

BGR ENERGY SYSTEMS LIMITED 443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA TEL: 91 44 24326171, 24334940 FAX: 91 44 24364656 E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.com

BeSec/030/14 September 27, 2014

The Manager, Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex Bandra (E), Mumbai - 400 051 FAX No.022-26598237

Dear Sirs,

Sub : Clause 35A of the Listing Agreement – Voting results.

Ref : Symbol - BGRENERGY, Series - EQ.

Pursuant to Clause 35A and other applicable provisions of the Listing Agreement, we are pleased to attach herewith the disclosure of voting results of our 28th Annual General Meeting of the Company, which was held on September 25, 2014 at 3.00 p.m.

We request you to kindly take the attached information on record.

Thanking you,

yours truly, For BGR ENERGY SYSTEMS LIMITED

R. RAMESH KUMAR President – Corporate & Secretary

Encl : a.a.

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REGISTERED OFFICE :

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULURPET TALUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA TEL: 91 44 27900181, 27948549 FAX: 91 44 27948249



Details of Voting Results

(Pursuant to Clause 35A of the Listing Agreement)

SI. No.	Description		Particulars				
1	Date of Annual General Meeting	Septembe	er 25, 2014				
2	Book Closure Date		er 20, 2014 to Sept	tember 25,			
3	Total number of shareholders						
	as on record date	1,08,868					
4	Number of shareholders present	in the meeting in person or through proxy					
	Category of Shareholders	Present in person	Present through proxy	Total			
	Promoter and Promoter Group	3	0	3			
	Public	95	12	107			
	Total	98	12	110			
5	Number of shareholders attende	d the meeti	ng through video o	conferencing			
	Category of Shareholders		Venue				
	Promoter and Promoter Group						
	Public		NOT ARRANGE	0			
	Total						

Agenda wise details

SI. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1	Receive, consider and adopt the audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors and Auditors thereon.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.





SI. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
2	Declaration of dividend on equity shares for the FY 2013-14.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
3	Appointment of a director in the place of Mr. M. Gopalakrishna, director who retires by rotation and being eligible offers himself for re- appointment as an independent director to hold office consecutively for a term up to March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
4	Appointment of a director in the place of Mr. S.A.Bohra, who retires by rotation and, being eligible offers himself for re-appointment as an independent director to hold office consecutively for a term up to March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
5	Appointment of auditors of the company to hold office from the conclusion of this 28 th Annual General meeting until the conclusion of the next Annual General meeting and to fix their remuneration.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



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SI. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
6	Approval of variation of terms and conditions of appointment of Mr.V.R. Mahadevan, as Joint Managing Director under Section 196, 197, 203 of the Companies Act, 2013, and under Sections 198, 269 and 309 of Companies Act, 1956.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
7	Appointment of Mr. A. Swaminathan, as Joint Managing Director & Chief Executive Officer under Section 196, 197 and 203 of the Companies Act, 2013, and under Sections 198, 269 and 309 of Companies Act, 1956.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
8	Consent for payment of remuneration to Mrs.Priyadarshini Raghupathy.	Special	E-Voting and physical ballot	Resolution passed by requisite majority.
9	Consent to borrow money by way of loans, credits or otherwise up to Rs.10,000 crores (including public deposits but excluding temporary loans obtained from the Company's bankers in the ordinary course of business) from Banks, Financial Institutions and other sources.	Special	E-Voting and physical ballot	Resolution passed by requisite majority.





SI. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
10	Appointment of Mr. S.R.Tagat as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term upto March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
11	Appointment of Mr. M.S. Sundara Rajan as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term of five years or up to the date of conclusion of Annual General Meeting in the year 2019, whichever is earlier.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
12	Appointment of Mr. Gnana Rajasekaran as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term of five years or up to the date of conclusion of Annual General Meeting in the year 2019, whichever is earlier.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
13	Appointment of Mr. Heinrich Bohmer as an Independent Director as per Section 149, 150 and 152 of Companies Act, 2013 to hold office consecutively for a term upto March 31, 2019.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.





SI. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
14	Ratification of remuneration payable to the Cost Auditor of the Company for FY 2014-2015.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.



