



BGR ENERGY SYSTEMS LIMITED

Regd. Office : A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District.
Pin: 524 401 Andhra Pradesh Corporate Identity No. : L40106AP1985PLC005318
Ph : 044-27948249 Email : investors@bgrenergy.com, website : www.bgrcorp.com

Notice to the Members of

BGR Energy Systems Limited

Notice is hereby given that the 29th Annual General Meeting of BGR Energy Systems Limited will be held at the Registered Office at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet Taluk, Nellore District, Andhra Pradesh – 524 401 at 3.00 p.m. on Thursday, September 24, 2015 to transact the following business:

ORDINARY BUSINESS

- To receive, consider and adopt:
 - the audited financial statements of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.
 - the audited consolidated financial statements of the Company for the financial year ended March 31, 2015 and the report of Auditors thereon.
- To appoint a director in the place of Mr.V.R.Mahadevan, who retires by rotation and being eligible offers himself for re-appointment.
- To appoint 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.

SPECIAL BUSINESS

- To consider and, if deemed fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 196,197,198 and 199 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder read with Schedule V of the Act, including statutory modification thereof for the time being in force, as applicable and subject to the approval of the Central Government, if required under the Act, the approval of the shareholders is hereby accorded for the following increase of remuneration of Mr.V.R.Mahadevan, Joint Managing Director of the Company.”

Details	Existing Remuneration	Increase from 01.06.2014 to 31.05.2015
Salary	₹ 3,00,000/- p.m.	₹ 4,00,000/- p.m.
Allowances & Reimbursements	₹ 7,50,000/- p.m.	₹ 8,75,000/- p.m.
Performance Linked Incentive (PLI)	₹ 25,00,000/- p.a.	₹ 25,00,000/- p.a.

“**RESOLVED FURTHER** that all existing terms and conditions of appointment of Mr.V.R.Mahadevan shall remain unaltered except to the extent modified above.”

- To consider and, if deemed fit, to pass the following resolution, with or without modification, as a Special Resolution:

“**RESOLVED** that pursuant to the provisions of Sections 196,197,198 and 199 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made thereunder read with Schedule V of the Act, including statutory modification thereof for the time being in force, as applicable and subject to the approval of the Central Government, if required under the Act, the approval of the shareholders is hereby accorded for the appointment of Mr.V.R.Mahadevan to the office of Joint Managing Director for a period of 2 years with effect from June 01, 2015 on the terms and conditions as set out below and that the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of the said appointment and remuneration within the overall limits as prescribed in Schedule V of the Companies Act, 2013 and as may be amended from time to time.”

a. Designation	Joint Managing Director
b. Period of Appointment	From 01.06.2015 to 31.05.2017
c. Remuneration	
(i) Salary	₹ 4,85,000/- per month
(ii) Allowances & Reimbursements	₹ 10,00,000/- per month
(iii) Performance linked Incentive.	The Appointee shall be entitled to a performance linked incentive of ₹ 25,00,000 (Rupees Twenty Five Lakh only) per annum.

Minimum remuneration

During the term of the appointment, where in any financial year the company has no profits or the profits are inadequate, the Appointee shall be entitled to such remuneration not exceeding the limits specified under section II of part II of Schedule V to the Companies Act, 2013, as applicable or such remuneration as may be approved by the shareholders by a special resolution and/or by the Central Government. The remuneration and perquisites as set out hereinabove shall be further subject to the overall maximum remuneration payable to all managerial personnel of the company in accordance with the provisions of Sections 196 and 197 of the Companies Act 2013.

6. To consider and, if deemed fit, to pass the following resolution, with or without modification, as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

- 7 To consider and, if deemed fit, to pass the following resolution, with or without modification, as an Ordinary Resolution:

“RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder the remuneration of ₹ 1,50,000/- plus reimbursement of out of pocket expenses payable to Mr.A.N.Raman, Cost Accountant, as Cost Auditor to audit the cost records maintained by the Company for the Financial Year 2015-16 as approved by the Board be and is hereby ratified.

By order of the Board

Place : Chennai

R. RAMESH KUMAR

Date : August 03, 2015 President-Corporate & Secretary

Notes :

- i) **A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote in his stead. A proxy need not be a member. Proxy in order to be valid shall be deposited at the Registered Office of the company at least 48 hours before the time fixed for the commencement of the meeting. The route map for the venue of AGM is available on the reverse side of Proxy Form.**

A person can act as a proxy on behalf of Members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or a Member

- ii) The relevant statement as required under Section 102 of the Companies Act, 2013 in respect of the special business in the notice is appended herewith.
- iii) The Register of Members and Share transfer book of the Company shall remain closed from Monday, September 21, 2015 to Thursday, September 24, 2015 (both days inclusive).
- iv) All documents referred to in the above notice and statement are available for inspection at the Registered office of the Company on all working days (except Saturdays, Sundays and Public holidays) between

10.00 a.m. and 5.00 p.m. upto the date of the 29th Annual General Meeting.

