

OPERATIONAL ENERGY GROUP INDIA LIMITED
(Formerly Sri Balaganapathy Mills Limited)
CIN: U40100TN1994FLC028309
A, 5TH FLOOR, GOKUL ARCADE – EAST WING,
NO.2&2A, SARDAR PATEL ROAD,
ADYAR, CHENNAI – 600020

NOTICE

NOTICE is hereby given that the Twenty Second Annual General Meeting of OPERATIONAL ENERGY GROUP INDIA LIMITED will be held at the Registered office of the company A, 5th Floor, Gokul Arcade – East Wing, No.2& 2A, Sardar Patel Road, Adyar, Chennai – 600020 in the state of Tamil Nadu on Friday, 16th day of September, 2016 at 2.00 PM to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption Of Accounts & Approval Of Directors Report

To receive, consider and adopt the Director's Report and the Audited Financial Statements (including consolidated financial statements) of the Company for the financial year ended March, 31, 2016, and the Independent Auditor's Report thereon.

2. To appoint a Director in place of Mr. George Jameidas who retires by rotation and being eligible, offers himself for re-appointment.

3. To Ratify the Appointment Of Statutory Auditor

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions of the Companies Act, 2013 read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. SRI & CO., Chartered Accountants (Firm Registration No. 010495S), as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the Annual General Meeting to be held for the financial year 2016-17 on such remuneration as may be determined by the Board of Directors”.

SPECIAL BUSINESS:

- 4. To appoint Mr.P. Swaminathan (DIN:02603984) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary 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), Mr.P.Swaminathan (DIN:02603984), 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 and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 2021”.

- 5. To appoint Mr.B.Viswanathan (DIN:00702802) as an Independent Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary 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), Mr.B.Viswanathan (DIN: 00702802), 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 and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for 5 (five) consecutive years for a term up to 2021”.

- 6. Appointment of Mrs. Usha Ramesh (DIN: 00053451) as Director**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mrs. Usha Ramesh (DIN-00053451) who qualifies for being appointed as a Director in respect of whom the company has received a notice in writing under Sections 160 of the Act, from a member proposing her Candidature for the office of Director, is hereby appointed as a Director of the Company liable to retire by rotation”.

7. Appointment of Mr.S. Ramesh (DIN: 00052842) as Director

Consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

“RESOLVED THAT pursuant to provisions of Section 149 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr.S.Ramesh (DIN- 00052842) who qualifies for being appointed as a Director in respect of whom the company has received a notice in writing under Sections 160 of the Act, from a member proposing his Candidature for the office of Director, is hereby appointed as a Director of the Company liable to retire by rotation”.

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

Consider and if thought fit, to pass with or without modification, the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule- V of the Companies Act, 2013 and Articles of Association of the Company, approval of the members of the Company be and is hereby accorded to the appointment of Mr. S Ramesh (DIN: 00052842), as Executive Chairman and Managing Director (designated as “Executive Chairman”) of the Company with immediate effect for a period of 3 years, as well as the payment of salary, commission and perquisites (hereinafter referred to as “remuneration”), upon the terms and conditions as detailed in the explanatory statement attached hereto, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement in such manner as may be agreed to between the Board of Directors and Mr. S Ramesh”.

“RESOLVED FURTHER THAT the remuneration payable to Mr. S Ramesh, shall not exceed the overall ceiling of the total managerial remuneration as provided under Section 197 of the Companies Act, 2013 or such other limits as maybe prescribed from time to time”.

“RESOLVED FURTHER THAT within overall limits as specified above, the Board has the power to determine individual component(s) of remuneration”.

“RESOLVED FURTHER THAT pursuant to Section II of Part III of Schedule V and other applicable provisions, if any, of the Companies Act 2013 (Including any amendments/modifications thereof), the consent of the members of the company be and is hereby accorded to pay minimum remuneration to Mr S.Ramesh, Executive Chairman and Managing Director for the financial year in which there is no profits or profits are inadequate , during the period commencing from 16th September 2016 to 15th September 2019”.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution”.

/By Order of the Board of Directors/

For Operational Energy Group India Limited

Date: 17th August, 2016
Place: Chennai

SD-
GEORGE JAMEIDAS
DIRECTOR
DIN: 06777068

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND ON POLL, TO VOTE INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE SHOULD BE DULY COMPLETED, STAMPED, SIGNED AND MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A BLANK PROXY FORM IS ENCLOSED WITH THIS NOTICE.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The documents relating to any of the items mentioned in the notice and explanatory statement are available for inspection at the Registered Office of the Company during normal working hours from Monday to Friday up to the date of meeting.
3. The registered members and share transfer books of the company will remain closed from 9th September 2016 to 16th September 2016 (both days inclusive)
4. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Business under **Item 4 to 8** set out above is annexed here to.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO.4

APPOINTMENT OF INDEPENDENT DIRECTOR – MR.P.SWAMINATHAN

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, a Non-Executive Independent Director of the Company can be appointed for a term of 5 consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr. Swaminathan as Non-Executive Independent Director of the Company for a period of five (5) years i.e. up to 15th September 2021 and who shall not be liable to retire by rotation.