No of bares No. of votes % of votes Polled on No. of votes shares votes Polled on -in favour held polled outstanding -in favour held polled outstanding -in favour held polled outstanding -in favour held outstanding shares -in favour full (1) (2) (3)=[(2)/(1)] (4) shares 3109076 83.8616 1671213 st100076 83.8616 1671213 st100076 83.8616 1671213 st121170 54121170 100 54121170 st121170 54121170 362305 362379 st121170 54121170 100 54121170 st1333002 362705 2.5305 362379 st1333002 362705 2.5305 362379 st1333002 362305 2.5305 362379 st111170 54121170 54121170	No. of % of votes votes Polled on votes Polled on polled outstanding shares shares shares shares (2) (3)=[(2)/(1)] \$4121170 100 362705 2.5305 54121170 100 3109076 83.8616 54121170 100 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.8616 3109076 83.86	Particulars Promoter/Public		Resolution 1 Promoter and Promoter Group 5	Public – Institutional holders	Public – Others	Total	Resolution 2 Promoter and Promoter Group 5	Public – Institutional holders 3	Public – Others	Total	Resolution 3 Promoter and Promoter Group 5	Public – Institutional holders	Public – Others	Total	Resolution 4 Promoter and Promoter Group 5	Public – Institutional holders 3	Public – Others	
% of Votes % of Votes Polled on outstanding shares 9 outstanding shares 0 shares 3)=[(2)/(1)] (3)=[(2)/(1)] 1 (3)=[(2)/(1)] 1 (3)=[(2)/(1)] 1 (3)=[(2)/(1)] 1 (3)=[(2)/(1)] 1 (1) 100 (3) 100 (3) 100 (3) 2.5305 (1) 79.8111 (1) 79.8111 (1) 2.5305 (1) 2.5305 (1) 2.5305 (1) 100 (1) 2.5305 (1) 2.5305 (1) 2.5305 (1) 2.5305 (1) 79.8110 (1) 2.5305 (2) 2.5305 (3) 2.5305 (1) 2.5305 (2) 2.5305 (3) 2.5305 (3) 2.5305	% of Votes No. of Votes Polled on -in favour outstanding -in favour shares -in favour (3)=[(2)/(1)] (4) *100 100 0 100 100 54121170 100 54121170 11 5759625 11 79.8111 79.8111 57592625 11 79.8111 79.8110 54121170 11 79.8110 11 79.8110 1100 54121170 1100 54121170 1100 54121170 1100<	No of shares held	(1)	54121170	3707388	14333002	72161560	54121170	3707388	14333002	72161560	54121170	3707388	14333002	72161560	54121170	3707388	14333002	and the second second second
ding ding (1) (1) (1) (1) (1) (1) (1) (1) (1) (1)	otes No. of Votes on - in favour ding - in favour j)(1) (4) 54121170 (4) 1671213 362330 56154713 362330 54121170 3109076 3109076 3109076 361504 2620222 361504 26121170 26121170 2620222 361539 361539	No. of votes polled	(2)	54121170	3109076	362705	57592951	54121170	3109076	362705	57592951	54121170	3109076	362635	57592881	54121170	3109076	362605	the second se
No. of Votes - in favour - in favour (4) (4) (4) 54121170 1671213 362330 56154713 362330 56154713 362330 56154713 362330 56154713 362330 362330 56154713 362330 561530 561531 362379 561530 561531 362379 561532 361539		% of Votes Polled on outstanding shares	(3)=[(2)/(1)] *100	100	83.8616	2.5305	79.8111	100	83.8616	2.5305	79.8111	100	83.8616	2.5300	79.8110	100	83.8616	2.5298	Carden as the second
	No. of Votes against against (5) (6) (7) <td>No. of Votes - in favour</td> <td>(4)</td> <td>54121170</td> <td>1671213</td> <td>362330</td> <td>56154713</td> <td>54121170</td> <td>3109076</td> <td>362379</td> <td>57592625</td> <td>54121170</td> <td>2620222</td> <td>361504</td> <td>57102896</td> <td>54121170</td> <td>2620222</td> <td>361539</td> <td></td>	No. of Votes - in favour	(4)	54121170	1671213	362330	56154713	54121170	3109076	362379	57592625	54121170	2620222	361504	57102896	54121170	2620222	361539	
% of Votes in favour on votes polled favour on votes polled (6)=[(4)/(2)] *100 100 99.8966 97.5027 99.8966 99.9101 100 100 100 99.9944 100 99.9934 100 99.99481 99.99481 99.1492 99.492 99.1492 99.1492 99.1492 99.1665 99.1665 99.1665 99.1665 99.1665 99.1665 99.1665 99.1665 99.1665 99.1665 99.1665 99.1665		% of Votes against on votes polled	(7)=[(5)/(2) 1*100	- 0	46.2473	0.1034	2.4973	0	0	0.0899	0.0006	0	15.7235	0.3119	0.8508	0	15.7235	0.2940	

Details of reporting as per clause 35A of the listing agreement based on result of voting at the 28th Annual General Meeting held on September 25, 2014.



