FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



Annual Return

(other than OPCs and Small **Companies**)

Form language Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

) * Corporate Identification Number	(CIN) of the company	L40106AP1985PLC005318		
Global Location Number (GLN)	of the company			
* Permanent Account Number (P	AN) of the company	AABCG	i2202J	
i) (a) Name of the company		BGR EN	IERGY SYSTEMS LIMIT	
(b) Registered office address		r		
PLOT NO A5,PANNAMGADUIND RAMAPURAM POST, SULLURPET NELLORE DIST Andhra Pradesh 524401			ŧ	
(c) *e-mail ID of the company		COMPL	IANCE@BGRENERGY.	
(d) *Telephone number with STE) code	044279	948249	
(e) Website		www.b	ogrcorp.com	
ii) Date of Incorporation		18/02/	1985	
V) Type of the Company	Category of the Company		Sub-category of the Co	ompany
Public Company	Company limited by shares		res Indian Non-Government compa	

Yes

No

No

 (\bullet)

(vi) *Whether shares listed on recognized Stock Exchange(s) • Yes \bigcirc

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name				Code	
1	NATIONAL STOCK EXCHANGE OF INDIA LIMITED				1,024	
2	BSE LIMITED			1		
	-	d Transfer Agent I Transfer Agent		U67190MF	11999PTC118368	Pre-fill
	E INDIA PRIVATE I office address	LIMITED of the Registrar and Ti	ransfer Agents]
	-loor, 247 Park, r Shastri Marg, Vi	khroli (West)]
*Financial y	ear From date	01/04/2021		 To date 	31/03/2022	(DD/MM/YYYY)
*Whether A	Annual general r	neeting (AGM) held		Yes 💿	No	
(a) If yes, c	late of AGM					
(b) Due da	te of AGM	30/09/2022				

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities	1
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(c) Whether any extension for AGM granted

(f) Specify the reasons for not holding the same

S.No	Main Activity group code		Business Activity Code		% of turnover of the company
1	F	Construction	F2	Roads, railways, Utility projects	100

⊖ Yes

No

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given 3

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	BGR Boilers Private Limited	U74200TN2009PTC070539	Subsidiary	70
2	BGR Turbines Company Privat	U40300TN2009PTC070541	Subsidiary	74
3	Sravanaa Properties Ltd	U70200TN2002PLC049497	Subsidiary	100

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	100,000,000	72,161,560	72,161,560	72,161,560
Total amount of equity shares (in Rupees)	1,000,000,000	721,615,600	721,615,600	721,615,600

Number of classes

Class of Shares Equity Shares	Authorised capital	lssued capital	Subscribed capital	Paid up capital
Number of equity shares	100,000,000	72,161,560	72,161,560	72,161,560
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	1,000,000,000	721,615,600	721,615,600	721,615,600

1

(b) Preference share capital

Particulars	Authorised capital	lssued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

	Authorised capital	Capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	N	Number of shares			Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	517	72,161,043	72161560	721,615,60(#		
Increase during the year	0	14	14	0	0	0
i. Pubic Issues	0	0	0	0	0	
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	0	0	0	0	0
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify Transfer of shares from IEPF]	14	14			
Decrease during the year	14	0	14	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	
iv. Others, specify Transfer of shares to IEPF	14		14			
At the end of the year	503	72,161,057	72161560	721,615,600	721,615,60	
Preference shares						

At the beginning of the year	0	0	0	0	0	
	J J	Ũ	Ŭ	Ŭ	Ũ	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE661101014

0

(ii) Details of stock split/consolidation during the year (for each class of shares)

Class of shares		(i)	(ii)	(iii)
Before split /	Number of shares			
Consolidation	Face value per share			
After split /	Number of shares			
Consolidation	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

\boxtimes	Nil [Details being provided in a CD/Digital Media]	⊖ Yes	O No	O Not Applicable
	Separate sheet attached for details of transfers	⊖ Yes	🔿 No	

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting						
Date of registration o	f transfer (Date Month Year)					
Type of transfer 1 - Equity, 2- Preference Shares, 3 - Debentures, 4 - Stock						
Number of Shares/ Debentures/ Amount per Share/ Units Transferred Debenture/Unit (in Rs.)						
Ledger Folio of Transferor						
Transferor's Name						
	Surname	middle name	first name			
Ledger Folio of Trans	sferee	<u> </u>				
Transferee's Name						
	Surname	middle name	first name			
Date of registration of transfer (Date Month Year)						

Type of transfer	1 - Equity, 2		1 - Equity, 2	2- Preference Shares,3 - Debentures, 4 - Stock		
Number of Shares/ Debentur Units Transferred	es/			Amount per Share/ Debenture/Unit (in Rs.)		