Mr.P.Swaminathan has given to the Company : (i) his consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as a Director under sub-section (2) of Section 164 of the Companies Act, 2013; (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Mr.P.Swaminathan aged 61 years is a Management Graduate from IIM, Ahmedabad and B. Tech from IIT, Chennai. He has over more than 37 years of experience in the field of Telecom, Consumer Goods & Towerco Operations.

He has sound understanding of administration with a global mindset and also possesses strong quantitative/conceptual abilities. He was CEO/Executive Director in Bharti Infratel, Indus Towers (Bharti Joint Venture), Mobility Board etc. during the period of July 1999 to January 2009.

Mr.P. Swaminathan was responsible for integrating, synergizing the various functional activities for delivering the Organizational goals and was also directly responsible as a Profit Center Head and doubled the national distribution network in BPL, US West Cellular Limited, Pune.

He has an excellent track record of marketing; establishing national products distribution, brand building and production strategies. Presently as the Principal consultant in CSCVI Consulting Practice he is playing the role of a Consultant Strategist, advising prospective investors with regard to what to expect from towercos and telecos.

The Company has received a notice in writing along with a deposit of requisite amount under Section 160 of the Act, from a member proposing the candidature of Mr. P.Swaminathan for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. P.Swaminathan fulfills the conditions specified in the Act for his appointment as Non-executive Independent Director of the Company and he is independent of the management. A copy of the draft letter of appointment for the appointment of Mr. P.Swaminathan as Non-Executive Independent Director, 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, upto the date of the AGM.

The Board considers that his association would be of immense benefit to Company and it is desirable to avail services of Mr. P.Swaminathan as Non-Executive Independent Director.

Accordingly, the Board recommends the resolution as set out at Item No. 4 of the accompanying Notice for the approval of the members.

Except Mr. P.Swaminathan, being an appointee and his relatives, to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO 5.

APPOINTMENT OF INDEPENDENT DIRECTOR – MR.B.VISWANATHAN

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, a Non-Executive Independent Director of the Company can be appointed for a term of 5 consecutive years and shall not be liable to retire by rotation.

To comply with the above provisions, it is proposed to appoint Mr.B.Viswanathan as Non-Executive Independent Director of the Company for a period of five (5) years i.e. up to 15th September 2021 and who shall not be liable to retire by rotation.

Mr. B.Viswanathan has given to the Company : (i) his consent in writing to act as an Independent Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014; (ii) intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified to act as a Director under sub-section (2) of Section 164 of the Companies Act, 2013; (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act.

Mr.B.Viswanathan aged 61 years is a management graduate from IIM, Calcutta and B. Tech from IIT, Chennai. He has worked with Asian paints (India) Ltd the market leader in paints in India during *the period 1979 – 1991*. He was in the finance department *till 1989* with the last posting as finance manager. During this period he was in charge

of raising resources including handling of public issues, corporate planning, budgeting and cost control. Later he was a *factory manager* of a chemical plant between 1989 – 1991.

He co-managed a confectionery unit during 1991 – 1993. He was member of the Coimbatore stock exchange limited between 1993 and early 1998. Actively participated in various committees including the committee responsible for moving from the outcry system to online trading system.

He has worked as Director – finance of Best & Crompton Engg. Ltd between April 1998 and May 2000.

He was engaged in management consultancy assignments focusing on business processes and development of integrated software solutions for businesses, from June 2000 till early 2003.

He worked with HCL Technologies BPO services limited as Senior Vice-President responsible for strategy and support functions between March 2003 and November 2009. He is currently working in the area of risk management.

The Company has received a notice in writing along with a deposit of requisite amount under Section 160 of the Act, from a member proposing the candidature of Mr. B.Viswanathan for the office of Non-Executive Independent Director, to be appointed as such under the provisions of Section 149 of the Act.

In the opinion of the Board, Mr. B.Viswanathan fulfills the conditions specified in the Act for his appointment as Non-executive Independent Director of the Company and he is independent of the management. A copy of the draft letter of appointment for the appointment of Mr.B.Viswanathan as Non-Executive Independent Director, 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.

The Board considers that his association would be of immense benefit to Company and it is desirable to avail services of Mr. B.Viswanathan as Non-Executive Independent Director.

Accordingly, the Board recommends the resolution as set out at Item No. 5 of the accompanying Notice for the approval of the members.

Except Mr. B.Viswanathan, being an appointee and his relatives, to the extent of their shareholding interest, if any, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO.6

APPOINTMENT OF MRS USHA RAMESH AS DIRECTOR

The Company has received notice in writing under the provisions of Section 160 of the Companies Act,2013, from a member, along with a deposit of Rs 1,00,000/- proposing the candidature of Mrs. Usha Ramesh for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Mrs Usha Ramesh is 52 years old.She is a commerce Graduate. She is one of the promoters of Operational Energy Group India Private Limited. She has more than two decades of running this business as a co promoter.

