



BGR ENERGY SYSTEMS LIMITED
443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA
TEL: 91 44 24301000, 24374000, FAX: 91 44 24360576
Web site: www.bgrcorp.com

August 12, 2024

Listing Compliance Monitoring Team
BSE Limited
Department of Corporate Services
PJ Towers, Dalal Street,
Fort, Mumbai - 400 001

BSE Scrip: 532930

Dear Sir/Madam,

Subject: Clarification- Proceedings/Outcome of the 38th Annual General Meeting of the Company held on August, 09, 2024

Dear Sir(s)/ Madam,

With reference to your email dated 12th August, 2024 for delay in submission of proceedings of the 38th AGM held on 09th August, 2024, we would like to submit that due to the short business hours available and due to technical glitches; there was a slight delay in submission of proceeding of 38th Annual General Meeting (AGM) within 12 hours. The Company had made its best efforts and had submitted the proceedings of AGM within 24 hours.

We would like to emphasize that this delay was unintentional and it was because of this technical issue from the Exchange site. We confirm that no unpublished material information was part of the proceedings of the AGM. We are resubmitting the proceedings along with this clarification regarding delay in submission.

Kindly take the above information on record.

Thanking You,

Yours truly,
For **BGR Energy Systems Limited**

S Sundar
Company Secretary
Encl.: As above

BGR ENERGY SYSTEMS LIMITED

PROCEEDINGS OF THE 38th ANNUAL GENERAL MEETING OF THE COMPANY PURSUANT TO REGULATION 30(2) READ WITH CLAUSE 13 TO PARA A OF PART A OF SCHEDULE III OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, AS AMENDED.

The 38th Annual General Meeting ("AGM") of the Company was held on Friday, August 9, 2024 at 12:30 p.m. (IST) through Video Conferencing (VC).

Smt. Sasikala Raghupathy, Chairperson of the Company occupied the Chair. She welcomed the Members who attended the AGM through VC. She informed the Members that Ministry of Corporate Affairs for the 5th consecutive year has allowed companies, inter-alia, to conduct their Annual General Meeting through Video Conferencing (VC)/Other Audio-Visual Means (OAVM). In line with the provisions of MCA Circulars, we are holding this Annual General Meeting through VC.

The requisite quorum for the AGM was present. The Chairperson requested the Company Secretary to spare few minutes to explain the Members the procedural and technical aspects on conducting of AGM through VC. The Company Secretary briefed Members about the process.

The Chairperson then introduced Members of the Board/Vice-President & Company Secretary who are present in person and also requested other Directors who have joined the AGM through VC to introduce themselves. Members of the Board including the Chairperson of Nomination and Remuneration Committee and Stakeholders Relationship Committee, who have joined the Meeting through VC introduced themselves.

The AGM was attended by Representatives of Statutory Auditors of the Company, Secretarial Auditors, and Practicing Company Secretaries who are the Scrutinizer for the AGM, etc.

The relevant Statutory Registers were kept on the website of the Company for inspection by Members of the Company during the continuance of the AGM.

With the consent of the Members, the Notice of the AGM and Reports of the Directors and Auditors on the Financial Statements of the Company for FY 2023-2024 were taken as read.

The Chairperson then requested Company Secretary to read out the qualifications/remarks made by the Statutory Auditors under section 143(3) of the Companies Act, 2013 in their Audit Report on the financial statements of the Company and Secretarial Auditors in the Secretarial Audit Report for the Financial Year 2023-24 and the response of the Company to the same.

The Company Secretary read out the qualifications and remarks made by the Statutory Auditors and Secretarial Auditors in their respective Reports and the explanation given by the Directors to the same in the Board's Report as contained in Page No. 11 to 13 of the Annual Report.

The Chairperson then requested Company Secretary to explain the process of remote e-voting followed by the Company. The Company Secretary briefed Members the process of remote e-voting followed by the Company.

