



**BGR ENERGY SYSTEMS LIMITED**

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BeSec/031/15  
September 25, 2015

BSE Limited  
Department of Corporate Services  
P.J. Towers, Dalal Street  
Mumbai - 400 001

FAX No. 022 - 2272 2037

Dear Sirs,

Sub: Disclosure of voting results of 29<sup>th</sup> AGM of the company held on September 24, 2015 as per Clause 35A of the Listing Agreement

Ref: Scrip Code – 532930

We are pleased to inform that the 29<sup>th</sup> Annual General Meeting (AGM) of the Company was held on September 24, 2015 at 3.00 p.m. at its Registered Office at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District, Andhra Pradesh - 524 401 to transact the business set out in the Notice dated August 03, 2015.

As required under the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, facility of remote e-voting and through physical ballot (for members as on the cut-off date and who have not cast their vote through e-voting, but present in person or by proxy at the meeting), on the resolutions set out in the notice dated August 03, 2015 of the Annual General Meeting was provided to the shareholders. The remote e-voting was held from September 21, 2015 to September 23, 2015 and the voting through physical ballot was conducted at the meeting held yesterday.

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A handwritten signature in blue ink, consisting of a stylized 'S' followed by a horizontal line.

**REGISTERED OFFICE:**

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULLURPET TALUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA  
TEL: 91 44 27900181, 27948549 FAX: 91 44 27948249  
Corporate Identity Number: L40106AP1985PLC005318

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The Scrutiniser M/s.R.Sridharan & Associates submitted their report and all the resolutions as per the Notice of AGM dated August 03, 2015 were declared as duly passed by the requisite majority through remote e-voting and physical ballot through polling process.

Pursuant to Clause 35A, we are pleased to attach the details of voting results of our 29<sup>th</sup> AGM held on September 24, 2015. The scrutinizer's report is also enclosed herewith.

We request you to kindly take the above information on record.

Thanking you.

Yours faithfully  
for BGR ENERGY SYSTEMS LIMITED



R. RAMESH KUMAR  
President - Corporate & Secretary

## Details of Voting Results

(Pursuant to Clause 35A of the Listing Agreement)

Sl. No.	Description	Particulars		
1	Date of Annual General Meeting	September 24, 2015		
2	Book Closure Date	September 21, 2015 to September 23, 2015		
3	Total number of shareholders as on record date	103476		
4	Number of shareholders present in the meeting in person or through proxy			
	<b>Category of Shareholders</b>	<b>Present in person</b>	<b>Present through proxy</b>	<b>Total</b>
	Promoter and Promoter Group	2	0	2
	Public	48	4	52
	Total	50	4	54
5	Number of shareholders attended the meeting through video conferencing			
	<b>Category of Shareholders</b>	<b>Venue</b>		
	Promoter and Promoter Group	NOT ARRANGED		
	Public			
	Total			

## Agenda wise details

Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
1	Adoption of (a) audited financial statement of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon. (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of Auditors thereon.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.

Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
2	Appointment of Mr.V.R.Mahadevan as Director, who retires by rotation and being eligible offers himself for re-appointment.	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
3	Appointment of Auditors of the company to hold office from the conclusion of this 29th Annual General meeting until the conclusion of the 31st Annual General meeting in the year 2017 and to fix their remuneration	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
4	Increase in remuneration of Mr.V.R.Mahadevan, Joint Managing Director	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.
5	Appointment of Mr.V.R.Mahadevan as Joint Managing Director for a period of 2 years with effect from June 01,2015	Special	E-Voting and physical ballot	Resolution passed by requisite majority.

Sl. No.	Description of business	Resolution required (Ordinary / Special)	Mode of voting (Show of hands/Poll/Postal ballot/E-voting)	Remarks
6	Approval and adoption of new Articles of Association of the Company.	Special	E-Voting and physical ballot	Resolution passed by requisite majority.
7	Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2015-16	Ordinary	E-Voting and physical ballot	Resolution passed by requisite majority.

