



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/2021
June 28, 2021

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: Annual Secretarial Compliance Report for the financial year ended 31st March 2021.

Pursuant to Regulation 24 A(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are filing herewith the Annual Secretarial Compliance Report issued to the Company by Mr A. Mohan Kumar, Practicing Company Secretary in the specified form for the financial year ended 31st March, 2021.

We request you to take the above 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, 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 31-03-2021**

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 31-03-2021 ("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 17 (1) of SEBI (LODR) Regulations, 2015 - The Board of directors of the top 1000 listed entities shall have at least one independent woman director by April 1, 2020.	We note that 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.	We understand that the company is in the process of searching the independent director and there was a delay due to Covid 19 Pandemic and appointed Ms. Janaki C Ambaton 14-12-2020 to comply with the SEBI regulations.

- (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.
1.	NSE	The Board of directors of the top 1000 listed entities must have at least one independent woman director by April 1, 2020. But the Company has not complied with the same.	NSE has levied a fine of Rs. 10,79,700 to the company.	The listed entity has appointed Independent Women director on 14-12-2020 to comply with the SEBI regulations.

- (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 19-20	Actions taken by the listed entity, if any.	Comments of the Practicing Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

For Mohan Kumar & Associates

ARAVAMUDHAN MOHAN KUMAR
 Digitally signed by
 ARAVAMUDHAN
 MOHAN KUMAR
 Date: 2021.06.28
 12:33:58 +05'30'

A. Mohan Kumar
 Practicing Company Secretary
 Membership Number: FCS4347
 Certificate of Practice Number: 19145
 UDIN: F004347C000525857

Place: Chennai
 Date: 28.06.2021