Particulars	Promoter/Public	No of	No. of	% of Votes	No. of Votes	No. of	% of Votes in	% of Votes
		shares	votes	Polled on	- in favour	Votes	favour on	against on
		held	polled	outstanding		against	votes polled	votes polled
				shares				
		(1)	(2)	(3)=[(2)/(1)]	(4)	(2)	(6)=[(4)/(2)]	(7)=[(5)/(2)
				*100		ł	*100]*100
Resolution 5	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362680	2.5303	361439	1241	99.6578	0.3422
	Total	72161560	57592926	79.8110	57591685	1241	90.9978	0.0022
Resolution 6	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
c	Public – Institutional holders	3109076	3109076	100	2602174	506902	83.6960	16.3040
	Public – Others	14333002	362680	2.5303	361260	1420	99.6084	0.3916
	Total	72161560	57592926	79.8110	57084604	508322	99.1173	0.8827
Resolution 7	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3091028	18048	99.4195	0.5805
	Public – Others	14333002	362580	2.5296	361192	1388	99.6171	0.3829
	Total	72161560	57592826	79.8109	57573390	19436	99.9662	0.0338
Resolution 8	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2947218	161858	94.7940	5.2060
	Public – Others	14333002	362678	2.5303	360815	1863	99.4863	0.5137
	Total	72161560	57592924	79.8110	57429203	163721	99.7157	0.2843
Resolution 9	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	2194815	914261	70.5938	29.4062
	Public – Others	14333002	362680	2.5303	359500	3180	99.1231	0.8769
010	Total	72161560	57592926	79.8110	56675485	917441	98.4070	1.5930



Particulars	Promoter/Public	No of	No. of	% of Votes	No. of Votes	No. of	% of Votes in	% of Votes
3		shares held	polled	Polled on outstanding shares	- in favour	Votes against	favour on votes polled	against on votes polled
		(1)	(2)	(3)=[(2)/(1)]	(4)	(5)	(6)=[(4)/(2)]	(7)=[(5)/(2)
				*100			*100]*100
Resolution 10	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362610	2.5298	361544	1066	0902.66	0.2940
	Total	72161560	57592856	79.8109	57591790	1066	1866.66	0.0019
Resolution 11	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362480	2.5289	361414	1066	99.7059	0.2941
	Total	72161560	57592726	79.8108	57591660	1066	199.9981	0.0019
Resolution 12	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362596	2.5297	360707	1889	99.4790	0.5210
	Total	72161560	57592842	79.8109	56153090	1439752	97.5001	2.4999
Resolution 13	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	1671213	1437863	53.7527	46.2473
	Public – Others	14333002	362610	2.5298	361634	976	99.7308	0.2692
	Total	72161560	57592856	79.8109	56154017	1438839	97.5017	2.4983
Resolution 14	Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
	Public – Institutional holders	3707388	3109076	83.8616	3109076	0	100	0
	Public – Others	14333002	362930	2.5321	361622	1308	99.6395	0.3605
	Total	72161560	57593176	79.8114	57591868	1308	7766.66	0.0023



R.Sridharan & Associates Company Secretaries

New No. 5, (Old No.12), Sivasailam Street T.Nagar, Chennai - 600 017. Phone : 42166988, 43502997, 42555587 Telefax : 044-42137082 email : sribhav@aryes.in sridharan.r@aryes.in

REPORT OF SCRUTINIZER - COMBINED

25th September, 2014

The Chairman Messrs. BGR Energy Systems Limited, Plot No A5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore Dist, Andhra Pradesh- 524401.

Ref: <u>The Twenty Eighth Annual General Meeting of the members of Messrs. BGR Energy Systems</u> <u>Limited held on Thursday, 25th September, 2014, at A5, Pannamgadu Industrial Estate, Ramapuram</u> <u>Post, Sullurpet Taluk, Nellore Dist, Andhra Pradesh- 524401, at 3.00 P.M.</u>

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

The Board of Directors of **Messrs. BGR Energy Systems Limited** vide resolution dated 13th August, 2014, pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 15th September, 2014 at (9.30 AM) to 17th September, 2014 at (6.00 PM).

The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 28th AGM of the members of the Company, held on Thursday, 25th September, 2014, at A5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore Dist, Andhra Pradesh- 524401, at 3.00 P.M.

