

**BGR ENERGY SYSTEMS LIMITED**

443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA

TEL: 91 44 24301000 FAX: 91 44 24360576

E-mail: [compliance@bgrenergy.com](mailto:compliance@bgrenergy.com) Web site: [www.bgrcorp.com](http://www.bgrcorp.com)

BeSec/202/2023  
May 30, 2023

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

BSE Limited  
Department of Corporate Services  
P J Towers, Dalal Street,  
Fort, Mumbai- 400001

**NSE Symbol: BGREENERGY****BSE Scrip: 532930**

Dear Sir,

Sub: **Annual Secretarial Compliance Report for the year ended March 31, 2023.**

Pursuant to Regulation 24A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI circular CIR/CFD/CMD1/27/2019 dated 08.02.2019, we enclose Annual Secretarial Compliance Report for the year ended 31st March, 2023 issued by Mr A Mohan Kumar, Practicing Company Secretary.

Kindly take the same on your record.

Thanking you,

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

**RAGHUPAT  
HY ARJUN  
GOVIND**

Digitally signed by RAGHUPATHY ARJUN GOVIND  
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postalCode=600018, st=TAMIL NADU,  
serialNumber=c2731b7e0b609a4d771dad794cc094683  
8b5d2881b3a049ca07a5a64767ee9,  
cn=RAGHUPATHY ARJUN GOVIND  
Date: 2023.05.30 19:33:56 +05'30'

**Arjun Govind Raghupathy  
Managing Director**

Encl.: As above

**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**





**SECRETARIAL COMPLIANCE REPORT**  
**OF**  
**BGR ENERGY SYSTEMS LIMITED FOR THE YEAR ENDED 31.03.2023**  
*[Pursuant to Regulation 24A (2) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

To,  
**BGR ENERGY SYSTEMS LIMITED,**  
**Plot No A5, Pannamgadu Industrial Estate,**  
**Ramapuram Post, Sullurpet (T), Nellore Dist,**  
**Andhra Pradesh -524401.**

I, A. Mohan Kumar, Practicing Company Secretary, have examined:

(a) all the documents and records made available to me and explanations/representations provided by **BGR ENERGY SYSTEMS LIMITED** Corporate Identification Number **L40106AP1985PLC005318** ("the listed entity");

(b) the filings/ submissions made by the listed entity to the BSE Limited (BSE) and National Stock Exchange of India (NSE), where its equity shares are listed ("the stock exchanges"); with Scrip Code/Symbol of "**532930**" and "**BGREENERGY**" respectively;

(c) website of the listed entity; and

(d) any other documents/ filings, as may be relevant, which has been relied upon to make this certification

**for the financial year ended 31.03.2023** ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");



**The Specific Regulations**, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018-***The Company has not issued any shares/security during the financial year under review and hence not applicable;***
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 - ***The Company has not bought back any of its securities during the financial year under review and hence not applicable;***
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021-***Not Applicable to the Company during the financial year under review;***
- (f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - ***During the financial year under review the Company has not issued any Non-Convertible Securities and hence not applicable;***
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars/guidelines issued there-under; and based on the above examination, **I hereby report that**, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of the matters specified below.



