



BGR ENERGY SYSTEMS LIMITED

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E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.com

BeSec/2019
February 16, 2019

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

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

NSE Symbol: BGREENERGY

BSE Scrip Code: 532930

Dear Sirs,

Sub: Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

The Extra - Ordinary General Meeting of the Company was held at 12.15 p.m. on February 15, 2019 at the registered office of the Company. Pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the opportunity was given to all the shareholders of the Company to exercise their right to vote on all the resolutions set out in the Notice of EGM through remote e-voting during the period commencing from February 12, 2019 (9.00 a.m.) to February 14, 2019 (5.00 p.m.) as well as at the EGM Venue through physical ballot.

All the resolutions contained in the Notice of the aforesaid EGM were approved by the requisite majority of shareholders through remote e-voting and physical ballot and accordingly all the resolutions were declared to be passed on February 15, 2019, which is the date of Extra - Ordinary General Meeting of the Company.

The voting results in the prescribed format along with the consolidated scrutinizer's report are enclosed.

We request you to kindly take the same on record.

Thanking you,

Yours truly,
for BGR Energy Systems Limited

R. Ramesh Kumar
President – Corporate & Secretary
Encl : a.a.

REGISTERED OFFICE:

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULLURPET TALLUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA. TEL: 91 44 27948249
Corporate Identity Number : L40106AP1985PLC005318

BGR ENERGY SYSTEMS LIMITED
(REMOTE E-VOTING AND POLL)
DATE OF EGM :15-FEB-2019
DETAILS OF VOTING RESULTS

Date of the EGM	February 15, 2019
Total number of shareholders on record date	84761
No. of Shareholders present in the meeting either in person or through proxy:	63
Promoters and Promoter Group:	3
Public :	60
No. of Shareholders attended the meeting through Video Conferencing:	NOT APPLICABLE FOR THIS EGM
Promoters and Promoter Group:	
Public :	

Agenda-wise disclosure

The mode of voting for all resolutions was through remote e-Voting and at EGM through Ballot Papers

Resolution No. 1	Appointment of Mr. A. Swaminathan as Wholetime Director – Engineering & Construction Business (E & C) of the Company.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	5950001	1524797	25.6268	1524797	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	12090389	338412	2.7990	338346	66	99.98050	0.01950
	Poll		1218	0.0101	1218	0	100.00000	0.00000
TOTAL	TOTAL	72161560	55985597	77.5837	55985531	66	99.99988	0.00012



Resolution No. 2	Re-appointment of Mr. M.Gopalakrishna as an independent director of the Company.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	5950001	1524797	25.6268	1524797	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	12090389	356512	2.9487	356204	308	99.9136	0.0864
	Poll		1218	0.0101	1218	0	100.00000	0.00000
TOTAL	TOTAL	72161560	56003697	77.6088	56003389	308	99.9995	0.0005

Resolution No. 3	Re-Appointment of Mr. S.A.Bohra as an independent director of the Company.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	YES

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	5950001	1524797	25.6268	1524797	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	12090389	356532	2.9489	356224	308	99.9136	0.0864
	Poll		1218	0.0101	1218	0	100.00000	0.00000
TOTAL	TOTAL	72161560	56003717	77.6088	56003409	308	99.9995	0.0005



Resolution No. 4	Re-appointment of Mr. S.R.Tagat as an independent director of the Company.
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	5950001	1524797	25.6268	1524797	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	12090389	356397	2.9478	356089	308	99.9136	0.0864
	Poll		1218	0.0101	1218	0	100.00000	0.00000
TOTAL	TOTAL	72161560	56003582	77.6086	56003274	308	99.9995	0.0005



Consolidated Scrutinizer's Report

15th February, 2019

The Chairperson

BGR Energy Systems Limited,
A-5, Pannamgadu Industrial Estate,
Ramapuram Post, Sullurpet (T),
Nellore Dist,
Andhra Pradesh - 524 401

Ref: Extra-Ordinary General Meeting of the members of BGR Energy Systems Limited

Madam,

I, G. Subramaniam, Company Secretary in Practice, have been appointed as Scrutinizer of the Company by virtue of authority given by the Board of Directors at their meeting held on 9th November, 2018 for the purpose of conducting the remote e-voting process held between Tuesday, February 12, 2019 (9.00 AM) (IST) to Thursday, February 14, 2019 (5.00 PM) (IST) and to conduct the Polling process relating to the Extraordinary General Meeting of the members of the Company, held on Friday, February 15, 2019 at 12.15 p.m. at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District, Andhra Pradesh - 524 401. The shareholders of the Company as on the "cut off" date i.e. Friday, February 8, 2019 were entitled to vote as set out in the notice of the EGM.

I submit herewith my Consolidated Scrutinizer's Report as under:

1. After the announcement of the poll by the Chairperson, one ballot box kept for polling was placed and locked in my presence with due identification mark placed by me.
2. After the time fixed for closing of the poll, the locked ballot box was opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I have scrutinized and reviewed the voting at the conclusion of EGM. Subsequently, I have unblocked the votes cast through remote e-voting in the presence of Mr. K. Satheesh and Mr. R. Akash who are the witnesses and were not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the National Securities Depository Limited [NSDL].
4. The consolidated result (Remote E-voting and Poll) of the said Resolutions voted are as under:

EGM – CONSOLIDATED SCRUTINIZER'S REPORT - BGR ENERGY SYSTEMS LIMITED



Item No. 1 – Appointment of Mr. A. Swaminathan (DIN : 00673790) as Whole time Director – Engineering and Construction Business (E & C) of the Company (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
90	55984313	16	1218	55985531	99.9999

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
2	66	0	0	66	0.0001

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

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



Item No. 2 – Re-appointment of Mr. M. Gopalakrishna (DIN: 00088454) as an Independent Director of the Company (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
90	56002171	16	1218	56003389	99.9995

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
3	308	0	0	308	0.0005

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

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

[Handwritten Signature]


Item No. 3 – Re-appointment of Mr. S.A. Bohra (DIN: 00791861) as an Independent director of the Company (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
91	56002191	16	1218	56003409	99.9995

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
3	308	0	0	308	0.0005

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

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



Item No. 4 – Re-appointment of Mr S.R.Tagat (DIN: 01632756) as an independent director of the company (Special Resolution)

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

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
90	56002056	16	1218	56003274	99.9995

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
3	308	0	0	308	0.0005

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	NIL	NIL	NIL	NIL

RESULT:

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



5. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" each resolution is enclosed.

6. The electronic data relating to remote e-voting, poll papers and all other relevant records is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairperson considers, approves and signs the minutes of the Extra ordinary General Meeting.

**Thanking you,
Yours faithfully,**



**CS G. Subramaniam
Company Secretary in Practice
ACS No. 11194
CP No. 8669**

