



BGR ENERGY SYSTEMS LIMITED
443 ANNASALAI, TEYNAMPET, CHENNAI 600018 INDIA
TEL: 91 44 24301000 FAX: 91 44 24360576
E-mail: compliance@bgrenergy.com Web site: www.bgrcorp.com

BeSec/2019
August 15, 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: Proceedings of the 33rd 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 33rd Annual General Meeting of the Company held at 3.00 p.m. on Wednesday the August 14, 2019 at the Registered Office of the Company.

We request you to take the same on record.

Thanking you,

Yours truly,
for BGR Energy Systems Limited

R. Ramesh Kumar
President – Corporate & Secretary

Encl: a.a.

**PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF
BGR ENERGY SYSTEMS LIMITED HELD AT 3.00 P.M. ON
AUGUST 14, 2019 AT ITS REGISTERED OFFICE.**

Directors present

Mrs.Sasikala Raghupathy	-	Chairperson
Mr.V.R.Mahadevan	-	Joint Managing Director
Mrs.Swarnamugi R Karthik	-	Director – Corporate Strategy
Mr.Arjun Govind Raghupathy	-	Deputy Managing Director & COO
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.Vignesh Balaji R,
Representative of Mr.V.Suresh
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



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

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 is present at the meeting. The Chairperson also introduced the other directors, Auditor 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 33rd Annual general meeting, annual financial statements, Directors report and other reports / certificates for the FY 2018-19 as read.

The Chairperson informed the members that the Auditors' report on the financial statements of the Company for the year ended March 31, 2019 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. Then the Chairperson invited queries from the members and the queries raised by the shareholders were replied by the Company Secretary 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, 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 July 04, 2019 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, 2019 and Audited Consolidated Financial Statements for the year ended March 31, 2019.
2. Appointment of Mr.V.R.Mahadevan who holds office as an additional director up to the date of annual general meeting as a Director in the place of Mr.A.Swaminathan who retires by rotation and does not offer himself for re-appointment.
3. Appointment of Mr.V.R.Mahadevan as Joint Managing Director of the Company.
4. Re-appointment of Mr.Gnana Rajasekaran as an independent director of the Company.
5. Waiver of recovery of excess remuneration paid to Mr.A.Swaminathan, Director –Engineering & Construction Business during the FY 2018-19.
6. Waiver of recovery of excess remuneration paid to Mr.V.R.Mahadevan, Joint Managing Director during the FY 2018-19.
7. Waiver of recovery of excess remuneration paid to Mrs.Swarnamugi R Karthik, Director – Corporate Strategy during the FY 2018-19.
8. Waiver of recovery of excess remuneration paid to Mr.Arjun Govind Raghupathy, Deputy Managing Director & COO during the FY 2018-19.



9. Approval of Remuneration payable to Executive Directors of Promoter Group exceeding the limits provided in sub-regulation (6)(e) of Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
10. Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2019-20.

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 3.35 p.m.