S. No.	Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)	Deviations	Action Taken By and Type of action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
1.	<u>Regulation – 23(4) of SEBI LODR Regulations, 2015:</u>  All material related party transactions and subsequent material modifications shall require prior approval of the shareholders.	The Company has not obtained the prior approval for the material related party transactions i.e. Unsecured Loan from Managing Director – Mr. Arjun Raghupathy.	-	Prior Approval of Board, Audit Committee and shareholders for the Material Related Party Transaction was not obtained.	NIL	The Company has subsequently obtained the ratification and approval of the shareholders for this material related party transaction at the AGM held on 29.09.2022.	Subsequently the Audit Committee, Board and Members ratified the same.
2.	<u>Regulation – 24(1) of SEBI LODR Regulations, 2015:</u>  An Independent Director or of the Company shall be appointed in the Board of the Material subsidiary	As per the Financials as on 31.03.2022, M/s. Sravanaa Properties Ltd & M/s. BGR Turbines Pvt Ltd are Material subsidiary for the Company. But an Independent Director of the Company is yet to be appointed in their Board.	-	Non appointment of an Independent Director in the Board of the Material subsidiary	NIL	The Company has identified the Material Unlisted Subsidiary and is in the process of appointment of Independent Director in the Board of Material Unlisted Subsidiaries.	The said Regulation is silent on the due date for the appointment and the Company is in the process of appointing an Independent Director of the Company in the Board of Material Unlisted Subsidiaries
3.	<u>Regulation 30 (6) read with Para A of Part A of Schedule III (Point 12) of SEBI LODR Regulations, 2015</u>  Issuance of notice to shareholders, advertisements in the media are to be intimated to Stock Exchanges within 24 hours of the event	The Newspaper Advertisement for AGM was given on 27/08/2022 and was intimated to Stock Exchanges on 30/08/2022.	-	-	NIL	There has been a delay of 2 days in the intimation of AGM advertisement to the stock exchange.	The newspaper publication was done on 27/08/2022 and it was disclosed to stock exchanges on 30/08/2023. Due date for disclosure is 29/08/2023. The copies of newspaper advertisement were received by the company on 30.08.2023.
4.	<u>Regulation – 46(2) (s) of SEBI LODR Regulations, 2015</u>  The Company shall place on its website	Only Unaudited Financials of M/s. BGR Boilers Pvt Ltd and M/s. BGR Turbines Pvt Ltd (FY 2021-22) were	-	Non – Disclosure of Subsidiaries Audited Financials in the	NIL	As per the reply given by the management, only the unaudited	Only unaudited financial statements was made available to the Company by its subsidiaries.



the separate audited financial statements of each subsidiary of the listed entity in respect of a relevant Financial Year uploaded at least 21 days prior to the date of the AGM which has been called to inter alia consider accounts of that financial year.	placed on the website of the Company for the FY 2021-2022 and FY 2020-2021.		Company's Website		Financial statements were made available to the Company	
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(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

S. No.	Compliance Requirement (Regulations/ Circulars/ guideline including specific clause)	Deviations	Action Taken By and Type of action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response
NIL							

(d) The listed entity has taken the following actions to comply with the observations made in previous reports issued for the financial year **31.03.2022**:

S. No.	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended 31.03.2022	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity



1.	Regulation – 46(2) (s) of SEBI LODR Regulations, 2015 states that the Company shall place on its website the separate audited financial statements of each subsidiary of the listed entity in respect of a relevant Financial Year uploaded at least 21 days prior to the date of the AGM which has been called to inter alia consider accounts of that financial year.	Only Unaudited Financials of M/s. BGR Boilers Private Limited and M/s.BGR Turbines Private Limited (FY 2020-21) were placed on the website of the Company for the FY 2020-2021 and FY 2019-2020.	No Action taken by the Company and the violation persists.	As per the reply given by the management, only the unaudited Financial statements were made available to the Company.
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(e) The Additional Affirmations to be provided based on the Circulars issued by the Recognized Stock Exchanges in consultation with SEBI are as follows:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standards</u>  The compliances of listed entities are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI)	Yes	-
2.	<u>Adoption and timely updation of the Policies:</u>  • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities  • All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI	Yes	-
3.	<u>Maintenance and disclosures on Website:</u>  • The Listed entity is maintaining a functional	Yes	-



