



BGR ENERGY SYSTEMS LIMITED
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BeSec/2019
February 16, 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 Extra - Ordinary 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 Extra - Ordinary General Meeting of the Company held at 12.15 p.m. on Friday the February 15, 2019 at the Registered Office of the Company.

We request you to kindly 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 EXTRA-ORDINARY GENERAL MEETING OF
BGR ENERGY SYSTEMS LIMITED HELD AT 12.15 P.M. ON
FEBRUARY 15, 2019 AT ITS REGISTERED OFFICE.**

Directors present

- Mrs.Sasikala Raghupathy - Chairperson
- Mr.Arjun Govind Raghupathy - Deputy Managing Director & COO
- Mr.S.R.Tagat - Independent Director &
Chairperson of Audit Committee
- Mr.M.Gopalakrishna - Independent Director &
Chairperson of Stakeholders Relationship
Committee
- Mr.Gnana Rajasekaran - Independent Director
- Heinrich Bohmer - Independent Director

In attendance

- : Mr.R.Ramesh Kumar,
President – Corporate & Secretary
- Mr.K.S.Raghu
General Manager – Secretarial
- Mr.G.Subramaniam,
Practicing Company Secretary,
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, and Mr.M.Gopalakrishna, Chairperson of Stakeholders Relationship Committee, were present at the meeting. The Chairperson also introduced the other directors and the senior management employees who were present in the meeting.

Chairperson, with the permission of the members, took the notice convening the extra-ordinary general meeting as read.

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 EGM. Mr.G.Subramaniam, Practicing Company Secretary was appointed as Scrutinizer for conducting the remote e-voting and voting process through physical Ballot at the EGM.

All the following resolutions as set out in the Notice of EGM dated January 02, 2019 were transacted at the meeting.

1. Appointment of Mr.A.Swaminathan as Wholetime Director – Engineering & Construction Business (E & C) of the Company for a period of one year from October 01, 2018.



2. Re-appointment of Mr.M.Gopalakrishna as an independent director of the Company for a second term of five consecutive years from April 01, 2019.
3. Re-appointment of Mr.S.A.Bohra as an independent director of the Company for a second term of five consecutive years from April 01, 2019.
4. Re-appointment of Mr.S.R.Tagat as an independent director of the Company for a second term of five consecutive years from April 01, 2019.

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 1.00 p.m.

