



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/2016
September 15, 2016

The Manager,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex
Bandra (E), Mumbai – 400051

The Manager,
Department of Corporate Services
BSE Limited
P.J. Towers, Dalal Street
Mumbai – 400001

NSE Symbol: BGREENERGY

BSE Scrip Code: 532930

Dear Sirs,

Sub: Voting Results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

The 30th Annual General Meeting of the Company was held at 11.00 a.m. on September 14, 2016 at the registered office of the Company. Pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder and the provisions of Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the opportunity was given to all the shareholders of the Company to exercise their right to vote on all the resolutions set out in the Notice of AGM through remote e-voting during the period commencing from September 11, 2016 (9.00 a.m.) to September 13, 2016 (5.00 p.m.) as well as at the AGM Venue through physical ballot.

All the resolutions contained in the Notice of the aforesaid AGM were approved by the requisite majority of shareholders through remote e-voting and physical ballot and accordingly all the resolutions were declared to be passed on September 14, 2016, which is the date of 30th Annual General Meeting of the Company.

A handwritten signature in blue ink, appearing to be "Raj", with a long horizontal line extending to the right.

REGISTERED OFFICE:

A-5 PANNAMGADU INDUSTRIAL ESTATE, RAMAPURAM POST, SULLURPET TALUK, NELLORE DISTRICT, ANDHRA PRADESH 524401 INDIA. TEL: 91 44 27948249

Corporate Identity Number: L40106AP1985PLC005318

The voting results in the prescribed format along with the consolidated scrutinizer's report are enclosed.

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.

BGR ENERGY SYSTEMS LIMITED
(REMOTE E-VOTING AND POLL)
DATE OF AGM :14-SEP-2016
DETAILS OF VOTING RESULTS

Date of the AGM	September 14, 2016
Total number of shareholders on record date	98,024
No. of Shareholders present in the meeting either in person or through proxy:	80
Promoters and Promoter Group:	3
Public :	77
No. of Shareholders attended the meeting through Video Conferencing:	NOT APPLICABLE FOR THIS AGM
Promoters and Promoter Group:	
Public :	

Agenda-wise disclosure

The mode of voting for all resolutions was through remote e-Voting and at AGM through Ballot Papers

Resolution No. 1	Adoption of Standalone Audited Financial Statements, Reports of Auditors and Board of Directors for the year ended March 31, 2016 and Audited Consolidated Financial Statements for the year ended March 31, 2016
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2517663	2390205	94.9374	2390205	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	352673	350578	99.4060	349859	719	99.79491	0.20509
	Poll		2095	0.0000	2095	0	0.00000	0.00000
TOTAL	TOTAL	56991506	56864048		56863329	719		



Resolution No. 2	Appointment of Mr. A. Swaminathan as Director, who retires by rotation and being eligible offers himself for re-appointment
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2517663	2390205	94.9374	2390205	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	352687	350592	99.4060	349445	1147	99.67284	0.32716
	Poll		2095	0.0000	2095	0	0.00000	0.00000
TOTAL	TOTAL	56991520	56864062		56862915	1147		

Resolution No. 3	Ratification of appointment of Statutory auditors
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2517663	2390205	94.9374	2390205	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	352687	350592	99.4060	349845	747	99.78693	0.21307
	Poll		2095	0.0000	2095	0	0.00000	0.00000
TOTAL		56991520	56864062		56863315	747		



Resolution No. 4	Ratification of remuneration payable to the Cost Auditor of the Company for the FY 2016-17
Resolution Required : (Ordinary / Special)	Ordinary Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2517663	2390205	94.9374	2390205	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	352673	350578	99.4060	349746	832	99.76268	0.23732
	Poll		2095	0.0000	2095	0	0.00000	0.00000
TOTAL	TOTAL	56991506	56864048		56863216	832		

Resolution No. 5	Creation of charge on the assets of the Company
Resolution Required : (Ordinary / Special)	Special Resolution
Whether promoter / promoter group are interested in the resolution ?	NO