- v) Members holding shares in physical form are requested to notify any change in their address to the Registrar and Share Transfer Agent - Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (W), Mumbai 400 078.
- vi) Members holding shares in electronic form should update their details with their respective depository participants. The bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the depository participant of the member.
- vii) For any assistance or guidance for dematerialization, shareholders are requested to contact the Company's Registrar and Share Transfer Agent or Investors Relations Centre at the Corporate Office of the Company.
- viii) Members who have not encashed the dividend warrants for the FY 2007-08, FY 2008-09, FY 2009-10, FY 2010-11, FY 2011-12, FY 2012-13 and FY 2013-14 are requested to write to the Company giving necessary details.
- ix) Dividend which remains unclaimed out of the dividend declared by the Company for the year ended March 31, 2008 at the Annual General Meeting held on September 19, 2008 will be transferred to the investor education and protection fund of the Central Government in October 2015 in terms of the provisions of Section 205A of the Companies Act, 1956. Thereafter, no claim shall lie on these dividend from the shareholders. Hence, the shareholders who have not encashed/ claimed the dividend for FY 2007-08 are advised to claim the same immediately without any further delay.**
- x) Members are requested to forward their queries on annual accounts and other sections of the annual report to the Company Secretary at least 10 days in advance for enabling the Company to furnish replies / clarifications at the 29th Annual General Meeting.
- xi) The Certificate from the Auditors of the Company certifying that the Employee Stock Option Scheme (“ESOS”) of the Company is being implemented in accordance with SEBI (Share Based Employee Benefits) Regulations, 2014 will be placed at the 29th Annual General Meeting and will be open for inspection.
- xii) Members are requested to bring their copy of the annual report to the meeting along with duly signed attendance slip
- xiii) Voting through electronic means**
- In compliance with the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended vide Companies (Management and Administration) Amendment Rules, 2015 with effect from March 19, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide to the members facility of voting by electronic means in respect of businesses to be transacted at the 29th Annual General Meeting which includes remote e-voting (i.e. voting electronically from a place other than the venue of the general meeting) and voting at the AGM through an electronic voting or ballot or poll paper. The Company has engaged the services

of National Securities Depository Limited (NSDL) for facilitating the voting by electronic means:

The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with Depository Participant(s)]
- (i) Open email and open PDF file viz.; "bgrenergy.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login. If you are already registered with NSDL for e-voting, you can use your existing user ID and password for casting your vote.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of BGR Energy Systems Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.

Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.co.in.

- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Depository Participant(s) or requesting physical copy]:

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:

EVEN (E Voting Event Number)	USER ID	PASSWORD/ PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xi) above, to cast your vote

Other Instructions:

- I. Persons who acquired shares and became Members of the Company after the dispatch of the Notice of the AGM but before the cut-off date of September 17, 2015

may obtain their user ID and password for e-voting by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forgot User Details/ Password" option available on www.evoting.nsdl.com. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.

- II. The remote e-voting period commences on September 21, 2015 at 9.00 a.m. and ends on September 23, 2015 at 5.00 p.m. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of September 17, 2015 may cast their votes electronically. The remote e-voting module will be disabled by NSDL for voting thereafter at 5.00 p.m. on September 23, 2015. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently
- III. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 17, 2015.
- V. Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting through ballot or polling paper. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
- VI. CS R. Sridharan, Practising Company Secretary (Membership No.4775) of M/s. R.Sridharan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize both the remote e-voting and the physical voting at the meeting in a fair and transparent manner.
- VII. The Results of e-voting will be declared not later than 48 hours of conclusion of the AGM i.e. September 26, 2015. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.bgrcorp.com and on the website of NSDL and the results will be communicated to BSE Limited and National Stock Exchange of India Limited. Subject to receipt of requisite number of votes, the resolutions set out in the Notice shall be deemed to be passed on the date of the AGM.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND INFORMATION UNDER CLAUSE 49 OF THE LISTING AGREEMENT.

Item No. 4

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at the meeting held on May 28, 2015 approved the annual increase of remuneration of Mr.V.R.Mahadevan, Joint Managing Director as set out in the resolution No.4 above for the period June 01, 2014 to May 31, 2015.