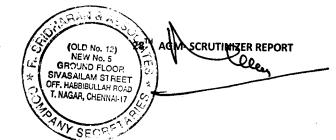
We now submit our combined Report as under:

1. One ballot box kept for polling was locked in our presence with due identification marks placed by us.

2. The locked basist box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

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R. Sridharan & Associates Company Secretaries

We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the National Securities Depository Limited [NSDL].

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No. 1 : Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number	of	Number	of	Number	of	Number	of	Total Nu	mber	% о	f total
members		votes	cast	members/P	roxies	votes	cast	of votes	cast	numb	er of
voted in	E-	(Shares)	- E	voted by Po	11	(Shares) -	Poll	through	E-	valid	votes
Voting		Voting						Voting	and	cast	
								Poll			
132		561546	519	8		94		561547	713	97.5	5028%

(ii) Votes against the resolution:

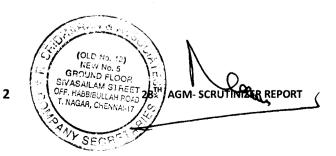
					<u></u>					
Number	of	Number	of	Number	of	Number of	Total Nu	mber	% of	total
members		votes	cast	members/F	Proxies	votes cast	of votes	cast	numbe	er of
voted in	e-	(Shares)	– E	voted by Po	oll	(Shares) - Poll	through	E-	valid	votes
voting		Voting					Voting	and	cast	
•							Poll			
8		44119	17	10		997041	14382	38	2.49	972%

(iii) Invalid Votes:

		an ang gang pang bara ang sa	영상 방향, 사람이 있는 것은 것을 알려야 한다.	
Number o	f Number of votes	Number of	Number of votes	Total Number of
members	cast (Shares) – E	members/Proxies	cast (Shares) - Poll	votes cast through E-
voted in e	Voting	voted by Poll		Voting and Poll
voting				
NIL	NIL	2	26	26
			,	

<u>RESULT</u>:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.





Item No. 2 : Declaration of Dividend (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

members	of E-	Number votes (Shares) Voting	of cast – E	Number members/Pr voted by Pol	Number votes (Shares) -	of cast Poll	Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
139		565958	01	16	99682	24	57592625	99.9994%

(ii) Votes against the resolution:

members	of e-	Number votes (Shares)	of cast	Number of members/Proxies voted by Poll	2.2.2.2.2.2.2.2.2.1.2.1.2.2.2.2.2.2.2.2	of votes cast	
voting		Voting			(Shares) - Poli	through E- Voting and Poll	valid votes cast
1		15		2	311	326	0.0006%

(iii) Invalid Votes:

		r			
Number	of	Number of votes	Number of	Number of votes	Total Number of
members		cast (Shares) – E	members/Proxies	cast (Shares) - Poll	votes cast through E-
voted in	e-		voted by Poll		Voting and Poll
voting					Ű
NIL		NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 3 : Appointment of Mr.M.Gopalakrishna as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number members voted in Voting	of E-		of cast - E	Number members/Prox voted by Poll	of (ies	Number votes (Shares) -	of cast Poll		cast E-	% o num valid cast		total of votes
132		5659492	5	16		50797	'1	571028	396	99.	149	2%

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(ii) Votes against the resolution:

Number o members voted in e voting	votes	cast es) – E	members/F	Number votes (Shares) -		of votes ca through			total of votes
7		821	2	 48916	54	489985	0.	850	8%

(iii) Invalid Votes:

members	of e-	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll
NIL		NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 4 : Appointment of Mr.S.A.Bohra as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number members voted in Voting	of E-	Number votes (Shares) Voting	cast	Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
133		5659496	50	16	507971	57102931	99.1493%

(ii) Votes against the resolution:

Number of	Number of	Number of	Total Number	% of total
votes cast	members/Proxies	votes cast	of votes cast	number of
(Shares) – E	voted by Poll	(Shares) - Poll	through E-	valid votes
Voting			Voting and	cast
			Poll	
756	2	489164	489920	0.8507%
	votes cast (Shares) – E Voting	votes cast members/Proxies (Shares) – E voted by Poll Voting	votes cast members/Proxies votes cast (Shares) – E voted by Poll (Shares) - Poll Voting	votes cast members/Proxies votes cast of votes cast (Shares) – E voted by Poll (Shares) - Poll Voting and Poll



(iii) Invalid Votes:

Number of members voted in e- voting	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll
NIL	NIL NIL		26	26