The Company Secretary also read out the business to be transacted and the Resolutions that are proposed to be passed in the Meeting as indicated below:

S. No.	ITEM	RESOLUTION	MODE OF VOTING
ORDINARY BUSINESS			
1.	ADOPTION OF AUDITED STANDALONE FINANCIAL STATEMENTS	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM
2.	ADOPTION OF AUDITED CONSOLIDATED FINANCIAL STATEMENTS	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM
3.	REAPPOINTMENT OF MR. ARJUN GOVINDRAGHUPATHY (DIN: 02700864) AS DIRECTOR, LIABLE TO RETIRE BY ROTATION AND BEING ELIGIBLE, OFFERS HIMSELF FOR RE-APPOINTMENT	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM
SPECIAL BUSINESS			
4.	APPOINTMENT OF MR. SADASIVAM DEIVANAYAGAM (DIN: 07622466) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE-INDEPENDENT) OF THE COMPANY	Special Resolution	Remote e-voting prior to and e-voting during the AGM
5.	APPOINTMENT OF Mr. KRISHNAMOORTHY MEYYANATHAN (DIN: 07845698) AS AN INDEPENDENT DIRECTOR OF THE COMPANY	Special Resolution	Remote e-voting prior to and e-voting during the AGM
6.	APPOINTMENT OF Mr. SURILISUBBU VASUDEVAN (DIN: 10388399) AS AN INDEPENDENT DIRECTOR (NON-EXECUTIVE-INDEPENDENT) OF THE COMPANY	Special Resolution	Remote e-voting prior to and e-voting during the AGM
7.	APPOINTMENT OF Mr. JEYAKRISHNA GANESAN (DIN: 03208035) AS AN EXECUTIVE DIRECTOR (NON-EXECUTIVE-INDEPENDENT) OF THE COMPANY	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM
8.	APPROVAL FOR CONTINUATION OF APPOINTMENT OF MRS. SASIKALA RAGHUPATHY (DIN: 00490686), CHAIRPERSON, AS NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM

	THE COMPANY		
9.	INCREASE IN THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL ALTERATION TO MEMORANDUM OF ASSOCIATION OF THE COMPANY	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM
10.	RATIFICATION AND APPROVAL OF MATERIAL RELATED PARTY TRANSACTION	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM
11.	RATIFICATION OF COST AUDITOR'S REMUNERATION FOR FY 2024-25	Ordinary Resolution	Remote e-voting prior to and e-voting during the AGM

The Chairperson then invited Members who have registered themselves to be Speakers to speak one by one and pose their queries/questions on the items of business to be transacted at the AGM. Total three (3) Speakers spoke and their queries were inter-alia, on the following areas:

1. Future plans & strategies
2. Financial Performance of the Company
3. Negative EPS
4. Reduction in cost
5. Declaration of dividend
6. Reasons for ESM Stage
7. Request for Hybrid AGM

Queries raised by the Members were answered by Mr. Arjun Govind Raghupathy, Managing Director of the Company.

The Chairperson then informed the Members that e-voting facility is now open for Members who have not casted their votes earlier. Members who have casted their votes earlier were requested not to vote again. Members would need to login through e-voting website and cast their votes. The e-voting facility would remain open for 15 minutes after the AGM to enable Members to cast their votes.

The Chairperson then informed the Members that the combined Final Voting Results i.e. voting through remote e-voting and e-voting done at the AGM shall be received from the Scrutinizer, and thereafter, it shall be communicated to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited within prescribed period of conclusion of AGM.

The results along with report of the Scrutinizer shall also be placed on the website of the Company www.bgrcorp.com and National Securities Depository Limited (NSDL).

As requested by the Chairperson, the Company Secretary proposed vote of thanks.

Chairperson then announced the conclusion of the AGM. Accordingly, the AGM was concluded at 1.01 p.m. (IST). The e-voting module was opened for 15 minutes for voting for the Members who have not cast their votes.