



BGR ENERGY SYSTEMS LIMITED

443 ANNA SALAI, TEYNAMPET, CHENNAI 600018 INDIA

TEL: 91 44 24301000 FAX: 91 44 24360576

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

BeSec/202/2022
May 18,2022

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

BSE Limited
Department of Corporate Services
P J Towers, Dalal Street,
Fort, Mumbai- 400001
BSE Scrip: 532930

Dear Sirs,

Sub: Secretarial Compliance Report for the year ended March 31,2022

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations,2015, we herewith enclose secretarial compliance report for the year ended March 31,2022 issued by Mr. A Mohan Kumar, Practicing Company Secretary.

This is for your information and record.

Thanking You,

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



**R Ramesh Kumar
Director & Secretary**

Enclosure: As above

REGISTERED OFFICE:

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULURPET 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 31-03-2022**

I have examined:

- (a) all the documents and records made available to us and explanation provided by BGR Energy Systems Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification,

For the year ended 31-03-2022 ("Review Period") in respect of compliance with the provisions of:

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) 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; (Not Applicable to the Company during the Review Period);
- (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 (Not Applicable to the Company during the Review Period);
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;(Not Applicable to the Company during the Review Period);
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the Review Period);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013; (Not Applicable to the Company during the Review Period);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

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 matters specified below:-

S. No.	Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
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 annual general meeting 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.	As per the reply given by the management, only the unaudited Financial statements were made available to the Company.

It is noted that the Company has two unresolved investor complaints and is pending for adjudication before Civil court and consumer Forum.

- (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.	Actions taken by	Details of Violation	Details of action taken	Observations/Remarks of the Practicing Company Secretary, if any.
NIL				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practicing Company Secretary in the previous reports.	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	BGR comes under the top 1000 listed entities but hasn't appointed an independent women director as on 01-04-2020 till 14-12-2020. NSE has levied a fine of Rs. 10,79,700 for the non-compliance.	31.03.2021	The Company has appointed Ms. Janaki Ambat on 14.12.2020 and has duly complied with the SEBI Regulations.	The Company was in the process of searching for the independent director and the delay was due to Covid 19 pandemic.

For Mohan Kumar & Associates

ARAVAMUDHAN MOHAN KUMAR
 Digitally signed by ARAVAMUDHAN MOHAN KUMAR
 Date: 2022.05.18 10:29:30 +05'30'

A. Mohan Kumar
 Practicing Company Secretary
 Membership Number: FCS4347
 Certificate of Practice Number: 19145
 UDIN: F004347D000337977

Place: Chennai
 Date: 18.05.2022