would be of considerable value to the Company. Accordingly, approval of the Members by way of a Special Resolution is being sought for his appointment as an Independent Director for the aforesaid term.

In the opinion of the Board, Mr. Ravi fulfils the conditions specified under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015 for appointment as an Independent Director and is independent of the management.

The Board recommends the Special Resolution set out in the accompanying Notice for approval by the Members.

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

Except Mr. Ravi, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution.

A copy of the draft letter of appointment of Mr. C. G. Sethuram & Mr. Ravi Muthuswamy as Independent Directors, setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturdays, Sundays and intervening holidays, up to the date of the AGM.

Item No. 5:
Approval for Payment of Remuneration to Mr. Sudarshan Ramesh, a Related Party, holding an Office or Place of Profit pursuant to Section 188 of the Companies Act, 2013

Mr. Sudarshan Ramesh is the son of Mr. S Ramesh DIN: 00052842, Executive Chairman and Managing Director of the Company and is therefore a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1) (zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Sudarshan Ramesh has been entrusted with responsibilities relating to the management and operations of the Company's business in India. Pursuant to the Company's ongoing overseas expansion strategy, his role has been significantly expanded to include oversight and coordination of the Company's international operations, with the objective of strengthening the leadership structure and supporting the growth of the Company's global business.

Pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members is required for the appointment of a related party to an office or place of profit where the remuneration exceeds the prescribed limits.

The Audit Committee has reviewed and recommended the transaction, and the Board of Directors, at its meeting held on 11th November 2025 and has approved the proposal and recommended the same for the approval of the Members.

The Board considers the remuneration proposed to be commensurate with the responsibilities handled by Mr. Sudarshan Ramesh, having regard to his qualifications, experience, performance and prevailing industry practices.

Accordingly, the approval of the Members is sought for payment of remuneration not exceeding ₹ 12,50,000 (Rupees Twelve Lakh Fifty Thousand only) per month, together with such allowances, perquisites and other employment benefits, as set out in the Resolution.

Except Mr. S Ramesh being the father and Mrs. Usha Ramesh, being Mother of Mr. Sudarshan Ramesh, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at **Item No. 5** for the approval of the Members.

Item No. 6:
Approval for Payment of Remuneration to Mr. Vijay Ramesh, a Related Party, holding an Office or Place of Profit pursuant to Section 188 of the Companies Act, 2013

Mr. Vijay Ramesh is the son of Mr. S Ramesh DIN: 00052842, Executive Chairman and Managing Director, of the Company and is therefore a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Mr. Vijay Ramesh has been associated with the Company and has been entrusted with responsibilities relating to business operations and development. Pursuant to Section 188(1)(f) of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, the approval of the Members is required for the appointment of a related party to an office or place of profit where the remuneration exceeds the prescribed limits.

The Audit Committee has reviewed and recommended the transaction, and the Board of Directors, at its meeting held on 11th November 2025, approved the proposal and recommended the same for the approval of the Members.

The Board considers the remuneration proposed to be commensurate with the responsibilities handled by Mr. Vijay Ramesh, having regard to his qualifications, experience, performance and prevailing industry practices.

Accordingly, the approval of the Members is sought for payment of remuneration not exceeding ₹5,00,000 per month, together with such allowances, perquisites and other employment benefits, as set out in the Resolution.

Except Mr. S Ramesh being the father and Mrs. Usha Ramesh, being Mother of Mr. Vijay Ramesh, none of the Directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Resolution.

The Board recommends the Ordinary Resolution set out at **Item No. 6** for the approval of the Members.

Annexure 1.

Details of Directors seeking Appointment/reappointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	**Mr. C. G. Sethuram**	**Mr. Ravi. Muthuswamy**
Date of Birth	10th May, 1955	14th March 1956
DIN	01081951	01431357
Nationality	Indian	Indian
Date of appointment on Board	16-09-2026	16-09-2026
Qualification	Post Graduate Diploma in Business Management (PGDBM) from the Indian Institute of Management, Ahmedabad (IIMA) B.Tech. (Chemical Engineering) Regional Engineering College, Warangal belonging to Jawahar Lal Nehru Technological University, Andhra Pradesh	Post Graduate Diploma in Business Management (PGDBM) from the Indian Institute of Management, Ahmedabad (IIMA) Fellow Member of the Institute of Cost Accountants of India (FICWA) Bachelor of Commerce
Expertise in area	General Management	Finance & risk management
Experience	40+ years	40+ years
No. of shares held in the Company	Nil	Nil
No of meetings of the board attended during the year 2025-26	Nil	Nil
Directorship held in other companies	1. Best Value Chem Private Limited 2. Archean Chemical Industries Limited 3. Acume Chemicals Private Limited	Nil
Membership/ Chairmanship of committees of other companies	Membership/Chairmanship of the committees in the Company: i. Stakeholders Relationship Committee: Member (Archean Chemical Industries Limited) ii. Risk Management Committee: Member (Archean Chemical Industries Limited & Best Value Chem Private Limited). iii. Audit Committee : Member (Best Value Chem Private Limited)	Nil
Relationship with other Directors	None	None
Terms and Conditions for reappointment	Independent Director, not liable to retire by rotation	Independent Director, not liable to retire by rotation
Remuneration to be given	No Remuneration, only sitting fees for attending Board and Committee Meetings	No Remuneration, only sitting fees for attending Board and Committee Meetings

Annexure 2.

Details of Directors seeking Appointment/reappointment at the Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name	Mrs. Usha Ramesh
Date of Birth	16-07-1963
Age	62 years
DIN	00053451
Nationality	Indian
Date of appointment on Board	16-09-2016
Qualification	B. Com
Expertise in area	Business & marketing
Experience	40+ years
No. of shares held in the Company	9,25,200
No of meetings of the board attended during the year 2024-25	No. of board meetings held - 05 Attended - 05
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 12. Clinician Care Medical and Rehab Centre Private Limited
Membership/ Chairmanship of committees of other companies	Nil
Relationship with other Directors	Wife of Mr. S. Ramesh, Managing Director
Terms and Conditions for reappointment	Non-Executive, Non-Independent Director, liable to retire by rotation
Remuneration	Other than sitting fee for attending Board meetings there is no other remuneration.

/By Order of the Board/

For Operational Energy Group India Limited

Place: Chennai
Date: 10.08.2026

S. Ramesh
Executive Chairman & Managing Director
DIN: 00052842

THE INTRUCTIONS 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.

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**	1) 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. 2) 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. 3) 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. 4) 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**	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. 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 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 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 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.
Individual Shareholders (holding securities in demat mode) login through their **Depository Participants (DP)**	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.

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

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) • 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. • 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.

(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.
- 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.

5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

6. 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.

7. 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.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

9. 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.

10. 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.