Ledger Folio of Transferor						
Transferor's Name						
	Surname	middle name	first name			
Ledger Folio of Trans	Ledger Folio of Transferee					
Transferee's Name						

(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year		Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

Type of Securities	Number of	Nominal Value of	Total Nominal	Paid up Value of	Total Paid up Value
Securities	Securities	each Unit	Value	each Unit	
Tatal				,	
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

12,207,005,238

(ii) Net worth of the Company

8,819,503,287

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equi	ty	Preference		
		Number of shares	Percentage	Number of shares	Percentage	
1.	Individual/Hindu Undivided Family					
	(i) Indian	17,318,770	24	0		
	(ii) Non-resident Indian (NRI)	0	0	0		
	(iii) Foreign national (other than NRI)	0	0	0		
2.	Government					
	(i) Central Government	0	0	0		
	(ii) State Government	0	0	0		
	(iii) Government companies	0	0	0		
3.	Insurance companies	0	0	0		
4.	Banks	0	0	0		
5.	Financial institutions	0	0	0		
6.	Foreign institutional investors	0	0	0		
7.	Mutual funds	0	0	0		
8.	Venture capital	0	0	0		
9.	Body corporate (not mentioned above)	36,802,400	51	0		
10.	Others		0	0		
	Total	54,121,170	75	0	0	

Total number of shareholders (promoters)

3

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference		
		Number of shares Percentage N		Number of shares	Percentage	

1.	Individual/Hindu Undivided Family				
	(i) Indian	14,103,909	19.54	0	
	(ii) Non-resident Indian (NRI)	395,095	0.55	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	184,971	0.26	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	731,484	1.01	0	
10.	Others FPI, NBFC, IEPF, TRUST, FORI	2,624,931	3.64	0	
	Total	18,040,390	25	0	0

Total number of shareholders (other than promoters) 80,694

Total number of shareholders (Promoters+Public/ Other than promoters)

80,697

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS (Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	3	3
Members (other than promoters)	78,017	80,697
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category		lirectors at the g of the year		ectors at the end e year	Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	2	1	2	1	0	24
B. Non-Promoter	1	5	1	5	0	0
(i) Non-Independent	1	0	1	0	0	0
(ii) Independent	0	5	0	5	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	3	6	3	6	0	24

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
S.R.TAGAT	01632756	Director	135	
S.A.BOHRA	00791861	Director	0	
M.GOPALAKRISHNA	00088454	Director	0	
GNANAPRAKASAM RA	03194244	Director	0	
JANAKI AMBAT	08991954	Director	0	
ARJUN GOVIND RAGH	02700864	Managing Director	0	
SASIKALA RAGHUPAT	00490686	Director	17,314,450	

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SWARNAMUGI R KAR ⁻	03494012	Whole-time directo	0	
R. RAMESH KUMAR	00176265	Whole-time directo	546	
R. RAMESH KUMAR	AAFPR1688G	Company Secretar	546	
P.R. EASWARKUMAR	AABPE0760G	CFO	355	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

Name	beginning / during	Ichange in designation/	Nature of change (Appointment/ Change in designation/ Cessation)

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held	1				
Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance		
		attend meeting		% of total shareholding	
Annual General Meeting	17/09/2021	79,240	55	75.46	

B. BOARD MEETINGS

*Number of n	neetings held 4				
S. No.	Date of meeting	Total Number of directors associated as on the date of meeting			
		-	Number of directors attended	% of attendance	
1	30/06/2021	9	9	100	
2	13/08/2021	9	9	100	
3	11/11/2021	9	8	88.89	
4	14/02/2022	9	9	100	

C. COMMITTEE MEETINGS

7	
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S. No.	Type of meeting		Total Number of Members as	Attendance			
	mooting	Date of meeting	on the date of the meeting	Number of members attended	% of attendance		
1	Audit Committe	29/06/2021	4	4	100		
2	Audit Committe	13/08/2021	4	4	100		
3	Audit Committe	11/11/2021	4	3	75		
4	Audit Committe	14/02/2021	4	4	100		
5	Nomination &	13/08/2021	4	4	100		
6	Nomination &	08/11/2021	4	4	100		
7	Stakeholders F		3	2	66.67		

D. *ATTENDANCE OF DIRECTORS

	of the director	Board Meetings			Committee Meetings			Whether attended AGM
S. No.		Number of Meetings which director was	Number of Meetings	% of attendance	Number of Meetings which director was	Meetings	% of attendance	held on
		entitled to attend	attended		entitled to attend	attended		(Y/N/NA)
1	S.R.TAGAT	4	4	100	6	6	100	
2	S.A.BOHRA	4	3	75	7	6	85.71	
3	M.GOPALAKF	4	4	100	5	5	100	
4	GNANAPRAK	4	4	100	2	2	100	
5	JANAKI AMBA	4	4	100	0	0	0	
6	ARJUN GOVII	4	4	100	0	0	0	
7	SASIKALA RA	4	4	100	1	1	100	
8	SWARNAMU	4	4	100	5	4	80	
9	R. RAMESH K	4	4	100	0	0	0	

