



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

Date: 04.10.2017

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

Dear Sir,

SUB: Quarterly & Half Yearly Compliance Report on Corporate Governance-(Regulation 27 of SEBI (LODR) Regulations, 2015)

Reference: OEGIL

We are pleased to upload corporate governance details for the quarter/half year ended 30.09.2017 as required by clause 27 of LODR.

Kindly confirm our compliance.

For **OPERATIONAL ENERGY GROUP INDIA LIMITED.**

S. SRINATH  
(Company Secretary)

Registered Office :  
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CIN : U40100TN1994FLC028309



**CORPORATE GOVERNANCE REPORT FOR THE QUARTER ENDED 30<sup>TH</sup> SEPTEMBER 2017**

1. Name of Listed entity : OPERATIONAL ENERGY GROUP INDIA LIMITED
2. Quarter ending : 30<sup>TH</sup> SEPTEMBER 2017

**I. Composition of Board of Director**

Title (Mr./ Ms)	Name of the Director	PAN & DIN		Category (Chairperson/ Executive/ Non Executive/ Independent/ Nominee)	Date of Appointment in the current term/cessation		Tenure (in Year)	No. of Directorship in listed entities including this listed entity (Refer Regulation 25 (1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No. of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)
		PAN	DIN		Appointment	Cessation				
MR.	S. RAMESH	AAEPR6181M	00052842	Executive Chairman & Managing Director	16-09-2016	15.09.2019	3	1	2	
MRS	USHA RAMESH	AAPJU8711H	00053451	Non-Executive Woman Director	16-09-2016	22.09.2017*	-	1		
MR	P. SWAMINATHAN	AMZFS7392G	02603984	Independent Director	16-09-2016	15-09-2021	5	1	1	
MR	B. VISWANATHAN	ACFPV2806G	00702802	Independent Director	16-09-2016	15-09-2021	5	1		2

\* Since re-elected at the AGM held on 22.09.2017



## II. Composition of Committees

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



### III. Meeting of Board of Directors

Date(s) of Meeting (If any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
15-06-2017	05.08.2017 22.09.2017	51 days

### IV. Meeting of Committees

Date(s) of meeting of the Committee in the relevant quarter	Whether requirement of quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days
<b>AUDIT COMMITTEE</b>			
05-08-2017	Quorum present. Total No. of Members: 3 Members attended: 2	15-06-2017	51 Days
22-09-2017	Quorum present. Total No. of Members: 3 Members attended: 3		
<b>NOMINATION AND REMUNERATION COMMITTEE</b>			
05-08-2017	Quorum present. Total No. of Members: 3 Members attended: 2	15-06-2017	51 Days
22-09-2017	Quorum present. Total No. of Members: 3 Members attended: 3		
<b>RISK MANAGEMENT COMMITTEE</b>			
22-09-2017	Quorum present. Total No. of Members: 5 Members attended: 5		



### V. Related Party Transactions

Subject	Compliance status (Yes/No/NA) refer not below
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

**Note.**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the listed entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.

### VI. Affirmations



1. The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The Composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
  - a) Audit Committee
  - b) Nomination & remuneration committee
  - c) Stakeholders relationship committee
  - d) Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligation and disclosure requirements) Regulations , 2015
5. This report will be placed before the next ensuing Board Meeting.



*S. Srinath*

Name: S. Srinath  
Designation: Company Secretary

**Half Yearly Compliance Report on Corporate Governance  
for the period ended September 30, 2017**

<b>Affirmations</b>		
Broad heading	Regulation Number	Compliance status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	YES
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	YES
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	YES
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	YES
<p><b>Note</b></p> <ol style="list-style-type: none"> <li>1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</li> <li>2. If status is "No" details of non-compliance may be given here.</li> <li>3. If the Listed Entity would like to provide any other information the same may be indicated here.</li> </ol>		
<div style="display: flex; align-items: center;"> <div style="margin-right: 20px;">             (S. Srinath)            Company Secretary         </div> <div style="text-align: center;">  </div> </div>		