



Format for Disclosures under Regulation 10(6) - Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1. Name of the Target Company (TC)	BGR ENERGY SYSTEMS LIMITED [NSE SCRIP NAME:BGRENERGY; BSE SCRIP CODE: 532930]																		
2. Name of the acquirer(s)	BGR Investment Holdings Company Limited																		
3. Name(s) of the Stock Exchange(s) where the shares of the TC are Listed	(a) BSE Limited; and (b) National Stock Exchange of India Limited																		
4. Details of the transaction including rationale, if any, for the transfer /acquisition of shares.	<p>The details of shares held by BGR Investment Holdings Company Limited (“Acquirer / BGR IHL / Transferee”) and the Sellers / Transferors, namely Priya Securities Private Limited (“Priya Securities”), Vani Securities Private Limited (“Vani Securities”), and Arjun Securities Private Limited (“Arjun Securities”) in the TC as on 19/03/2014 are as follows :</p> <table border="1"><thead><tr><th>Name of the Shareholder</th><th>No. of Shares</th><th>% to total capital</th></tr></thead><tbody><tr><td>BGR Investment Holdings Company Limited</td><td>86,40,000</td><td>11.97</td></tr><tr><td>Priya Securities Private Limited</td><td>86,40,000</td><td>11.97</td></tr><tr><td>Vani Securities Private Limited</td><td>54,28,080</td><td>7.52</td></tr><tr><td>Arjun Securities Private Limited</td><td>45,40,320</td><td>6.29</td></tr><tr><td>Total</td><td>2,72,48,400</td><td>37.76</td></tr></tbody></table> <p>The Hon’ble High Court of Judicature at Madras (“Hon’ble High Court”) vide its Order No.1968 passed on 03/03/2014 sanctioned the Scheme of Amalgamation (“said Scheme”) with effect from 01/04/2013 (Appointed Date), which provides for</p>	Name of the Shareholder	No. of Shares	% to total capital	BGR Investment Holdings Company Limited	86,40,000	11.97	Priya Securities Private Limited	86,40,000	11.97	Vani Securities Private Limited	54,28,080	7.52	Arjun Securities Private Limited	45,40,320	6.29	Total	2,72,48,400	37.76
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		<p>amalgamation of Priya Securities, Vani Securities and Arjun Securities with BGR IHL. The said Scheme is operative from 19/03/2014, being the effective date (i.e. date of filing the e-Forms containing the certified true copy of the order of the Hon'ble High Court by the Acquirer and the Sellers / Transferors with the Registrar of Companies, Tamil Nadu, Chennai).</p> <p>As per the said Scheme, the shares held by Priya Securities, Vani Securities and Arjun Securities in the TC be transferred and / or deemed to be transferred to and vested in BGR IHL.</p>			
5.	Relevant regulation under which the acquirer is exempted from making open offer	Sub-clause (iii) of clause (d) of sub-regulation (1) of Regulation 10			
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10(5) and if so, <ul style="list-style-type: none"> - Whether disclosure was made and whether it was made within the timeline specified under the regulations. - Date of filing with the stock exchange(s). 	No			
7.	Details of the acquisition	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made		
a.	Name of the transferor/seller	Not Applicable	Not Applicable		
b.	Date of acquisition	Not Applicable	Not Applicable		
c.	Number of shares/voting rights in respect of the acquisitions from each person mentioned in 7(a) above	Not Applicable	Not Applicable		
d.	Total shares proposed to be acquired/actually acquired as a % of diluted share capital of TC	Not Applicable	Not Applicable		
e.	Price at which shares are proposed to be acquired / actually acquired	Not Applicable	Not Applicable		
8.	Shareholding details	Pre-Transaction		Post - Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
a.	Each Acquirer / Transferee (*)				
	BGR Investment Holdings Company Limited	86,40,000	11.97	2,72,48,400	37.76





b.	Each Seller / Transferor				
	Priya Securities Private Limited	86,40,000	11.97	---	---
	Vani Securities Private Limited	54,28,080	7.52	---	---
	Arjun Securities Private Limited	45,40,320	6.29	---	---

For BGR Investment Holdings Company Limited

Vaani Raghupathy
Vaani Raghupathy
Managing Director



Place : Chennai
Date : March 21, 2014

Note

- (*) Shareholding of each entity shall be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.