RESULT:

As the number of votes cast in favour of the resolution was more than number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 5 : Appointment of Auditors of the Company (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number members voted in Voting	of E-	Number votes (Shares) Voting	cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and	% of total number of valid votes cast
133		56594	860	17	996825	Poll 57591685	99.9978%

(ii) Votes against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
6	931	1	310	1241	0.0022%

(iii) Invalid Votes:

Number of members voted in e- voting	cast (Shares) – E		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll
NIL			26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority

BGR ENERGY SYSTEMS LIMITED



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(OLD NO. 12)

NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABBIBULLAH ROAD

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Item No. 6 : Variation in terms and conditions of appointment & Remuneration of Mr.V.R.Mahadevan as Joint Managing Director (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number c	of	Number	of	Number	of	Number	of	Total Nur	nber	% of	total
members		votes	cast	members/P	roxies	votes	cast	of votes	cast	numbe	er of
voted in E	-	(Shares)	– E	voted by Po		(Shares) -	Poll	through	E-	valid	votes
Voting		Voting						Voting	and	cast	
_			-					Poll			
128		565946	587	13		48991	17	570846	04	99.1	174%
128		565946	587	13		48991	17	570846	04	99.1	174%

(ii) Votes against the resolution:

Number of members voted in e-	Number votes (Shares)		memb	er of bers/Proxies by Poll	votes cast	Total Number of votes cast through E-	number	total of otes
voting	Voting					Voting and Poll	cast	
11	1104	4		5	507218	508322	0.8826	%

(iii) Invalid Votes:

Number members	of	Number of votes		Number of votes	Total Number of votes cast through E-
voted in	e-	2 2020 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2 2	voted by Poll		Voting and Poll
voting NIL		NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 7: Appointment of Mr.A.Swaminathan as Joint Managing Director & Chief Executive officer and fixing the Remuneration (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number c members voted in E Voting	of E-	Number votes (Shares) Voting	of cast – E	Number members/Pi voted by Po	roxies	Number votes (Shares) -	cast	Total Nur of votes through Voting Poll			
129		565940	519	14		9787	71	575733	390	99.9	663%

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(ii) Votes against the resolution:

me vot	mber mbers ted in ting	of e-	Number votes (Shares) Voting	of cast – E	Number members/Pi voted by Pol	Number votes (Shares) -			
	8		1072	2	4	1836	4	19436	0.0337%

(iii) Invalid Votes:

Number o members	of	Number of votes cast (Shares) – E		Number of votes cast (Shares) - Poll	Total Number of votes cast through E-
voted in e voting	<u>-</u>	Voting	voted by Poll		Voting and Poll
NIL		NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 8 : Consent for the Remuneration Paid/Payable to Mrs.Priyadarshini Ragupathy (Special **Resolution**)

(i) Votes in favour of the resolution:

Number of members voted in E- Voting	votes	- 6692 f.C.	Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
120	5659424	12	14	834961	57429203	99.7157%

(ii) Votes against the resolution:

Number	of	Number		Number members/P	of	Number votes		Total Nui of votes			
members voted in	e-	votes (Shares)		voted by Po		(Shares) -		through		valid	votes
voting		Voting						Voting Poll	and	cast	
18		1547	7	4		16217	74	16372	21	0.2	843%

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(iii) Invalid Votes:

Number members voted in voting	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll
NIL	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 9 : Enhancement of Borrowing Limits of the Company up to Rs. 10,000 Crores (Special

Resolution)

(i) Votes in **favour** of the resolution:

members	of E-	Number votes (Shares) Voting	cast	Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
117		565135	534	8	161951	56675485	98.4070%

(ii) Votes against the resolution:

Number members	of		of Number of st members/Proxies		Total Number of votes cast	% of total number of
voted in voting	e-	(Shares) – Voting	E voted by Poll	(Shares) - Poll	through E- Voting and Poll	valid votes cast
22		82257	10	835184	917441	1.5930%

(iii) Invalid Votes:

Number	of	Number of votes	Number of	Number of votes	Total Number of
members		cast (Shares) – E	members/Proxies	cast (Shares) - Poll	votes cast through E-
voted in	e-	Voting	voted by Poll		Voting and Poll
voting					
NIL	_	NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

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Item No. 10: Appointment of Mr.S.R.Tagat as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members	of	Number votes	of cast	Number members/Pr	of	Number votes	of cast	Total Num of votes		% of numbe	
	E-		– E			(Shares) -		through	E- and	valid cast	votes
								Poll			
133		565949	965	17		99682	25	5759179	0	99.9	981%