CATEGORY	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	54121170	54121170	100.0000	54121170	0	100.00000	0.00000
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Institutions	E-Voting	2517663	2390205	94.9374	2003438	386767	83.81867	16.18133
	Poll		0	0.0000	0	0	0.00000	0.00000
Public - Non Institutions	E-Voting	352592	350497	99.4058	349553	944	99.73067	0.26933
	Poll		2095	0.0000	2095	0	0.00000	0.00000
TOTAL	TOTAL	56991425	56863967		56476256	387711		



Consolidated Scrutinizer's Report

15th September, 2016

The Chairperson
Messrs. BGR Energy Systems Limited,
A-5, Pannamgadu Industrial Estate,
Ramapuram Post, Sullurpet (T),
Nellore Dist,
Andhra Pradesh - 524 401

Ref: The 30th Annual General Meeting of the members of Messrs. BGR Energy Systems Limited.

Madam,

The Board of Directors of **Messrs. BGR Energy Systems Limited** vide resolution dated 28th July, 2016 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 held between Sunday, September 11, 2016 (9.00 AM) (IST) to Tuesday, September 13, 2016 (5.00 PM) (IST) and to conduct the Polling process relating to the 30th AGM of the members of the Company, held on Wednesday, 14th September, 2016 at 11.00 a.m. at A-5, Pannamgadu Industrial Estate, Ramapuram Post, Sullurpet (T), Nellore Dist, Andhra Pradesh - 524 401. The shareholders of the Company as on the "cut off" date i.e. Wednesday, 7th September, 2016 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairperson, one ballot box kept for polling was locked in our presence with due identification mark 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 Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. The poll papers, which were incomplete, unsigned and/or which were otherwise found defective have been treated as invalid and kept separately.

30TH AGM – CONSOLIDATED SCRUTINIZER'S REPORT - BGR ENERGY SYSTEMS LIMITED





4. 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].

5. The consolidated result (Remote E-voting and Poll) of the said Resolutions voted are as under:

Item No. 1 - Adoption of Audited Standalone & Consolidated Financial Statements, Reports of Board of Directors & Auditors thereon (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
113	56861234	6	2095	56863329	99.9987

(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
4	719	NIL	NIL	719	0.0013

Note: One member had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL

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 dated July 28, 2016 is passed with requisite majority.

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Item No. 2 – Appointment of Mr. A Swaminathan (DIN:00673790) 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
106	56860820	6	2095	56862915	99.9980

(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
12	1147	NIL	NIL	1147	0.0020

Note: One member had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL

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 dated July 28, 2016 is passed with requisite majority.





Item No. 3 – Ratification of the Appointment of M/s. Manohar Chowdhry & Associates, Chartered Accountants, as Statutory Auditors (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
112	56861220	6	2095	56863315	99.9987

(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
6	747	NIL	NIL	747	0.0013

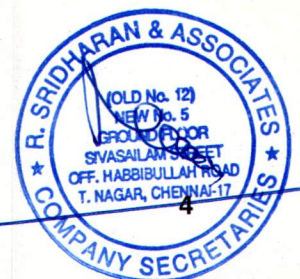
Note: One member had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL

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 dated July 28, 2016 is passed with requisite majority.



Item No. 4 – Remuneration payable to Mr. A. N. Raman, Cost Accountant as Cost Auditor for the Financial Year 2016-17 (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
110	56861121	6	2095	56863216	99.9985

(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
7	832	NIL	NIL	832	0.0015

Note: One member had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL

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 dated July 28, 2016 is passed with requisite majority.



Item No. 5 – Approval for Creation of charge on the assets 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
97	56474161	6	2095	56476256	99.3182

(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
19	387711	NIL	NIL	387711	0.6818

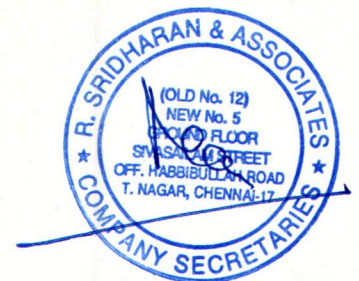
Note: One member had partially abstained from voting through remote e-voting.

(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
NIL	NIL	NIL	NIL	NIL

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 dated July 28, 2016 is passed with requisite majority.






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

7. 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 Chairperson 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