Details of reporting as per Clause 35A of the listing agreement based on result of voting at the 29th Annual General Meeting held on September 24, 2015



Particulars	No of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]* 100
	(1)	(2)		(4)	(5)		
Resolution 1							
Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
Public – Institutional holders	3223511	2766187	85.81	1675580	1090607	60.57	39.43
Public – Others	14816879	374268	2.53	373868	117	99.89	0.03
<b>Total</b>	<b>72161560</b>	<b>57261288</b>	<b>79.35</b>	<b>56170591</b>	<b>1091034</b>	<b>98.10</b>	<b>1.91</b>
Resolution 2							
Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
Public – Institutional holders	3223511	2766187	85.81	2766187	0	100	0
Public – Others	14816879	374154	2.53	372719	1098	99.62	0.29
<b>Total</b>	<b>72161560</b>	<b>57261511</b>	<b>79.35</b>	<b>57260103</b>	<b>1408</b>	<b>100.00</b>	<b>0.00</b>
Resolution 3							
Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
Public – Institutional holders	3223511	2766187	85.81	2720109	46078	98.33	1.67
Public – Others	14816879	374144	2.53	373650	157	99.87	0.04
<b>Total</b>	<b>72161560</b>	<b>57261501</b>	<b>79.35</b>	<b>57215266</b>	<b>46235</b>	<b>99.92</b>	<b>0.08</b>
Resolution 4							
Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
Public – Institutional holders	3223511	2766187	85.81	2720109	46078	98.33	1.67
Public – Others	14816879	374254	2.53	370913	3004	99.11	0.80
<b>Total</b>	<b>72161560</b>	<b>57592851</b>	<b>79.81</b>	<b>57212209</b>	<b>49402</b>	<b>99.34</b>	<b>0.09</b>
Resolution 5							
Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
Public – Institutional holders	3223511	2766187	85.81	2720109	46078	98.33	1.67
Public – Others	14816879	373629	2.52	371659	1633	99.47	0.44
<b>Total</b>	<b>72161560</b>	<b>57592851</b>	<b>79.81</b>	<b>57212950</b>	<b>48036</b>	<b>99.34</b>	<b>0.08</b>
Resolution 6							
Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
Public – Institutional holders	3223511	2253093	69.90	2072315	180778	91.98	8.02
Public – Others	14816879	374154	2.53	373360	457	99.79	0.12
<b>Total</b>	<b>72161560</b>	<b>57592851</b>	<b>79.81</b>	<b>56567182</b>	<b>181235</b>	<b>98.22</b>	<b>0.31</b>
Resolution 7							
Promoter and Promoter Group	54121170	54121170	100	54121170	0	100	0
Public – Institutional holders	3223511	2766187	85.81	2720109	46078	98.33	1.67
Public – Others	14816879	374354	2.53	372510	1507	99.51	0.40
<b>Total</b>	<b>72161560</b>	<b>57592851</b>	<b>79.81</b>	<b>57214126</b>	<b>47585</b>	<b>99.34</b>	<b>0.08</b>

### Consolidated Scrutinizer's Report

25<sup>th</sup> September, 2015

The Chairman

**Messrs. BGR Energy Systems Limited,**

Plot No A5, Pannamgadu Industrial Estate,  
Ramapuram Post, Sullurpet Taluk,  
Nellore Dist- 524401  
Andhra Pradesh

**Ref: The 29<sup>th</sup> Annual General Meeting of the members of Messrs. BGR Energy Systems Limited.**

Dear Sir,

The Board of Directors of **Messrs. BGR Energy Systems Limited** vide resolution dated 3<sup>rd</sup> August 2015, pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process for the period commencing from Monday, 21<sup>st</sup> September, 2015 (9.00 AM) to Wednesday, September 23<sup>rd</sup>, 2015 (5.00 PM) and to conduct the Polling process relating to the 29th Annual General Meeting of the members of the Company, held on Thursday, 24th September, 2015 at 3:00 p.m. at Plot No A5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore Dist- 524401, Andhra Pradesh.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K. Satheesh and Mr. V. Narasimhan, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the National Securities Depository Limited [NSDL].
4. The consolidated result (Remote E-voting and poll) of the said Resolutions are as under:



29<sup>TH</sup> AGM - CONSOLIDATED SCRUTINIZER'S REPORT - BGR ENERGY SYSTEMS LIMITED





**Item No. 1 - Adoption of Audited and Consolidated Financial Statements, Reports of the Board of Directors' & Auditors for the financial year ended 31<sup>st</sup> March, 2015 (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>112</b>	<b>56170564</b>	<b>5</b>	<b>27</b>	<b>56170591</b>	<b>98.095%</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>17</b>	<b>1090724</b>	<b>1</b>	<b>310</b>	<b>1091034</b>	<b>1.905%</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>10</b>	<b>10</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 2 – Re-appointment of Mr. V. R. Mahadevan, as Director who retires by rotation (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>115</b>	<b>57260076</b>	<b>5</b>	<b>27</b>	<b>57260103</b>	<b>99.998%</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>12</b>	<b>1098</b>	<b>1</b>	<b>310</b>	<b>1408</b>	<b>0.002%</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>10</b>	<b>10</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 3 – Appointment of Auditors of the Company to hold the Office from the Conclusion of this 29<sup>th</sup> Annual General Meeting until conclusion of the 31<sup>st</sup> Annual General Meeting and to fix their remuneration (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>121</b>	<b>57214929</b>	<b>6</b>	<b>337</b>	<b>57215266</b>	<b>99.919%</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>5</b>	<b>46235</b>	<b>NIL</b>	<b>NIL</b>	<b>46235</b>	<b>0.081%</b>

(ii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>10</b>	<b>10</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 4 – Increase in Remuneration of MR. V. R. Mahadevan, Joint Managing Director of the Company (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>104</b>	<b>57212192</b>	<b>4</b>	<b>17</b>	<b>57212209</b>	<b>99.914%</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>24</b>	<b>49082</b>	<b>2</b>	<b>320</b>	<b>49402</b>	<b>0.086%</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>10</b>	<b>10</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 5 – Appointment of Mr. V. R. Mahadevan as Joint Managing Director for a period of 2 years with effect from June 01, 2015. (Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>114</b>	<b>57212938</b>	<b>3</b>	<b>12</b>	<b>57212950</b>	<b>99.916%</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>12</b>	<b>47711</b>	<b>3</b>	<b>325</b>	<b>48036</b>	<b>0.084%</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>10</b>	<b>10</b>

**RESULT:**

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed with requisite majority.



**Item No. 6 – Alteration of Articles of Association of the company (Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>117</b>	<b>56566845</b>	<b>6</b>	<b>337</b>	<b>56567182</b>	<b>99.681%</b>

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>8</b>	<b>181235</b>	<b>NIL</b>	<b>NIL</b>	<b>181235</b>	<b>0.319%</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>10</b>	<b>10</b>

**RESULT:**

As the number of votes cast in favour of the resolution was three time more than the number of votes cast against, we report that the Special Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed with requisite majority.





**Item No. 7 - Remuneration payable to Mr. A. N. Raman, Cost Accountant of the Company for the financial year 2015-16 (Ordinary Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>117</b>	<b>57213789</b>	<b>6</b>	<b>337</b>	<b>57214126</b>	<b>99.917%</b>

(ii) Votes **against** the resolution:

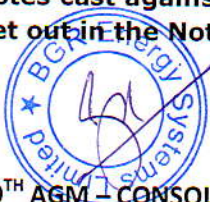
Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
<b>11</b>	<b>47585</b>	<b>NIL</b>	<b>NIL</b>	<b>47585</b>	<b>0.083%</b>

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
<b>NIL</b>	<b>NIL</b>	<b>1</b>	<b>10</b>	<b>10</b>

**RESULT:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed with requisite majority.



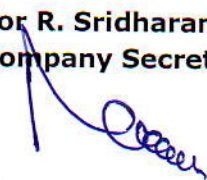


5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,  
Yours faithfully,

For R. Sridharan & Associates  
Company Secretaries

  
CS R. Sridharan  
CP No. 3239  
FCS No. 4775



For BGR Energy Systems

  
R. Ramesh Kumar  
President - Corporate & Secretary