



BGR ENERGY SYSTEMS LIMITED

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BeSec/2020
September 18, 2020

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: Proceedings of the 34th 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 34th Annual General Meeting of the Company held at 3.00 p.m. on Thursday the September 17, 2020 through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

We request you to take the same on record.

Thanking you,

Yours truly,
for BGR Energy Systems Limited

R. Ramesh Kumar
Director & 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 34TH ANNUAL GENERAL MEETING OF BGR ENERGY SYSTEMS LIMITED HELD AT 3.00 P.M. ON SEPTEMBER 17, 2020 HELD THROUGH VIDEO CONFERENCING/OTHER AUDIO VISUAL MEANS.

Directors present

- Mrs.Sasikala Raghupathy - Chairperson
- Mr.Arjun Govind Raghupathy - Managing Director
- Mr.R.Ramesh Kumar - Director & Secretary
- Mrs.Swarnamugi R Karthik - Director – Corporate Strategy
- Mr.M.Gopalakrishna - Independent Director & Chairperson of Stakeholders and Relationship Committee
- Mr.S.A.Bohra - Independent Director & Chairperson of Nomination and Remuneration Committee
- Mr.S.R.Tagat - Independent Director & Chairperson of Audit Committee
- Mr.Gnana Rajasekaran - Independent Director

By Invitation

- : Mrs.Suguna Ravichandran, Partner,
N.R.Doraiswami & Co,
Chartered Accountants,
Statutory Auditors

Mr.V.Suresh, Secretarial Auditor



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

Mr.K.S.Raghu
General Manager – Secretarial

Mr.R.Sridharan,
M/s. R.Sridharan & Associates,
Scrutinizer

Mrs.Sasikala Raghupathy, being the Chairperson of the Board of Directors, took the Chair and welcomed the Directors and Shareholders to the 34th Annual General Meeting through Video Conferencing / Other Audio Visual Means. Chairperson informed that in view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No.20/2020 dated May 5, 2020 read with General Circular No.14/2020 dated April 8, 2020 and also the General Circular No.17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through Video Conference (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company was held through VC / OAVM.

The necessary statutory registers were available for the shareholders for inspection through a weblink created by the Company and provided through NSDL and kept open for inspection from commencement and until conclusion of the meeting.



Chairperson informed that all of her colleagues on the Board, CFO, Statutory Auditor and the Scrutinizer were present in the Video Conference and stated that necessary quorum was present and commenced the proceedings of the meeting.

Chairperson, took the notice convening the 34th Annual general meeting, annual financial statements, Directors report and other reports / certificates for the FY 2019-20 as read.

The Chairperson informed the members that the Auditors' report on the financial statements of the Company and the Secretarial Audit Report for the year ended March 31, 2020 did not have qualifications, reservations or adverse remarks and accordingly the Auditors reports are not required to be read out before the meeting as per the provisions of Companies Act, 2013.

Then the Chairperson invited the speaker shareholders registered with the Company to address questions if any and to speak. The queries raised by the shareholders were replied by the Director & Company Secretary and the Chief Financial Officer on behalf of Chairperson and the Board.

The Chairperson explained the e-voting process to the members. 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, e-voting facility was provided at the AGM to enable casting their vote. Mr.R.Sridharan of Sridharan & Associates, Company Secretaries, Chennai was appointed as Scrutinizer for conducting the remote e-voting and e-voting at the AGM.



All the following resolutions as set out in the Notice of AGM dated August 11, 2020 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, 2020 and Audited Consolidated Financial Statements for the year ended March 31, 2020.
2. Appointment of Mr.Arjun Govind Raghupathy who retires by rotation as a Director of the Company.
3. Appointment of Mr. R.Ramesh Kumar as a Director of the Company.
4. Appointment of Mr.R.Ramesh Kumar as Whole Time Director of the Company.
5. Waiver of recovery of excess remuneration paid to Mr.A.Swaminathan, Director –Engineering & Construction Business during the FY 2019-20.
6. Waiver of recovery of excess remuneration paid to Mr.V.R.Mahadevan, Joint Managing Director during the FY 2019-20.
7. Waiver of recovery of excess remuneration paid to Mrs.Swarnamugi R Karthik, Director – Corporate Strategy during the FY 2019-20.
8. Waiver of recovery of excess remuneration paid to Mr.Arjun Govind Raghupathy, Deputy Managing Director & COO during the FY 2019-20.
9. Approval of payment of Minimum remuneration to Mr.Arjun Govind Raghupathy, Managing Director for rest of his tenure of appointment.
10. Approval of payment of Minimum remuneration to Mrs.Swarnamugi R Karthik, Director –Corporate Strategy for rest of her tenure of appointment.
11. Approval of payment of Minimum remuneration to Mr.V.R.Mahadevan, Joint Managing Director for rest of his tenure of appointment.



12. Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2020-21.

The Chairperson informed the shareholders that the e-voting at the AGM will be available to the shareholders who have not cast their votes in the remote e-voting till 15 minutes after the AGM and the results of voting on each resolution shall be determined by aggregating the votes of the remote evoting successfully completed and e-voting at the AGM 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 her colleagues on the Board, shareholders, auditors, scrutinizer, NSDL team and executives of the Company for their participation in the meeting and declared the meeting as closed. The meeting concluded at 3.25 p.m.