(ii) Votes against the resolution:

Number of members voted in e-	Number votes (Shares)	cast	Number members/P voted by Po	Number votes (Shares) - Po	cast	_		% of numbe valid	total r of votes
voting	Voting					Voting Poll	and	cast	
5	756		1	310		1066		0.00	19%

(iii) Invalid Votes:

Number members	of			Number of votes cast (Shares) - Poll	Total Number of votes cast through E-
voted in voting	e-	Voting	voted by Poll		Voting and Poll
NIL		NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 11: Appointment of Mr.M.S.Sundara Rajan as an Independent Director (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of	Number of	Number of	Number of	Total Number	% of total
members	votes cast	members/Proxies	votes cast	of votes cast	number of
voted in E- Voting	(Shares) – E Voting	voted by Poll	(Shares) - Poll	through E- Voting and Poll	valid votes cast
131	56594835	17	996825	57591660	99.9981%

BGR ENERGY SYSTEMS LIMITED

(OLD No. 12) NEW NCS H AG RUTINISEREPORT SIVASAILAM STREET + OFF. HABBIBULLAH ROAD T. NAGAR, CHENN



(ii) Votes against the resolution:

Number o	of	Number	of	Number	of	Number	of	Total Nur	nber	% of	total
members		votes ca	ast	members/Pro	xies	votes	cast	of votes	cast	numbe	r of
voted in e voting	<u>9</u> -	(Shares) – Voting	E	voted by Poll		(Shares) - I	Poli	through Voting Poll	E- and	valid cast	votes
5		756		1		310		1066		0.00	19%

(iii) Invalid Votes:

Number members voted in	of e-	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll
voting NIL		NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 12: Appointment of Mr.Gnana Rajasekaran as an Independent Director (Ordinary Resolution)

(i) Votes in fav e	our of the resoluti	on:			
Number of members voted in E- Voting	Number of votes cast (Shares) – E Voting	(2016년) - 1948년 - 1961년 - 1961년 - 1961년 - 1961년 - 1961년 - 1961	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
125	56152996	8	94	56153090	97.5001%

(ii) Votes against the resolution:

Number of members voted in e- voting	votes cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
12	442711	10	997041	1439752	2.4999%

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(OLD NO. 12) NEW NOZBH AGA SCRUTINIZER BORT GROUND FLOOP SIVASAILAM STREET OFF. HABBIBULLAH ROAD T. NAGAR. CHEN



(iii) Invalid Votes:

members	of e-	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll
NIL	NIL NIL		2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 12 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

Item No. 13: Appointment of Mr. Heinrich Bohmer as an Independent Director (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number members voted in Voting	of E-	्र •	cast	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
129		5615392	24	7	93	56154017	97.5017%

(ii) Votes against the resolution:

Number of members voted in e- voting	Number votes (Shares) Voting	cast	Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
9	44179	97	11	997042	1438839	2.4983%

(iii) Invalid Votes:

Number of members voted in e- voting	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll		
NIL			26	26		

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 13 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority

BGR ENERGY SYSTEMS LIMITED

(OLD No. 1228 NEW No. 5 BOM- SCRUTINIZER REPORT GROUND FLOOR SIVASAILAM STREET Ôf F. HABBIBULLAH ROAD T. NAGAR, CHENNAL-17



Item No. 14: Ratification of Remuneration to Mr. R. Vaidhyanathan, Cost Auditor of the Company (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	votes cast		Number of votes cast (Shares) - Poll	Total Number of votes cast through E- Voting and Poll	% of total number of valid votes cast
131	56595043	17	996825	57591868	99.9977%

(ii) Votes against the resolution:

Number o members voted in e voting	votes	cast	Number of members/Proxies voted by Poll	A state of the	Total Number of votes cast through E- Voting and Poll	
9	998	3	1	310	1308	0.0023%

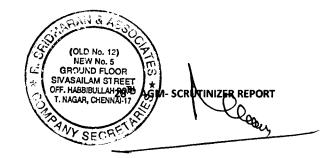
(iii) Invalid Votes:

Number o members	of	Number of votes cast (Shares) – E		Number of votes cast (Shares) - Poll	Total Number of votes cast through E-
voted in e voting	e-				
NIL		NIL	2	26	26

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 14 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.

5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.





R. Sridharan & Associates Company Secretaries

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you, Yours faithfully,

For R. Sridharan & Associates **Company Secretaries**