The increase in the remuneration of Mr.Mahadevan, for the aforesaid period were made under the provisions of the Companies Act, 2013. In terms of Schedule V of the Companies Act, 2013 the increase in remuneration shall be approved by shareholders in general meeting. Accordingly, the approval of shareholders is sought for the increase

of remuneration and the Board of Directors recommends resolution set out at item No. 4 of the Notice for approval by the shareholders. The existing remuneration of Mr.Mahadevan is as set out in the resolution no.4 above.

Except Mr.Mahadevan, none of the directors and key managerial personnel of the Company and their relatives is interested or concerned in this resolution.

Item No. 5

Mr.V.R.Mahadevan was appointed to the office of Whole-Time Director of the Company and designated as Director–Technology & HR for a period of 5 (Five) years effective from June 01, 2010. The Board of Directors at its meeting held on September 25, 2013 re-designated Mr.V.R.Mahadevan as Joint Managing Director effective September 25, 2013 and it was approved by the shareholders in the last annual general meeting held on September 25, 2014. The term of appointment of Mr.Mahadevan, Joint Managing Director expired on May 31, 2015. Based on the recommendation of the Nomination and Remuneration Committee the Board of Directors at the meeting held on May 28, 2015 re-appointed him as Joint Managing Director for a period of two years from June 01, 2015 as per the terms and conditions set out in the resolution no.5 above. His previous remuneration was as set out in the resolution no.4 above.

Mr.V.R. Mahadevan, aged 56 holds a Bachelor's degree in Electrical Engineering. He joined the Company in the year 1987 and served the Company for more than two decades in various capacities and has proven leadership experience in project management, engineering, sales and business management. Mr. Mahadevan holds 716 equity shares of the Company. Mr. Mahadevan does not have any inter-se relationship with other Directors/Manager and other Key Managerial Personnel of the Company. He was first appointed as Director of the Company on June 01, 2005 and he has attended 4 (four) Board meetings during the FY 2014-15. Mr. Mahadevan is a director of the companies given below:

Sl. No.	Names of the Companies
1.	GEA BGR Energy System India Limited
2.	BGR Boilers Private Limited
3.	Germanischer Lloyd Industrial Services India Private Limited
4.	Govin Engineering and Constructions Limited
5.	Schmitz India Private Limited
6.	Pragati Computers Limited

The reappointment as Joint Managing Director was made under the provisions of the Companies Act, 2013. In terms of Schedule V of the Companies Act, 2013 the reappointment as Joint Managing Director shall be approved by shareholders in general meeting. Accordingly, the approval of shareholders is sought for his reappointment by way of necessary resolution and the Board of Directors recommends resolution set out at item No. 5 of the Notice for approval by the shareholders.

Except Mr.Mahadevan, none of the directors and key managerial personnel of the Company and their relatives is interested or concerned in this resolution.

Item No.6

The existing Articles of Association ("AoA") are under the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Companies Act, 2013("the Act").

With the coming into force of the Act several regulations of the existing AoA of the Company have become redundant and require alteration or deletion. It is therefore considered expedient to wholly replace the existing AoA by a new set of Articles for the management of the Company. The new AoA to be substituted in the place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares and also incorporate the key features relating to certain privileges and rights vested in the promoter group viz., Raghupathy group.

The proposed new draft of AoA will be uploaded on the Company's website for perusal by the shareholders. The draft articles of association are available for inspection by the members at the registered office of the Company during the office hours till the date of annual general meeting.

None of the directors and key managerial personnel of the Company and their relatives is interested or concerned in this resolution except Mrs.Sasikala Raghupathy and Mrs.Swarnamugi Karthik.

The Board recommends the Special Resolution set out at item No. 6 of the Notice for approval by the shareholders.

Item No.7

The proposal for appointment of Mr.A.N.Raman as Cost Auditor for Financial Year 2015 -16 was recommended by the Audit Committee to the Board and the Board appointed him to be the Cost Auditor for FY 2015-16 at the meeting held on May 28, 2015. Copy of certificate dated May 27, 2015 issued by Mr.Raman regarding his eligibility for appointment as cost auditor will be available for inspection at the registered office of the Company during the office hours and shall be available at the meeting. As per the Rule 14 of the Companies (Audit and Auditors) Rules, 2014 the appointment and remuneration payable to the cost auditor require ratification by the shareholders of the Company.

Mr.Raman is a member of Institute of Cost and Works Accountants of India, Institute of Chartered Accountants of India and Fellow member of Institute of Certified Management Accountants of Srilanka. He has wide experience in the field of cost accounting, management accounting and enterprise governance. He is in practice as a Cost and Management Accountant since 1993.

The Board recommends that the appointment and remuneration be ratified by the shareholders. None of the directors and key managerial personnel or their relatives are interested in the resolution.

By order of the Board

R. RAMESH KUMAR
President – Corporate & Secretary

Place : Chennai

Date : August 03, 2015