None of the Directors, except the proposed appointee and her relatives in the resolution concerning her individual appointment or any of Key Managerial Personnel of the Company or relatives of any of them are, in any way, concerned or interested, financially or otherwise, in these resolutions. The Board recommends the resolution as set out at Item no.6 of the accompanying notice for approval of members.

ITEM NO.7

APPOINTMENT OF MR.RAMESH AS DIRECTOR

The Company has received a notice from a member proposing Mr.S.Ramesh aged 62 years graduated from the most prestigious management institute in India, Indian Institute of Management, Ahmedabad in 1979. After a brief stint at a major automobile company in India he went to Southeast Asia where he spent 14 years. He directed one of the biggest offshore construction companies in Indonesia. His responsibilities included Project Management, Funds Management and Corporate Planning.

Mr. S.Ramesh was instrumental in formulating an innovative and pioneering Build, Operate and Transfer package for production facilities and pipelines for supply of gas to Indonesian Power Company in 1988. He is also a member of Energy and Power Committee of Confederation of India Industry, Southern Region. The Board recommends the resolution as set out at Item no.7 of the accompanying notice for approval of members.

ITEM NO.8

APPOINTMENT OF MR.RAMESH AS EXECUTIVE CHAIRMAN AND MANAGING DIRECTOR

Broad particulars of the terms of appointment and remuneration payable to Mr.S.Ramesh are as under:

TERMS OF APPOINTMENT:

I) SALARY, ALLOWANCES AND COMMISSION (HEREINAFTER REFERRED TO AS “REMUNERATION”):

a) Salary comprising

(i) Basic salary: At the rate not exceeding 2,60,000 per month; and Increments as may be decided by the Board of Directors of the Company from time to time, (following April to March year) over the existing Basic salary and Allowances, as on 1st April every year, commencing from 1st April 2017

b) Commission and 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. The payment may be made on a pro-rata basis every month or on an annual basis or partly monthly and partly on an annual basis at the discretion of the Board.

II) PERQUISITES:

1. In addition to the Remuneration as stated above, Mr. S.Ramesh shall be entitled, as per Rules of the Company, to perquisites like:
 - a. Rent-free furnished residential accommodation with free use of all the facilities and amenities, such as air conditioners, geysers etc. In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance as per policy of the Company.
 - b. Reimbursement of all medical expenses incurred, including premium paid on health insurance policies, whether in India or abroad, for self and family including hospitalization.
 - c. Personal Accident Insurance Premium.
 - d. Air passage and/or leave travel allowance for self and members of his family residing in India and for visit to India of the members of his family not residing in India.
 - e. Subscription to Clubs.
 - f. Use of Company maintained cars with drivers for business and personal use.
 - g. Use of communication devices such as telephones, audio and video conference facilities etc., at the residence. Personal long distance telephone calls shall be borne by Mr. S.Ramesh.

- h. Education Allowance for children, whether abroad or in India.
- i. Encashment of leave at the end of his tenure as per policy of the Company.
- j. Contributions to provident fund, superannuation fund or annuity fund and any other retirement benefits.
- k. Terminal benefits: Air/Sea passage together with cost of transportation of household belongings to such places as may be approved by the Board of Directors at the time of leaving the service of the Company.
- l. Expenses on shifting of residence.
- m. Joining allowances and other benefits.
- n. Participation in any/ all employee stock option schemes/ plans of the Company
- o. Such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors and Mr. S.Ramesh.

The value of the perquisites evaluated as per Income-tax Rules, 1962, wherever applicable, and at cost in the absence of any such Rule, shall be subject to an overall annual ceiling of an amount not exceeding the Salary in I(a) above for the relevant period. The perquisites mentioned above from (h) to (n) shall be based on actual amounts and excluded from the aforesaid perquisite limit.

- 2. The Board of Directors or Committee thereof may, in their discretion, revise/modify any of the terms from time to time, within the limits stipulated.

III) MINIMUM REMUNERATION:

Notwithstanding anything herein contained, where in any financial year during the period of his office as Managing Director, the Company has no profits or its profits are inadequate, the Company may, subject to the requisite approvals, 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 to the Companies Act, 2013 (corresponding to Para 1 of Section II of Part II of Schedule XIII to the Companies Act, 1956), as may be agreed to by the Board of Directors and Mr. S.Ramesh

IV) OTHER TERMS:

Subject to the superintendence, control and direction of the Board of Directors, Mr.S.Ramesh shall manage and conduct the business and affairs of the Company. He shall not be paid any sitting fee for attending the meetings of the Board or Committee thereof.

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.

In view of the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (corresponding to Sections 198, 269, 309 and any other applicable provisions of the Companies Act, 1956), the Board recommends the Ordinary Resolution set out at item no. 8 of the accompanying Notice for the approval of the Members.

Copy of the Draft Agreement referred to in the Resolution 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 Saturday, up to and including the date of the Annual General Meeting.

Except Mr.S.Ramesh, being an appointee and his relatives, 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.8.

By Order of the Board/

For OPERATIONAL ENERGY GROUP INDIA LIMITED

Sd-

**GEORGE JAMEIDAS
DIRECTOR
DIN: 06777068**