	<p>website</p> <ul style="list-style-type: none"> <li>• Timely dissemination of the documents/ information under a separate section on the website</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website</li> </ul>	<p>Yes</p> <p>Yes</p>	
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	<p>Yes</p>	-
5.	<p><u>To examine details related to Subsidiaries of listed entities:</u></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	<p>Yes</p>	<p>The Company is in the process of appointing the Independent Director to the Board of Material Unlisted Subsidiaries of the Company.</p>
6.	<p><u>Preservation of Documents:</u></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015</p>	<p>Yes</p>	-
7.	<p><u>Performance Evaluation:</u></p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations</p>	<p>Yes</p>	-



8.	<p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee</p>	<p>No</p> <p>Yes</p>	<p>The Company has not obtained the Prior Board, Audit Committee and Shareholders Approval for Unsecured Loan from Managing Director. However, the Material Related Party Transaction has been ratified in the AGM held on 29.09.2022.</p>
9.	<p><u>Disclosure of events or information:</u></p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	<p>Yes</p>	<p>The Newspaper Advertisement for AGM was made on 27/08/2022 and was intimated to Stock Exchanges on 30/08/2022.</p>
10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6)SEBI (Prohibition of Insider Trading) Regulations, 2015</p>	<p>Yes</p>	<p>-</p>
11.	<p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder</p>	<p>NIL</p>	<p>-</p>
12.	<p><u>Additional Non-compliances, if any:</u></p> <p>No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>	<p>Yes</p>	<p>Some Designated Persons have traded the Securities of the Company during the trading window closure. The Violations by Designated Persons have been duly intimated to the Stock Exchanges and SEBI,</p>



			the profits or gains from such transactions have been duly transferred to IEPF (SEBI Investor Protection Fund)
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**For Mohan Kumar & Associates**

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MOHAN KUMAR  
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**A. Mohan Kumar**

Practicing Company Secretary

Membership Number: FCS 4347

Certificate of Practice Number: 19145

*Peer review Certificate No. 2205/2022*

UDIN: F004347E000412139

Place: Chennai

Date: 30-05-2023

This Report is to be read with my testimony of even date that is annexed as **Annexure A** and forms an integral part of this report.



## **Annexure A**

**To**

**BGR ENERGY SYSTEMS LIMITED**

**Plot No A5, Pannamgadu Industrial Estate,  
Ramapuram Post, Sullurpet (T), Nellore Dist,  
Andhra Pradesh -524401.**

**My Secretarial Compliance Report of even date for the financial year ended 31<sup>st</sup> March 2023 is to be read along with this Annexure.**

1. The management of the listed entity is responsible for maintenance of records and compliance with the provisions of the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI").
2. I have followed the audit practices and processes as were considered appropriate to obtain reasonable assurance about the correctness of the contents of the said records.
3. While forming an opinion on compliance and issuing this report, I have taken an overall view based on the compliance process and procedures followed by the listed entity, and have considered compliance related actions taken by the listed entity after 31<sup>st</sup> March 2023, but before the issue of this report.
4. I have considered compliance related actions taken by the listed entity based on independent legal/profession opinion obtained, as being in compliance with law, wherever there was scope for multiple interpretations. We have relied on confirmations by the listed entity and its representatives for the purposes of reporting as to the actions, if any, taken against the listed entity, its promoters or directors, by SEBI or the stock exchanges under the SEBI or the SCRA.
5. I have verified the records furnished to us/me on a test basis to see whether the correct facts are reflected therein. I have also examined the compliance procedures followed by the listed entity on a test basis. We believe that the processes and practices I followed provide a reasonable basis for our opinion.
6. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.



7. Wherever required, I have obtained the Management representation about the Compliance of laws, rules, regulations, circulars and guidelines issued by SEBI under SEBI Act and SCRA and the happening of events etc.
8. The Secretarial Compliance report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For Mohan Kumar & Associates**

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MOHAN KUMAR  
Date: 2023.05.30  
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A. Mohan Kumar

Practicing Company Secretary

Membership Number: FCS 4347

Certificate of Practice Number: 19145

*Peer review Certificate No. 2205/2022*

UDIN: F004347E000412139

Place: Chennai

Date: 30-05-2023