



BGR ENERGY SYSTEMS LIMITED

443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA

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BeSec/2017
September 28, 2017

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400051

The Manager,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

NSE Symbol: BGREENERGY

BSE Scrip Code: 532930

Dear Sirs,

Sub: Proceedings of the 31st Annual General Meeting of the Company

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are pleased to forward the proceedings of the 31st Annual General Meeting of the Company held at 3.00 p.m. on Wednesday the September 27, 2017 at the Registered Office of the Company.

We request you to kindly take the same on record.

Thanking you,

Yours truly,
for BGR Energy Systems Limited

A handwritten signature in black ink, appearing to read "R. Ramesh Kumar".

R. Ramesh Kumar
President – Corporate & Secretary

Encl: a.a.

REGISTERED OFFICE:

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULLURPET TALUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA. TEL: 91 44 27948249

Corporate Identity Number: L40106AP1985PLC005318

PROCEEDINGS OF THE 31ST ANNUAL GENERAL MEETING OF BGR ENERGY SYSTEMS LIMITED HELD AT 3.00 P.M. ON SEPTEMBER 27, 2017 AT ITS REGISTERED OFFICE.

Directors present

- Mrs.Sasikala Raghupathy - Chairperson
- Mr.A.Swaminathan - Joint Managing Director & CEO
- Mr.V.R.Mahadevan - Joint Managing Director
- Mr.Arjun Govind Raghupathy - Deputy Managing Director & COO
- Mr. S. R. Tagat - Director &
Chairperson of Audit Committee
- Mr.M.Gopalakrishna - Director & Chairperson of Stakeholders
Relationship Committee
- Mr.Gnana Rajasekaran - Director
- By Invitation** : Mr. G.R. Hari &
Mr.M.S.N.M.Santosh,

Statutory Auditors
Manohar Chowdhry & Associates,
Chartered Accountants,
(Retiring auditors)
- Mrs.Suguna Ravichandran,
N.R.Doraiswami & Co,
Chartered Accountants
(Statutory Auditor appointed at this
meeting)



Mrs.B.Chitra, Partner,
B.Chitra & Co,
Secretarial Auditor

In attendance

: Mr. R. Ramesh Kumar,
President – Corporate & Secretary

Mr. P.R. Easwar Kumar,
President & Chief Financial Officer

Mr.K.S.Raghu
General Manager - Secretarial

Mrs. Sasikala Raghupathy, being the Chairperson of the Board of Directors, took the Chair and stated that necessary quorum was present and commenced the proceedings of the meeting.

Chairperson informed that Mr. S.R. Tagat, Chairperson of the Audit Committee, and Mr. M.Gopalakrishna, Chairperson of Stakeholders Relationship Committee, were present at the meeting. The Chairperson also introduced the other directors, Auditors and the senior management employees who were seated on the dais.

The necessary statutory registers were available at the meeting and kept open for inspection from commencement and until conclusion of the meeting.

Chairperson, with the permission of the members, took the notice convening the 31st Annual general meeting, annual financial statements, Directors report and other reports / certificates for the FY 2016-17 as read.

The Chairperson informed the members that the Auditors' report on the financial statements of the Company for the year ended March 31, 2017 did not have qualifications, reservations or adverse remarks and accordingly the



Auditors report is not required to be read out before the meeting as per the provisions of Companies Act, 2013.

The Chairperson explained the members on the e-voting process. She informed that in terms of the provisions of the Companies Act, 2013 and the rules made thereunder and Regulation 44 of the Securities Exchange and Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company had provided remote e-voting facility to shareholders and for those who had not exercised their vote through remote e-voting facility, physical ballot facility was provided to enable casting their vote at the venue of AGM. Mr.R.Sridharan of Sridharan & Associates, Company Secretaries, Chennai was appointed as Scrutinizer for conducting the remote e-voting and voting process through physical Ballot at the AGM.

All the following resolutions as set out in the Notice of AGM dated August 11, 2017 were transacted at the meeting.

1. Adoption of Standalone Audited Financial Statements, Reports of Auditors and Board of Directors for the year ended March 31, 2017 and Audited Consolidated Financial Statements for the year ended March 31, 2017.
2. Appointment of Mrs. Swarnamugi Karthik as Director, who retires by rotation and being eligible offers herself for re-appointment.
3. Appointment of N.R.Doraiswami & Co, Chartered Accountants as Statutory Auditors from the conclusion of this 31st Annual General Meeting until the conclusion of 36th Annual General Meeting of the Company and the remuneration as determined by the Board.
4. Appointment of Mr.Arjun Govind Raghupathy as a Director of the Company liable to retire by rotation.



5. Appointment of Mr.Arjun Govind Raghupathy as Deputy Managing Director & Chief Operating Officer of the Company.
6. Re-appointment of Mr.V.R.Mahadevan as Joint Managing Director of the Company.
7. Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2017-18.

On completion of physical ballot voting, the Chairperson informed the shareholders that the voting through physical ballot process has been completed successfully and the results of voting on each resolution shall be determined by aggregating the votes of the physical ballot with electronic votes cast by members.

The Chairperson further informed the shareholders that the voting results along with consolidated scrutinizers report shall be placed on the website of the Company, www.bgrcorp.com and website of NSDL at www.evoting.nsdl.com and will be communicated to the stock exchanges within 48 hours of the conclusion of the meeting.

Thereafter, Chairperson thanked the members present and declared the meeting as closed. The meeting concluded at 3.30 p.m.