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered



S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	ARJUN GOVIND R		0	0	0	0	0
2	SWARNAMUGI R K		9,603,731	0	0	0	9,603,731
3	R. RAMESH KUMA ₽	WHOLETIME D	16,643,913	0	0	0	16,643,913
	Total		26,247,644	0	0	0	26,247,644
Number o	of CEO, CFO and Comp	bany secretary who	se remuneration d	etails to be entered	1	1	<u>.</u>
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	P.R. EASWAR KUM	CHIEF FINANCI	11,921,403	0	0	0	11,921,403
	Total		11,921,403	0	0	0	11,921,403
Number o	of other directors whose	remuneration deta	ils to be entered			6	<u>.</u>
S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	S.R. TAGAT	DIRECTOR	0	0	0	520,000	520,000
2	S.A.BOHRA	DIRECTOR	0	0	0	420,000	420,000
3	M. GOPALAKRISHI	DIRECTOR	0	0	0	500,000	500,000
4	RAJASEKARAN PR		0	0	0	440,000	440,000
5	SASIKALA RAGHU ₽	DIRECTOR	0	0	0	440,000	440,000
6	JANAKI AMBAT	DIRECTOR	0	0	0	400,000	400,000
	Total		0	0	0	2,720,000	2,720,000

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable Yes O provisions of the Companies Act, 2013 during the year

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS \bigotimes NiI



O No

Name of the		Date of Order			Details of appeal (if any) including present status			
(B) DETAILS OF COMPOUNDING OF OFFENCES NII								
	Name of the court/							

Name of the	Name of the court/ concerned Authority	leaction under which	Amount of compounding (in Rupees)	

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

$oldsymbol{igstar}$	Yes	Ο	No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name	Mr.R.SRIDHARAN
Whether associate or fellow	─ Associate ● Fellow
Certificate of practice number	3239

I/We certify that:

(a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ..

30/06/2020

dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been compiled with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2

2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director	
DIN of the director	
To be digitally signed by	
Company Secretary	
O Company secretary in practice	
Membership number Certi	icate of practice number
Attachments	List of attachments
1. List of share holders, debenture holders	Attach Form MGT - 8 - 2021-22.pdf
2. Approval letter for extension of AGM;	Attach List of shareholders .pdf
3. Copy of MGT-8;	Attach
4. Optional Attachement(s), if any	Attach
	Remove attachment
Modify Check Form	Prescrutiny Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company



Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of Companies (Management and Administration) Rules, 2014]

CERTIFICATE

We have examined the registers, records, books and papers of **BGR Energy Systems Limited** (the Company) bearing CIN: L40106AP1985PLC005318 having its Registered office at A-5, Pannamgadu industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore Dist, Andhra Pradesh – 524 401 as required to be maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended 31st March, 2022.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officers and agents, we certify that:

A. the Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B. during the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1. its status as Listed Company under the Act;
- 2. maintenance of registers/records & making entries therein within the time prescribed therefore;
- 3. a) filing of forms and returns with the Registrar of Companies within the prescribed time;

b) forms and returns filed with the Regional Director, Central Government, Tribunal, or other authorities (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

4. a) calling/ convening/ holding meetings of Board of Directors and its committees and the meetings of the members of the Company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings have been properly recorded in the Minutes Book maintained for the purpose and the same have been signed;

b) Circular Resolutions and resolutions passed by Postal Ballot (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

L65993TN1978PLC007576

- 5. Closure Register of members/ other security holders as the case may be (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- 6. advances/loans to its directors and/or persons or firms or companies referred in Section 185 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- contracts and arrangements with related parties as specified in the provisions of Section 188 of the Act;
- issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances; (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- keeping in abeyance the rights to dividend, right shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- 10.a) transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with Section 125 of the Act;b) declaration/payment of dividend in accordance with Section 125 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- 11. signing of audited financial statements as per the provisions of Section 134 of the Act and Report of Directors is as per sub sections (3), (4) and (5) thereof;
- 12.a) constitution / appointment /re-appointment/retirement / disclosures of the Directors and Key Managerial Personnel and the remuneration paid to them;b) filling up of casual vacancies of Directors (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- 13. appointment/ re-appointment/ filling up casual vacancies as per the provisions of Section 139 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- 14. approval required to be taken from the Court, Central Government, Tribunal, Regional Director, Registrar or such other authorities under the various provisions of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- 15. acceptance/renewal/repayment of deposits (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

L65993TN1978PLC007576

- borrowings from public financial institutions, banks, directors, members and others and creation/ modification/ satisfaction of charges in that respect during the year under review (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- 17. loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of Section 186 of the Act (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);
- alteration of the provisions of Memorandum and Articles of Association of the Company. (NOT APPLICABLE DURING THE YEAR UNDER REVIEW);

For R.SRIDHARAN & ASSOCIATES COMPANY SECRETARIES

CS R.SRIDHARAN CP No.: 3239 FCS No.: 4775 PR.No. 657/2020 UIN: S2003TN063400

PLACE : CHENNAI